

**M/s. ASHRAM ONLINE COM LIMITED**  
(CIN: L74999TN1991PLC020764)  
**PRINCE TATIA INFO PARK, NEW NO 81, B (OLD NO-31B) SECOND MAIN ROAD**  
**AMBATTUR INDUSTRIAL ESTATE, CHENNAI-600058**  
E-mail i'd:tatia@vsnl.com, Website:www.ashramonline.in,  
Ph: 044-42138702, Fax No: 044-43084750

#### **NOTICE OF THE ANNUAL GENERAL MEETING**

Notice is hereby given that the **23rd Annual General Meeting** of the Company will be held on Friday, 29<sup>th</sup> September, 2014 at 9:00 a.m, at Samudaya Nala Koodam, Vallanur, Ambattur, Chennai-600062, to transact the following business.

#### **ORDINARY BUSINESS**

1. To receive, consider and adopt the audited Balance Sheet as at 31st March, 2014 and the Statement of profit & loss account for the year ended on that date together with the reports of the Board of Directors and Auditors thereon.

2. To appoint a Director in place of Mr. Pannalal Tatia Jain Sampathlal (DIN 01208913), who retires by rotation and, being eligible, offers himself for re-appointment.

3. To reappoint M/s. K.Subramanyam & Co, Chartered Accountants (Firm Regn. No. 004146S), as statutory auditors of the Company to hold office from the conclusion of this AGM until the conclusion of the twenty fourth consecutive AGM and to fix their remuneration and to pass the following resolution thereof.

"RESOLVED THAT pursuant to the provisions of Section 139 of the Companies Act, 2013 and rules made thereunder, and pursuant to the recommendations of the audit committee of the Board of Directors, M/s. K.Subramanyam & Co, Chartered Accountants (Firm Regn. No. 004146S) be and hereby appointed as auditors of the Company, to hold office from the conclusion of this AGM to the conclusion of twenty fourth consecutive AGM (subject to ratification of the appointment by the members at every AGM held after this AGM) and that the Board of Directors be and are hereby authorized to fix such remuneration as may be determined by the audit committee in consultation with the auditors"

#### **SPECIAL BUSINESS**

4. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 149, 150,152 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act 2013, Mr. Subbarayan Ekambaram (holding DIN 01186153 ), Director of the Company and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director of the Company, be and is hereby appointed as an independent Director of the Company, to hold office up to March 31, 2019, not liable to retire by rotation."

5. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 149, 150,152 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act 2013, Mr. Jethender Suruchander Rao (holding DIN 02085341), Director of the Company and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director of the Company, be and is hereby appointed as an independent Director of the Company, to hold office up to March 31, 2019, not liable to retire by rotation."

6. To consider and if thought fit to pass with or without modification(s) the following resolution as ordinary resolution.

"RESOLVED THAT in accordance with the provisions of Sections 149(1), 152, 196, 197 and 203 read Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or enactment thereof for the time being in force), consent of the Company be and is hereby accorded to appointment of Ms. Sangita Tatia, (DIN: 06932448), as Whole-time Director of the Company, for a period of five years, with effect from 29/09/2014, on such terms and conditions including remuneration as set out in Statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include the Human Resources, Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said appointment and / or remuneration as it may deem fit and as may be acceptable to Ms. Sangita Tatia, subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof;

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

7. To consider and, if thought fit, to pass, with or without modification, the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 186 and any other applicable provision, if any, of the Companies Act, 2013, ('the Act') including any statutory modification or re-enactment thereof for the time being in force, the Board of Directors of the Company be and is hereby authorized to give loans or guarantee or provide security, in connection with a loan, to anybody corporate or person and or invest in mutual funds or acquire, by way of subscription, purchase or otherwise, the Securities of any other body corporate, whether Indian or overseas, which in their absolute discretion the Board of Directors deem beneficial and in the interest of the Company, in excess of 60% of the paid up Share Capital, Free Reserves and securities premium account of the Company or 100% of Free Reserves of the Company whichever is more, as prescribed under section 186(2) of the Companies Act, 2013, from time to time, in one or more tranches, up to a maximum amount of Rs.25,00,00,000/- (Rupees twenty five crores only) notwithstanding that, existing investments along with Company's existing loans or guarantee/ security or investments, shall be in excess of the limit prescribed under Section 186 (2) of the Companies Act 2013, as aforesaid.

RESOLVED FURTHER THAT the Board, be and is hereby authorized, to take from time to time, all decisions and steps, in respect of the above investments including the timing, amount and other terms and conditions of such investment and varying the same through transfer, sale, disinvestments or otherwise, either in part or in full, as it may deem appropriate, and to do and perform all such acts, deeds, matters and things, as may be necessary or expedient in this regard and to exercise all the rights and powers which would vest in the Company, in pursuance of such investment."

8. To adopt new Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013 and in this regard to consider and if thought fit, to pass, with or without modification, the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the draft regulations contained in the Articles of Association submitted to this meeting be and are hereby approved and adopted in substitution to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

Place: Chennai  
Date: 22<sup>nd</sup> August 2014

By Order of the Board of Directors  
for Ashram Online Com Ltd  
Sd/-  
Mr. Pannalal Tatia Jain Sampa  
Chairman cum Executive Director  
DIN. No. 0120

**NOTES:**

**1. A MEMBER ENTITLED TO ATTEND AND VOTE, AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

2. The instrument appointing proxy (duly completed, stamped and signed) in order to be effective must be deposited at the registered office of the company not less than 48 hours before the commencement of the 23rd Annual General Meeting of the company.

3. Corporate Members intending to send their authorised representatives to attend the Meeting are requested to send a duly certified copy of Board Resolution on the letterhead of the Company, signed by one of the Directors or Company Secretary or any other authorized signatory and / or duly notarized Power of Attorney, authorizing their representatives to attend and vote on their behalf at the Meeting.

4. With effect from 1<sup>st</sup> April 2014, inter alia, provisions of Section 149 of Companies Act, 2013 has been brought into force. In terms of the said section read with section 152 (6) of the Act, the provisions of retirement by rotation are not applicable to Independent Directors. Profile of directors seeking re-appointment as stipulated in terms of Clause 49 of the listing agreement with the stock exchanges is provided in the report on corporate governance, which forms an integral part of this annual report.

5. The equity shares of the Company are listed on Bombay Stock Exchange Limited and Madras Stock Exchange Limited

**6. The Register of Members and Share Transfer books of the Company will remain closed from 20th September, 2014 to 29th September, 2014 (both days inclusive).**

7. Members holding shares in physical form, in multiple folios in identical names or joint accounts in the same order or names, are requested to send their share certificates to the Company's Registered Office at Prince Tatia Info Park, New No 81 B (old no-31b), Second main road, Ambattur Industrial estate, Chennai-600058 for consolidation into one folio.

8. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants, with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their address immediately to the Company/ Registrar and Transfer Agent, M/s. Purva Share Registry (India) Pvt Ltd

9. Pursuant to Section 72 of the Companies Act, 2013, shareholders holding shares in physical form may file nomination in the prescribed Form SH-13 with the Company's Registrar and Transfer Agent, M/s. Purva Share Registry (India) Pvt Ltd. In respect of shares held in electronic / demat form, the nomination form may be filed with the respective Depository Participant.

10. The Securities and Exchange Board of India has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company /Registrars and Transfer Agents, M/s. Purva Share Registry (India) Pvt Ltd.

**11. Voting through Electronic Means**

In compliance with provisions of Section 108 of the Companies Act 2013 read with the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer E-Voting facility as an alternate, for its shareholders to enable them to cast their votes electronically at the 23rd Annual General Meeting (AGM) through e-voting service provided by Central Depository Services (India) Limited. E-Voting is optional. The procedure and instructions for the same are as follows:

**In case of members receiving e-mail:**

- (i) Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)

- (ii) Click on "Shareholders" tab.
- (iii) Now, select the "COMPANY NAME" from the drop down menu and click on "SUBMIT"
- (iv) Now Enter your User ID (For CDSL: 16 digits beneficiary ID, For NSDL: 8 Character DP ID followed by 8 Digits Client ID, Members holding shares in Physical Form should enter Folio Number registered with the Company and then enter the Captcha Code as displayed and Click on Login.
- (v) If you are holding shares in Demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and vote in an earlier voting of any company, then your existing password is to be used. If you are a first user follow the steps given below.
- (vi) Now, fill up the following details in the appropriate boxes:

	For Members holding shares in Demat Form	For Members holding shares in Physical Form
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)	
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.	
Dividend Bank Details#	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.	

\*Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of your name and the sequence number in the PAN field. Eg. If your name is Ramesh K with sequence number 1 then enter RA00000001 in the PAN field.

# Please enter any one of the details in order to login. In case either of the details are not recorded with the depository please enter the <Default Value> in the Dividend Bank details field.

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu where they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any company on which they are eligible to vote, provided that company opts for e-voting through the platform. It is strongly recommended not to share your password with any other person and utmost care to keep your password confidential.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting of resolutions contained in this Notice.
- (x) Click on <Company Name> on which you choose to vote.
- (xi) On the voting page, you will see Resolution Description and against the same the option "YES/NO" voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xii) Click on the "Resolutions File Link" if you wish to view the entire Resolutions.

- (xiii) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvi) If Demat account holder has forgotten the changed password then Enter the User ID and Captcha Code click on Forgot Password & enter the details as prompted by the system.
- (xvii) Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates. After receiving the login details they have to link the account(s) which they wish to vote on and then cast their vote. They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

**In case of members receiving the physical copy:**

- (A) Please follow all steps from s. no. (i) to s. no. (xvii) above to cast vote.
- (B) The voting period begins on 23/09/2014 and ends on 25/09/2014. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 22/08/2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (C) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.co.in](http://www.evotingindia.co.in) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

Please note that by virtue of providing the e-voting facility by the company as per Rule 20 of Companies (Management and Administration) Rules, 2014 the following will be applicable:

- (i) The manner of voting for the members being present in the General Meeting will be on "proportion principle" i.e. one share – one vote unlike one person one vote principle, further provision of the Companies Act, 2013 relation to demand for poll will not be relevant.
- (ii) The option of voting by show of hands will not be available for members present in the General Meeting in view of clear provision of section 107 of the Companies Act, 2013, i.e. voting by show of hands would not be allowable in cases where Rule 20 of Companies (Management and Administration) Rules, 2014 is applicable.
- (iii) Any member who has voted through e-voting facility provided by the company may also participate in the General Meeting in person, but such a member will not be able to exercise his vote again in the meeting, and the earlier vote casted through electronic means will be treated as final.

The Notice of the Annual General Meeting and this Communication are also available on the website of the Company at [www.ashramonline.in](http://www.ashramonline.in)

## 12. Voting through Postal Ballot

Pursuant to section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 the item no.7 of this Notice, is proposed to be passed by Postal Ballot for the purpose of seeking the approval of the shareholders, in terms of Section 186 of the Companies Act 2013 to give loans or guarantee or provide security in connection with a loan or invest in securities by way of subscription, purchase or otherwise, upto maximum limit of Rs.25,00,00,000/- (Rupees twenty five crores only) notwithstanding that, the existing investments along with Company's existing loans or guarantee/ security or investments, shall be in excess of the limits prescribed under Section 186 (2) of the Companies Act 2013. The proposed resolution is included in the items to be considered, among other business to be considered under the e-voting mechanism, in the ensuing AGM.

This Notice is being sent to all the Members, whose names appear in the Register of Members, as on 22/08/2014, being the cut-off date for the e-voting. The result of the postal ballot/ e-voting will be announced on 29/09/2014, the date of ensuing AGM. The result of the postal ballot/ e-voting will be communicated to the stock exchanges, where the Company is listed and displayed in the website of the Company. The postal Ballot form along with the self addressed postage pre-paid envelope is enclosed with this Notice

13. The Explanatory Statement as required under section 102 of the Companies Act, 2013 in respect of Special Business(s) is attached herewith.

Place: Chennai  
Date: 22<sup>nd</sup> August 2014

By Order of the Board of Directors  
for Ashram Online Com Limited  
Sd/-  
Mr. Pannalal Tatia Jain Sampathlal  
Director  
DIN. No. 01208913

## EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

### Item No. 4

Mr. Subbarayan Ekambaram is a Non-Executive Independent Director of the Company. He joined the Board of Directors of the Company in 02/07/2003. Mr. Subbarayan Ekambaram is a member of the Audit Committee and Share Transfer cum Investors Grievance Committee, of the Board of Directors of the Company.

Mr. Subbarayan Ekambaram is a Director in Kreon Financial Services Limited. He holds 100 shares in the Company.

Section 149 of the Act *inter alia* stipulates the criteria of independence should a company propose to appoint an independent director on its Board. As per the said Section 149, an independent director can hold office for a term up to 5 (five) consecutive years on the Board of a company and he shall not be included in the total number of directors for retirement by rotation.

Mr. Subbarayan Ekambaram, retires by rotation at the ensuing Annual General Meeting under the erstwhile applicable provisions of Companies Act, 1956. In terms of Section 149 and any other applicable provisions of the Companies Act, 2013, Mr. Subbarayan Ekambaram, being eligible and offering himself for appointment, is proposed to be appointed as an Independent Director, to hold office up to March 31, 2019, not liable to retire by rotation. A notice has been received from a member proposing Mr. Subbarayan Ekambaram as a candidate for the office of Director of the Company along with the Refundable Deposit of Rs.1,00,000/-.

Based on the declaration received from the appointee director and in the opinion of the Board, Mr. Subbarayan Ekambaram fulfils the conditions specified in the Companies Act, 2013 and rules made there under for his appointment as an Independent Director of the Company and is independent of the management.

Copy of the draft letter for appointment of Mr. Subbarayan Ekambaram as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Subbarayan Ekambaram as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Mr. Subbarayan Ekambaram, as an Independent Director, for the approval by the shareholders of the Company.

Except Mr. Subbarayan Ekambaram, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 4. This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing agreement with the Stock Exchange.

**Item No.5**

Mr. Jethender Surchander Rao is a non-executive Independent Director of the Company. He joined the Board of Directors of the Company, with effect from 06/04/2012. He holds the position of director in the following companies

S.No	Name of the Company	Designation
1	Hester Agrhotech Internaaational Limited	Director
2	Swambhoomi Infra Developers Private Limited	Director

He holds 100 shares in the company.

Section 149 of the Act *inter alia* stipulates the criteria of independence should a company propose to appoint an independent director on its Board. As per the said Section 149, an independent director can hold office for a term up to 5 (five) consecutive years on the Board of a company and he shall not be included in the total number of directors for retirement by rotation.

In terms of Section 149 and any other applicable provisions of the Companies Act, 2013, Mr. Jethender Surchander Rao, is proposed to be appointed as an Independent Director, to hold office up to March 31, 2019, not liable to retire by rotation. A notice has been received from a member proposing Mr. Jethender Surchander Rao as a candidate for the office of Director of the Company along with the Refundable Deposit of Rs.1,00,000/-.

Based on the declaration received from the appointee director and in the opinion of the Board, Mr. Jethender Surchander Rao fulfils the conditions specified in the Companies Act, 2013 and rules made there under, for his appointment as an Independent Director of the Company and is independent of the management. Copy of the draft letter for appointment of Mr. Jethender Surchander Rao, as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday.

The Board considers that Mr. Jethender Surchander Rao's association as an Independent Director of the Company, would be of immense benefit to the Company. Accordingly, the Board recommends the resolution in relation to appointment of Mr. Jethender Surchander Rao, as an Independent Director, for the approval by the shareholders of the Company.

Except Mr. Jethender Surchander Rao, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 5. This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing agreement with the Stock Exchange.

**Item No: 6**

Ms.D.Hemamalini retires from the position of Additional Director of the Company with effect from 05/07/2014. Ms. Sangita Tatia (DIN: 06932448) was appointed as an additional Director of the Company, in the place of

the retiring director Ms.D.Hemamalini with effect from 31/07/2014 and shall hold office until the date of ensuing AGM, in the terms of section 161(1) of the Companies Act, 2013.

Ms.Sangita Tatia does not hold directorship in any other company. She holds 10,500 shares in the Company.

As per the provisions of Section 149(1) of the Act and amended Clause 49 of the Listing Agreement, the Company should have at least one woman director. Keeping in view her rich experience, it was recommended to appoint her as a Whole-time Director of the Company, subject to Sections 149(1), 152, 196, 197 and read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), the name of Ms. Sangita Tatia is proposed for the position of Whole-time Director, for a period of five years, with effect from 29/09/2014. A notice has been received from a member proposing Ms. Sangita Tatia as a candidate for the office of Director of the Company along with the Refundable Deposit of Rs.1,00,000/-.

Broad particulars of the terms of appointment of and remuneration payable to Ms.Sangita Tatia is as under:

**(a) Salary**

Ms.Sangita Tatia is proposed to be paid a monthly salary of Rs.25,000/- per month.

**(b) General:**

(i) The Whole-time Director will perform the duties as such with regard to all work of the Company and will manage and attend to such business and carry out the orders and directions given by the Board from time to time in all respects and conform to and comply with all such directions and regulations as may from time to time be given and made by the Board.

(ii) The Whole-time Director shall act in accordance with the Articles of Association of the Company and abide by the provisions contained in Section 166 of the Act with regard to duties of directors.

(iii) The Whole-time Director shall adhere to the Company's Code of Business Conduct & Ethics for Directors and Management Personnel.

(iv) The office of the Whole-time Director may be terminated by the Company or the concerned Director giving the other 3 (three) months' prior notice in writing.

Ms.Sangita Tatia satisfies all the conditions set out in Part-I of Schedule V to the Act as also conditions set out under sub-section (3) of Section 196 of the Act for being eligible for appointment as Whole-time Director. Ms.Sangita Tatia is not disqualified from being appointed as Director in terms of Section 164 of the Act.

The above may be treated as a written memorandum setting out the terms of appointment of Ms.Sangita Tatia under Section 190 of the Act.

Ms.Sangita Tatia may be deemed to be concerned or interested, financially or otherwise, to the extent of her aforesaid shareholding in respect of her appointment as Whole-time Director. Mr. Pannalal Tati Sampathlal, who is her relative and a Director of the Company, and their other relatives, to the extent of their shareholding interest in the Company, may be deemed to be concerned or interested in the appointment of Ms.Sangita Tatia as Whole-time Director of the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at No.6 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No.6 of the Notice for approval to the shareholders. This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchange.



**Postal Ballot Item:**

**Item No: 7**

The Company proposes to judiciously utilize surplus funds available with the Company from time to time, by investing in emerging business opportunities in other body corporate and other persons. It is proposed to authorize the Board of Directors of the Company to give loans or guarantee or provide security, in connection with a loan, to anybody corporate or person and/or acquire, by way of subscription, purchase or otherwise, the Securities of any other body corporate, whether Indian or overseas.

In case, the Company proposes to give loans or guarantee or provide security, in connection with a loan, to anybody corporate or person and/or acquire, by way of subscription, purchase or otherwise, the Securities of any other body corporate, whether Indian or overseas, which in their absolute discretion, the Board of directors deem beneficial and in the interest of the Company, in excess of 60% of the paid up Share Capital, Free Reserves and securities premium account of the Company or 100% of Free Reserves of the Company whichever is more, as prescribed under section 186(2) of the Companies Act, 2013, the Company needs to obtain the approval of the Members by way of a special resolution.

The Resolution as set out in item No.7 of the Notice will be placed before the Meeting for the approval of the Members. Your Directors recommend the approval of proposed resolution by the Members by way of a Special Resolution. None of the Directors of the Company is concerned or interested in the proposed resolution.

**Item No.8**

The existing AoA of the Company is based on the Companies Act, 1956 and several regulations in the existing AoA contain references to specific sections of the Companies Act, 1956 and some regulations in the existing AoA are no longer in conformity with the Companies Act 2013 ("The Act").

The Act is now largely in force. On September 12, 2013, the Ministry of Corporate Affairs ("MCA") had notified 98 Sections for implementation. Subsequently, on March 26, 2014, MCA notified most of the remaining Sections (barring those provisions which require sanction / confirmation of the National Company Law Tribunal ("Tribunal") such as variation of rights of holders of different classes of shares (Section 48), reduction of share capital (Section 66), compromises, arrangements and amalgamations (Chapter XV), prevention of oppression and mismanagement (Chapter XVI), revival and rehabilitation of sick companies (Chapter XIX), winding up (Chapter XX) and certain other provisions including, inter alia, relating to Investor Education and Protection Fund (Section 125) and valuation by registered valuers (Section 247). However, substantive sections of the Act which deal with the general working of companies stand notified.

With the coming into force of the Act several regulations of the existing AoA of the Company require alteration or deletions in several articles. Given this position, it is considered expedient to wholly replace the existing AoA by a new set of Articles.

The proposed new draft AoA would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 8 of the Notice.

The Board commends the Special Resolution set out at Item No. 8 of the Notice for approval by the shareholders.

**Place: Chennai**  
**Date: 22<sup>nd</sup> August 2014**

**By Order of the Board of Directors**  
**For Ashram Online Com Limited**  
**Sd/-**

**Mr. Pannalal Tatia Jain Sampathlal**  
**Chairman cum Executive Director**  
**DIN. No. 01208913**

**Additional information on directors recommended for appointment / reappointment In the AGM as required under clause 49 of the equity listing agreement:**

**1. MR. PANANLAL TATIA JAIN SAMPATHLAL**

<b>Name of the Director</b>	Mr. Pananalal Tatia Jain Sampathlal
<b>Date of Birth</b>	25/11/1949
<b>Date of Appointment</b>	13/01/1994
<b>Qualification</b>	B.com.,FCA
<b>Expertise in Specific Functional Area</b>	With Chartered Accountancy as profession and later turned into corporate experience by being into manufacturing industry, financial and project based sectors and rich experience in advising and structuring financial closures
<b>List of other Companies in which Directorship is held</b>	1. TATIA GLOBAL VENNTURE LIMITED 2. KREON FINNANCIAL SERVICES LTD 3. TATIA ESTATES PRIVATE LTD 4. PAJJUVASAMI DEVELOPERS PVT LTD 5. SAKAREME DEVELOPERS PVT LTD 6. KALYANANG DEVELOPERS PVT LTD 7. NAVYUG DEVELOPERS PVT LTD 8. JIN PAAD DEVELOPERS PVT LTD 9. THALI ESTATES PVT LTD 10. SUNDERVANS INFRASTRUCTURE AND DEVELOPERS PVT LTD 11. SAGARVAR GAMBHIRA DEVELOPERS PVT LTD 12. DEVERBETTA LANDS PVT LTD 13. SARVA MANGAL ESTATES & HOLDINGS PVT LTD 14. KRIOS BUSINESS SERVICES PVT LTD 15. TATIA GLOBAL RENEWABLE ENERGY RESOURCES PVT LTD 16. MAKE MY INNERWEAR INDIA PVT LTD
<b>No of Shares Held</b>	100 Shares
<b>Relationship with other Directors</b>	Father of Shri. Bharat Jain Tatia Father-in-law of Mrs. Sangita Tatia

**2. MR. SUBBARAYAN EKAMBARAM**

<b>Name of the Director</b>	Mr. Subbarayan Ekambaram
<b>Date of Birth</b>	16/07/1957
<b>Date of Appointment</b>	02/07/2003
<b>Qualification</b>	B.Sc
<b>Expertise in Specific Functional Area</b>	Accounts & Finance
<b>List of other Companies in which Directorship is held</b>	1. KREON FINNANCIAL SERVICES LTD
<b>No of Shares Held</b>	100 Shares
<b>Relationship with other Directors</b>	Nil

**3. MR. JETHENDER SURCHANDER RAO**

<b>Name of the Director</b>	Mr. Jethender Surchander Rao
<b>Date of Birth</b>	24/02/1984
<b>Date of Appointment</b>	06/04/2012
<b>Qualification</b>	B.com
<b>Expertise in Specific Functional Area</b>	Industrial & Public Relations
<b>List of other Companies in which Directorship is held</b>	1. HESTER AGRHOTECH INTERNATIONAL 2. SWARNBHOOMI INFRA DEVELOPERS PVT
<b>No of Shares Held</b>	100 Shares
<b>Relationship with other Directors</b>	Nil

**4. MS. SANGITA TATIA**

<b>Name of the Director</b>	Ms. Sangita Tatia
<b>Date of Birth</b>	10/01/1972
<b>Date of Appointment</b>	31 /07/2014
<b>Qualification</b>	B.Com.,
<b>Expertise in Specific Functional Area</b>	Associating With Global Business
<b>List of other Companies in which Directorship is held</b>	NIL
<b>No of Shares Held</b>	10500
<b>Relationship with other Directors</b>	Daughter-in-law of Mr.Pannalal Jain Tatia Sampathlal