



**ASHRAM ONLINE.COM LIMITED<sup>TM</sup>**

**Annual Report 2017 - 2018**

**Inside**

Corporate Information  
Notice  
Directors' Report  
Management Discussion and Analysis  
Corporate Governance Report  
Certificate on Corporate Governance  
Secretarial Audit Report

**Financial Statements**

Independent Auditors' Report  
Balance Sheet  
Statement of Profit and Loss  
Cash Flow Statement  
Schedules forming part of Accounts

27th Annual General Meeting will be held on Thursday, 27th September 2018 at 11.00 a.m. at 81B, 2nd, Main Road, Ambattur Industrial Estate, Chennai - 600 058.

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 to the meeting.

Visit us at [www.ashramonline.in](http://www.ashramonline.in)

---

**CORPORATE INFORMATION**


---

<b>BOARD OF DIRECTORS:</b>	<b>DIN Nos:</b>	<b>DESIGNATION</b>
Mr. S. Pannalal Jain Tatia	01208913	Director (Resigned w.e.f 19.02.2018.)
Mrs. Sangita Tatia	06932448	Whole Time Director.
Mrs. Chandrakantha Tatia	0065648	Additional Director (Resigned w.e.f 30.05.2018)
Mr. V. Ramasubramanian	07666326	Independent Director
Mr. M. Palanivel	07743785	Independent Director
Mr. M. Thadhalingam	BAOPT5722M	Chief Financial Officer
Mr. K. Venkateshwaran	AAAPV9315P	Company Secretary
STATUTORY AUDITORS	:	M/s Ramanujam & Co. Chartered Accountants F-1, Lakshmi, Old No.28, New No.56, 3rd Main Road, Raja Annamalaipuram, Chennai - 600 028.
REGISTERED OFFICE	:	29, Mookathal Street, Purasawalkkam, Chennai – 600 007 Ph: 044 - 48591221 E-mail: tatia@vsnl.com, Website: www.ashramonline.in CIN: L74999TN1991PLC020764
COMPANY SECRETARY & COMPLIANCE OFFICER	:	K. Venkateswaran Email Id: tatia@vsnl.com Ph: 044 - 48591221
BANKERS	:	State Bank of Travancore Commercial Branch, Teynampet, Chennai – 600 018 HDFC Bank Limited No.40, Nungambakkam High Road, Chennai -600 034
REGISTRAR & SHARE TRANSFER AGENT	:	M/s Purva Sharegistry (India) Pvt Ltd No.9, Shiv Shakti Ind.Estate, J.R.Boricha Marg, Lower Parel(E), MUMBAI 400 011 Ph: 022-23018261/022-23016761, Fax: 022-2301 2517 E-mail: purvashr@mtnl.net.in / busicomp@vsnl.com
SECRETARIAL AUDITOR	:	P.S. Srivivasan, M/s. Lakshmmi Subramanian & Associates, #81, Murugesu Naicker Complex, Greens Road, Thousand Lights, Chennai – 600 006.

**NOTICE OF THE ANNUAL GENERAL MEETING**

Notice is hereby given that the 27th Annual General Meeting of the Company will be held on Thursday, the 27th September, 2018 at 11.00 am to 12.00 p.m, at 81B, 2nd Main Road, Ambattur Industrial Estate, Chennai - 600 058 to transact the following business..

**ORDINARY BUSINESS**

1. To Consider and adopt the audited Balance Sheet & Profit and Loss account, cash flow of the company for the financial year Ended 31st March 2018 and the reports of the Board of Directors (the Board) and Auditors thereon.
2. To appoint a Director in the place of Mrs. Sangita Tatia (DIN: 06932448) who retires by rotation and being eligible, offers herself for re-appointment.

**Special Business:****Item No. 3****APPOINTMENT OF MRS. CHANDRAKANTHA TATIA AS DIRECTOR**

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

"RESOLVED THAT pursuant to the provisions of Section 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) Mrs.Chandrakantha Tatia (DIN 00625648 ), who was appointed as an Additional Director of the Company by the Board of Directors in their meeting held on 30.05.2018 and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a recommendation under Section 160 of the Act from the Nomination and Remuneration Committee proposing her candidature for the office of Director of the Company, be and is hereby appointed as a Non executive, Promoter Director of the Company."

**By Order of the Board  
For ASHRAM ONLINE.COM LIMITED  
Sd/-**

**SANGITA TATIA  
Whole Time Director  
DIN.06932448**

**Place: Chennai**

**Date: 28.8.2018**

**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 27th Annual General Meeting of the company.

3. Pursuant to the provisions of the Companies Act, 2013 and the underlying rules viz. Companies (Management and Administration) Rules, 2014, and the Amendment Rules 2015, a person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights.
4. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, members would be entitled to inspect the proxies lodged, at any time during the business hours of the Company provided not less than three days written notice is given to the Company in advance..
5. The members/proxies are requested to bring their copy of Annual Report and duly filled Attendance Slips for attending the meeting.
6. 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.
7. With effect from 1st 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.
8. The equity shares of the Company are listed in The Bombay Stock Exchange Limited.
9. Pursuant to the provisions of Section 91 of the Companies Act, 2013, the **Register of Members and Share Transfer books of the Company will remain closed from 21st September, 2018 to 27th September, 2018 (both days inclusive).**
10. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act, will be available for inspection by the Members at the AGM
11. 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 "New No.29, Old No.12, Mookathal Street, II Floor, Purasawalkam, Chennai-600007 for consolidation into one folio.
12. Members holding shares in physical form and in electronic mode are requested to immediately notify change in their address and updates of savings bank account details, if any, to their respective Depository Participant(s) and to the Registrar and Share Transfer Agents- M/s. Purva Shareregistry (India) Pvt Ltd ,quoting their Folio Number(s).
13. Members are requested to address all correspondence to the Registrar and Share Transfer AgentsM/s. Purva Shareregistry (India) Pvt Ltd
14. We urge members to support our commitment to environmental protection by choosing to receive their shareholding communication through mail. You can do this by updating your email addresses with your depository participants.
15. Members may also note that the notice to the 27th Annual General Meeting and the Annual Report of the Company will be available at the Company's website [www.tatia.co.in](http://www.tatia.co.in).
16. In accordance with the provisions of Section 191 of the Companies Act, 2013 and Rule 18 of the Companies (Management and Administration) Rules, 2014 and Regulation 36 of the SEBI ( LODR ) Regulations, 2015, this Notice and the Annual Report of the Company for the financial

year 2017 – 18 are being sent by e-mail to those Members whose e-mail address are available with the Registrar and Share Transfer Agents (in respect of shares held in physical form) or with their DP (in respect of shares held in electronic form) and made available to the Registrar and Share Transfer Agents by the Depositories.

17. 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 Sharegistry (India) Pvt Ltd. In respect of shares held in electronic / demat form, the nomination form may be filed with the respective Depository Participant.
18. Members desirous of obtaining any information concerning the accounts of the Company are requested to address their queries to the Company Secretary at least seven days in advance of the Meeting so that the information required can be readily made available at the Meeting.
19. All documents referred to in the accompanying Notice and the explanatory statement requiring the approval of the Members at the AGM and other statutory registers shall be available for inspection at the Registered Office of the Company during business hours on all days, except Saturdays, Sundays and National Holidays from the date hereof up to the date of Annual General Meeting.
20. 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 Sharegistry (India) Pvt Ltd.
21. With effect from 1st 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.
22. Profile of directors seeking re-appointment is provided in the report on corporate governance, which forms an integral part of this annual report.
23. The route map showing directions to reach the venue of the 27th Annual General Meeting is annexed.

#### **24. 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 members facility to exercise their right to vote on resolutions proposed to be considered at the 27<sup>th</sup> Annual General Meeting (AGM) by electronic means through e-voting services. The facility of casting the votes by the members using an electronic voting system will be 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 voted on an earlier voting of any company, then your existing password is to be used. If you are a first time 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 Kumar 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 wherein 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 other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(ix) For Members holding shares in physical form, the details can be used only for e-voting on the 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" for 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 24/09/2018 (9:00 am) and ends on 26/09/2018 (5:00 pm). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 20/09/2018, 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" ie 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, ie 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).

Voting rights shall be reckoned on the paid up value of shares registered in the name of the member / beneficial owner (in case of electronic shareholding) as on the cut-off date i.e. 20<sup>th</sup> September 2018.

A Person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date, i.e. 20<sup>th</sup> September 2018 only shall be entitled to avail the facility of remote e-voting.

25. Mrs. Lakshmmi Subramanian, Senior Partner, M/s. Lakshmmi Subramanian & Associates., Practicing Company Secretaries (C.P.No.1087, FCS 3534) has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
26. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of ballot paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.



27. The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

**MEMBERS HOLDING EQUITY SHARES IN ELECTRONIC FORM AND PROXIES THEREOF ARE REQUESTED TO BRING THEIR DP ID AND CLIENT ID FOR IDENTIFICATION**

28. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company [www.ashramonline.in](http://www.ashramonline.in). The results shall also be immediately forwarded to BSE Limited, Mumbai.
29. In case of any grievances with respect to the facility for voting by electronic means, Members are requested to contact Mrs. Lakshmmi Subramanian, Senior Partner, M/s. Lakshmmi Subramanian & Associates., Practicing Company Secretaries on 044 - 28292272 / 2273 or at #81, Murugesha Naicker Complex, Greams Road, Thousand Lights, Chennai – 600 006.
30. The relative Explanatory Statement, pursuant to Section 102(2) of the Companies Act, 2013 setting out material facts in respect of the special business under Item Nos. 3 of the Notice is annexed hereto. The relevant details as required under Regulation 36(3) of SEBI (LODR) REGULATIONS, 2015 and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, of the person seeking appointment / re-appointment as Director under Item No.2 of the Notice, is also annexed.

By Order of the Board  
For ASHRAM ONLINE.COM LIMITED  
Sd/-

SANGITA TATIA  
Whole Time Director  
Din.No.06932448

Place: Chennai  
Date: 28.8.2018

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

**Item No. 3**

Mrs.Chandrakantha Tatia was appointed as an Additional Director by the Board of Directors at its meeting held on 30th May, 2018 on recommendation of the Nomination and Remuneration Committee of the Company. In terms of Section 161(1) of the Companies Act, 2013, she holds office upto the date of the ensuing Annual General Meeting. As required under section 160 of the Companies Act, 2013, the Company has received a recommendation from the Nomination and Remuneration Committee proposing the candidature of Mrs.Chandrakantha Tatia for her appointment as a non-executive, Promoter Director of the Company.

Mrs. Chandrakantha Tatia is not disqualified in terms of section 164 of the Companies Act, 2013 from being appointed as Director and has given her consent to act as Director. The brief terms of appointment of Mrs. Chandrakantha Tatia as recommended by Nomination and Remuneration Committee and approved by the Board of Directors are provided in the Resolution set out at Item No. 3 of this Notice.

Profile and other particulars of Mrs.Chandrakantha Tatia, as required under the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meeting issued by the Institute of Company Secretaries of India, are provided under the heading “ BRIEF PROFILE & DISCLOSURE OF ADDITIONAL DIRECTORS” forming part of this Notice.

The Board considers that Mrs.Chandrakantha Tatia's association, as a Director of the Company, would be of immense benefit to the Company. Accordingly, the Board recommends the resolution in relation to appointment of Mrs.Chandrakantha Tatia, as a Director, for the approval by the shareholders of the Company.

**Brief Profile & Disclosure of the Additional Director**

Name	Mrs. Chandrakantha Tatia
Date of Birth	25.04.1956
Date of Appointment	30.05.2018
Expertise in Specific Function Area	Entrepreneur in Business propositions for more than 20 years.
Share Holding in the Company	451400 shares
No. Of Board Meetings attended during the year	One

**She holds the position of director in the following companies**

S.No	Name of the Company	Designation
1.	M/s. Opti Products Pvt Ltd	Director
2.	M/s. Jinpaad Developers Pvt Ltd	Director

The members' approval is being sought for appointment of Mrs.Chandrakantha Tatia as the Director of the Company in terms of applicable provisions of the Companies Act, 2013 and rules made thereunder. The Board recommends the Resolutions set out at item no. 3 of the Notice for approval of the Members as an Special Resolution.