

ASHRAM ONLINE.COM LIMITED

ANNUAL REPORT 2012 - 2013

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M/s. ASHRAM ONLINE.COM LIMITED

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BOARD OF DIRECTORS

| | |
|----------------------|---|
| Chairman | : Mr. S. Pannalal Tatia |
| Directors | : Mr. E. Subbarayan : Mr. Jetender Surchander Rao : Ms. C. Hemamalini |
| Auditors | : M/s. K. Subramanyam & Co. Chartered Accountants No.252, Mugappair ERI Scheme Third Main Road, Chennai - 600 037. |
| Registered Office | : 'Prince Tatia Info Park' No.81 B, Second Main Road, Ambattur Industrial Estate, Chennai - 600 058, email : tatia@vsnl.com |
| Bankers | : 1. State Bank of Travancore 2. HDFC Bank Ltd |
| Share Transfer Agent | : M/s. Purva Sharegistry India Private Limited No. 9, Shiv Shakthi Industrial Estate, J.R. Boricha Marg. Lower Parel (E), Mumbai - 400 001. Phone : 022 - 23016761, 2301 8261 Fax : 022 - 2301 2517 Email : busicomp@vsnl.com |

M/s. ASHRAM ONLINE.COM LIMITED

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the 22nd Annual General Meeting of the Shareholders of Ms. Ashram online.com Ltd will be held at Samudaya Koodam Hall, Morai, Chennai – 600 055, on Monday , the 30th September 2013, at 9.00 a.m. to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt the Audited Balance Sheet as at 31st March, 2013, the Profit & Loss Account for the year ended on that date and the reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Ekambaram Subbarayan who retires by rotation and being eligible, offers himself for reappointment.
3. To appoint a Director in place of Mr. Jetender Surchander Rao who retires by rotation and being eligible, offers himself for reappointment.
4. To re- appoint M/s K. Subramanyam & Co., Chartered Accountants, Chennai as the Auditors of the Company and to authorize the Board of Directors to fix their remuneration.

By order of the Board of Directors
For ASHRAM ONLINE.COM LIMITED

Sd/-
S. PANNALAL TATIA
Chairman cum Executive
Director

Place: Chennai – 600 0058

Date: 30th August 2013.

NOTES:-

i) A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/ HERSELF, AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.

II) THE PROXY FORM DULY COMPLETED MUST REACH THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN FORTY EIGHT HOURS BEFORE THE TIME APPOINTED FOR HOLDING THE MEETING.

iii) The Register of Members and the Share Transfer books shall remain closed from 24.09.2013 to 30.09.2013 (both days inclusive).

- iv) Members are requested to notify immediately any change in the address
- To the respective Depository Participants (DP's) in respect of their electronic share accounts.
 - In respect to their physical share folios. To send request to the Registrar of Transfer Agent office of the following address:
M/s. Purva Shareregistry India Private Limited
Unit. No. 9, Shiv Shakthi Industrial Estate, J.R. Boricha Marg, Lower Parel (E), Mumbai – 400 001.

- v) For the convenience of the shareholders attendance slip is annexed to the proxy form the members are requested to bring the attendance slips duly filled in along with their copies of the annual reports to the meeting. Members who hold shares in dematerialized form are requested to bring their client ID and DP ID for easy identification of attendance at the meeting.
- vi) The Securities and Exchange Board of India notified your company's equity shares for compulsory trading in dematerialized form. Shareholders may avail such facility.
- vii) The equity shares of the Company are listed on Bombay Stock Exchange Limited and Madras Stock Exchange Limited.
- viii) Members having any specific query on the financial statements of the company are requested to mail their queries directly to the company.
- ix) Shareholders are requested to furnish the email ID's to enable the company forward information in relation to the company.
- x) The Company has designated an email ID called tatia@vsnl.com for redressal of shareholder's complaints/ grievances. In case you have any queries/ complaints or grievance, then please write to us at our mail ID provided above.
- xi) Members who hold shares in physical form in multiple folios in identical names or joint accounts in the same order or names are requested to send the share certificates to our Registrar of Transfer Agent M/s. Purva Sharegistry India Private Limited, Unit. No. 9, Shiv Shakthi Industrial Estate, J.R. Boricha Marg, Lower Parel (E), Mumbai – 400 001.
- xii) The shares of the Company are tradable compulsorily in electronic form and your company has established connectivity with both the depositories i.e. National Securities Depositories Limited (NSDL) and Central Securities Depositories Limited (CSDL). In view of the enormous advantages offered by the Depository Systems, Members are requested to avail the facilities of dematerialization of the Company's Shares on either of the depositories as aforesaid.
- xiii) Request to Members as a measure of economy, copies of the Annual Report will not be distributed at the Annual General Meeting. Members are requested to bring their copies of the Annual Report to the meeting. They are further requested to occupy the seats at least fifteen minutes before the scheduled time for the commencement of the meeting to avoid interruption in proceedings.
- xiv) The Ministry of Corporate Affairs (MCA), Government of India, has by its Circular Nos. 17/2011 and 18/2011 dated April 21, 2011 and April 29, 2011 respectively, permitted companies to send official documents to their shareholders electronically as part of its green initiatives in Corporate Governance. We request the members to update the email address with their depository participant to ensure that the Annual Report and other documents reach you on your preferred email account in order to save paper and participate in the "Green Initiative" of the MCA.

XV) INFORMATION PURSUANT TO CLAUSE 49 OF THE LISTING AGREEMENT FOR RE-APPOINTMENT OF DIRECTOR

| S.no | Name of the Director | Mr. E Subbarayan | Mr. Jetender Surchander Rao |
|------|--|---|------------------------------------|
| a. | Age | 56 years | 28 years |
| b. | Date of Appointment | 02.07.2005 | 06.04.2012 |
| c. | Qualification | B.sc., | B.Com., |
| d. | Experience | 15 years | 5 years |
| e. | No. of Shares held in the Company | 100 | 100 |
| f. | Expertise | Accounts & Finance | Industrial & Public Relations |
| g. | Directorship held in other Companies* | Kreon Financial Services Ltd | Hester Agrhotech International Ltd |
| h. | Chairman/Member of Committees of other companies** (as on 31 st March 2013) | Chairman in Audit Committee and Share Transfer cum Investor Relationship Committee of M/s. Kreon Financial Services Ltd | Nil |

Note:

* Excludes private limited companies, Foreign companies and Alternate Directorships.

** Memberships in Audit Committee and Share Transfer cum Investor Relation Committee are reckoned for this purpose

DIRECTORS' REPORT

Dear Stockholders,

Your Directors have great pleasure in presenting the 22nd Annual Report together with the Audited Accounts of your Company for the financial year ended 31st March 2013.

1. OPERATIONS

The financial results of the Company for the year ended 31st March 2013 is summarized below:

| Rs. in Lacs | | |
|----------------------------------|--|--|
| Particulars | Year ended 31 st March 2013 | Year ended 31 st March 2012 |
| Income from Operations | ---- | --- |
| Non-operating Income | 14.22 | 9.66 |
| Total Income | 14.22 | 9.66 |
| Total Expenditure | 32.82 | 23.48 |
| Profit/Loss before Depreciation | -18.60 | -13.82 |
| Interest and Taxation | | |
| Interest & Finance Charges | ---- | ---- |
| Depreciation | 0.10 | 0.12 |
| Profit/Loss before Tax | -18.70 | -13.93 |
| Provision for Current Taxes | ---- | ---- |
| Provision for Deferred Taxes | ---- | ---- |
| Profit/Loss after Tax | -18.70 | -13.93 |
| Statutory Reserve | ---- | ---- |
| Balance in Profit & Loss Account | -15.80 | -1.87 |
| Balance carried to Balance Sheet | -34.49 | -15.80 |

Your Company has incurred a loss, of Rs. -18.70 lacs for the financial year 2012 - 2013 as compared to loss of Rs.-13.93 in the previous year 2011 – 2012.

DIVIDEND

In order to stream Line Company's business model, the board of directors have decided not to declare any dividend for the current fiscal.

FIXED DEPOSITS

The Company has not accepted any public deposits and , as such, no amount on account of principal or interest on public deposit was out standing as on date of balance sheet.

DIRECTORS

Mr. E. Subbarayan Director, and Mr. Jetender Surchander Rao Director retire by rotation and being eligible offer themselves for reappointment.

DIRECTORS RESPONSIBILITY STATEMENT

Pursuant to the requirement under Section 217(2AA) of the Companies Act, 1956 the Directors hereby confirm that:

- i) in the preparation of the Annual Accounts for the financial year ended 31st March, 2013 the applicable Accounting Standards have been followed and there are no material departures;
- ii) they have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss account of the company for that period;
- iii) they have taken proper and sufficient care to the best of their knowledge and ability for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv) they have prepared annual accounts on a going concern basis.

AUDITORS

M/s K Subramanyam & Co, Chartered Accountants, Auditors of the Company, retire at ensuing Annual General Meeting and have furnished a certificate under Section 224(1B) regarding their eligibility for reappointment as the Company's Auditors for the year 2013 - 14. The Auditor have certified the Company's Compliance of the requirements of Corporate Governance in terms of the Listing Agreement and the same is enclosed as an annexure to the Corporate Governance Report.

PARTICULARS OF EMPLOYEES

Particulars of the employees of the Company who were in receipt of remuneration, which in aggregate exceeded the limits fixed under Section 217 (2A) of the Companies Act, 1956 and Companies (Particulars of Employees) Rules 1975 is not applicable to the company for the year.

PARTICULARS AS REQUIRED UNDER SECTION 217 (1) (E) OF THE COMPANIES ACT, 1956 READ WITH THE COMPANIES (DISCLOSURE OF PARTICULARS IN THE REPORT OF BOARD OF DIRECTORS) RULES, 1988 Conservation of Energy.

The Company had taken steps to conserve energy in its office use, consequent to which energy consumption has been minimized. Since the company has not carried on industrial activities, disclosures regarding impact of measures on cost of production of goods, total energy consumption, etc., are not applicable.

Technology Absorption:-

The company has not adopted / intends to adopt any technology for its business and hence no reporting is required to be furnished under this heading.

Foreign Exchange Inflow & Outgo:-

Foreign Exchange inflow during the year :- Nil

Foreign Exchange outgo during the year :- Nil

MANAGEMENT DISCUSSION & ANALYSIS REPORT

The Management Discussion & Analysis Report for the year under review, as stipulated under Clause 49 of the Listing Agreements is presented in a separate section forming part of the Directors Report as Annexure A.

CORPORATE GOVERNANCE

Your Company is committed to maintain the highest standards of Corporate Governance. Your Directors adhere to the requirements set out by the Securities Exchange Board of India's, Corporate Governance Practices and have implemented all the stipulations prescribed. Report on Corporate Governance as stipulated in Clause 49 of the Listing Agreement is presented in a separate section forming part of the Directors' Report as **Annexure B**.

EXPLANATION TO AUDITORS OBSERVATION

As regards the qualification given by the auditor in Point No. IX Annexure to Auditor Report. The Company has filed a writ petition and stay petition with the Honorable High Court of Madras.

COMPANY SECRETARY

The Company is making consistent efforts for appointment of whole time Company Secretary. The Company has been availing services of practicing Company Secretary from time to time to ensure compliance of the provisions of the applicable acts and statutes . Also the Annual Return of the Company is being certified by practicing Company Secretary from year to year and the company is also taking certification from them for Stock Exchanges Compliances .

ACKNOWLEDGEMENT

Your Directors would like to express their grateful appreciation for assistance and co-operation received from the Financial Institutions, Banks, Government Authorities, Customers and Members during the year under review. Your Directors also wish to place on record their deep sense of appreciation for committed and dedicated services of the workers, staff, and officers of the Company.

**BY THE ORDER OF THE BOARD
FOR ASHRAM ONLINE.COM LIMITED**

Sd/-

**PLACE : CHENNAI
DATE : 30.08.2013**

**S.PANNALAL TATIA
CHAIRMAN CUM EXECUTIVE DIRECTOR**

ANNEXURE 'A' TO THE DIRECTOR'S REPORT

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

INDUSTRY STRUCTURE AND DEVELOPMENT

Global economic recession has affected growth in the economic activity in various sectors of the economy and accordingly has compelled company to survive along side the dwindling economic activity, Barring unforeseen circumstances, the company would be able to achieve its financial objectives without much of constraints.

OPPORTUNITIES, THREATS, RISKS AND CONCERNS

There exists abundant opportunities for growth. however, slow down of market activity and cut throat competitions coupled with changes in the policies of the government are these areas of concern. However with the experience and expertise of the management, the company would withstand competition and convert threats in to opportunities.

SEGMENTWISE / PRODUCTWISE PERFORMANCE

The Company has currently only one segment financial sector in line with the Accounting Standard on Segment Reporting (AS-17).

OUTLOOK

India is among one of the most observed emerging markets. Implementation of policies and reforms by the Government would help sector grow at faster phase.

FINANCIAL PERFORMANCE

The Company foresee a better business prospects in the year 2013.

INTERNAL CONTROL SYSTEM AND ADEQUACY

The Company has adequate system of internal control in place. This is to ensure that assets are safeguarded and all transactions are authorized, recorded and correctly reported. The top management and the Audit Committee of the Board review the findings and recommend to the Board improvement on the same.

CAUTIONARY STATEMENT

This report contains forward-looking statements, which may be identified by their use of words like 'plans', 'expects', 'will', 'anticipates', 'believes', 'intends', 'projects', 'estimates' or other words of similar meaning. All statements that address expectations or projections about the future, including, but not limited to statements about the Company's strategy for growth, product development, market position, expenditures, and financial results, are forward-looking statements. Forward-looking statements are based on certain assumptions and expectations of future events. The Company cannot guarantee that these assumptions and expectations are accurate or will be realized. The Company's actual results, performance or achievements could thus differ materially from those projected in any such forward-looking statements. The Company assumes no responsibility to publicly amend, modify or revise any forward-looking statements, on the basis of any subsequent developments, information or events.