



ASHRAM ONLINE.COM LIMITED

31ST ANNUAL REPORT

F.Y. 2021 – 2022



ASHRAM ONLINE.COM LIMITED

CIN. L74999TN1991PLC020764

#29, Mookathal Street,
Purasawalkam, Chennai – 600 007

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**ASHRAM ONLINE.COM LIMITED**

CIN. L74999TN1991PLC020764

#29, Mookathal Street,
Purasawalkam, Chennai – 600 007**ANNUAL REPORT – 2021 – 2022****Corporate Information**

Corporate / Registered Office	Ashram Online.com Limited Old. No, New. No 29, 2 nd Floor, Mookathal Street Purasawalkam, Chennai – 600 007, Ph: 044-45891221, E-mail: info@ashramonline.in , Website: www.ashramonline.in
CIN	L74999TN1991PLC020764
Investor Grievance & Compliances Officer	Mrs. Mary Belinda Jyotsna S Email Id: info@ashramonline.in Ph: 044 – 4859 1221
Stock Exchanges	Bombay Stock Exchange Ltd
Bankers	HDFC Bank Limited No.40, Nungambakkam High Road, Chennai -600 034
Registrar & Share Transfer Agent	M/s Purva Shareregistry (India) Pvt Ltd No. 9, Shiv Shakti Ind.Estate, J.R. Boricha Marg, Lower Parel (E), Mumbai - 400 011 Ph: 022-23018261 / 022-23016761, E-mail: support@purvashare.com
Statutory Auditors	M/s J V Ramanujam & Co., Chartered Accountants F-1, Lakshmi, Old No.28, New No.56, 3rd Main Road, Raja Annamalaipuram, Chennai 600 028.
Internal Auditors	M/s. Rajesh & Associates, Chartered Accountants, F6, Padmam Apartments, 12/121, Kothawal Chavadi Street, Saidapet, Chennai - 600 015
Secretarial Auditor	P.S. Srivnivasan - Partner M/s. Lakshmmi Subramanian & Associates, #81, Murugesu Naicker Complex, Greaves Road, Thousand Lights, Chennai – 600 006.



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Board of Directors		
Name	DIN Nos	Designation
Mrs. Sangita Tatia	06932448	Chairman / Whole Time Director
Mr. Tatia Jain Pannalal Sampathlal	01208913	Non-Executive/Non Independent Director
Mr. Ramasubramanian	07666326	Independent Director
Mr. Palanivel	07743785	Independent Director
Key Managerial Personnel		
Name		Designation
Mr. Thadhalingam		Chief Financial Officer
Mrs. Mary Belinda Jyotsna S		Company Secretary
Committee's		
Audit Committee's		
Name		Designation
Mr. Palanivel		Chairman
Mrs. Sangita Tatia		Member
Mr. Ramasubramanian		Member
Stakeholders Relationship Committee		
Name		Designation
Mr. Palanivel		Chairman
Mr. Tatia Jain Pannalal Sampathlal		Member
Mr. Ramasubramanian		Member
Nomination & Remuneration Committee		
Name		Designation
Mr. Palanivel		Chairman
Mr. Tatia Jain Pannalal Sampathlal		Member
Mr. Ramasubramanian		Member



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M/s. Ashram Online.Com Limited

CIN: L74999TN1991PLC020764

**Regd.Office: New No.29, Old No.12, Mookathal Street, 2nd Floor,
Purasawalkam, Chennai 600 007. Ph: 044 – 4859 1221**

e-mail: info@ashramonline.in Website: www.ashramonline.in;

NOTICE OF THE ANNUAL GENERAL MEETING

Notice is hereby given that the **31st Annual General Meeting** of the Company will be held on **Thursday, 29st September, 2022 at 10:00 A.M through Video Conferencing or Other Audio Video Means** from the Registered Office of the Company situated at Old No.12, New No.29, 2nd Floor, Mookathal Street, Purasawalkam, Chennai - 600 007 to transact the following business:

ORDINARY BUSINESS:

Item No. 1

To Consider and adopt the audited **Balance Sheet & Profit and Loss account** of the company for the **Financial year Ended 31st March 2022** and the reports of the Board of Directors (the Board) and Auditors thereon.

“RESOLVED THAT, the audited financial statement of the Company for the financial year ended March 31, 2022 and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted.”

Item No. 2

To Appoint a Director in place of **Mrs. Sangita Tatia (DIN. 06932448)** who retires by rotation and being eligible offers herself for re-appointment.

“RESOLVED THAT, pursuant to the provisions of Section 152 of the Companies Act, 2013, **Mrs. Sangita Tatia (DIN. 06932448)**, who retires by rotation at this meeting and being eligible has offered herself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”



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Item No. 3

Re-Appointment of Statutory Auditors.

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 139, 141, 142 and all other applicable provisions, if any, of the Companies Act, 2013, read with the companies (Audit and Auditors) Rules, 2014, including any statutory modification(s) or re-enactment thereof) along with the relevant Rules made thereunder, and based on the recommendations of the audit committee and board of directors of the company, M/s. J V Ramanujam & Co, Chartered accountants (Firm registration no. 02947S), be and are hereby reappointed as statutory auditors of the company, to hold office for a second term of five consecutive years from the conclusion of the 31st AGM until the conclusion of the 36th AGM, at such remuneration and out of pocket expenses, as may be decided by the board of directors of the company.

“RESOLVED FURTHER THAT, the board of directors of the company be and are hereby authorized to decide and/or alter the terms and conditions of the appointment including the remuneration for subsequent financial years as it may deem it.”

Special Business:

Item No. 4

Approval for payment of remuneration to Mrs. Sangita Tatia, Whole time Director for the remaining tenure of service.

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED THAT, pursuant to Section 196, 197 and 198 read with Schedule V and other applicable provisions of Companies Act 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 including any statutory Modification or re-enactment thereof, consent of the company be and is hereby accorded for payment of remuneration to Mrs. Sangita Tatia as Whole time Director of the company for the remaining term, that is from 01st April, 2022 to 31st March, 2024, as set out in the explanatory statement accompanying the notice with liberty and authority to the Board of Directors (hereinafter referred



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to as “the Board” which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary terms and conditions of said remuneration as it may deem fit and as may be acceptable to Mrs. Sangita Tatia within the scope of Schedule V of the Companies Act 2013 or any amendments thereto or any re-enactment thereof.”

“RESOLVED THAT, In the event of absence or inadequacy of profits in any financial year, during the remaining tenure of Mrs. Sangita Tatia, the company will pay remuneration as laid down in Section II Part II of Schedule V of the Companies Act 2013 as minimum remuneration.”

“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”.

Item No. 5

Approval for Related Party Transactions

To Consider and if thought fit to pass, with or without modifications, the following resolution as an ordinary resolution.

“RESOLVED THAT pursuant to the provisions of Section 185 and 188 read with Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, Regulation 23 (4) of the SEBI (LODR) Regulations, 2015, (the ‘Listing Regulations’) as amended, the Company’s Policy on Related party Transactions and any other applicable provisions including any amendments thereto for the time being in force, consent of the members be and is hereby accorded for the company to enter into Contract(s), arrangement(s), transaction(s) with a related parties as per the chart appended below, within the meaning of 2 (76) of the companies act 2013, and Regulation 2 (1) (zb) of Listing Regulations, for providing business purpose, as briefly detailed in the explanatory statement annexed thereto, for lending and borrowings term loans to them in the ordinary course of business (at Arm’s Length Basis) at rate of interest as prevailing in the market, in multiple tranches, provided that the total amount outstanding at any point of time will not exceed as per the below table:-



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S.no	Name of the Related Party	Nature of Relationship	Nature of transaction	Maximum Limit Upto Rs.	Period Commencing	
					From	To
1	Kreon Financial Services Limited	Enterprises over which Key Managerial Personnel are able to exercise significant influence	Lending Loans	10 Crores	31 st AGM	34 th AGM
			Borrowing of Loans	10 Crores		
2	Opti Products Private Limited	Enterprises over which Key Managerial Personnel are able to exercise significant influence	Lending Loans	15 Crores	31 st AGM	34 th AGM
			Borrowing of Loans	10 Crores		
3	Tatia Global Vennture Limited	Enterprises over which Key Managerial Personnel are able to exercise significant influence	Lending Loans	15 Crores	31 st AGM	34 th AGM
			Borrowing of Loans	10 Crores		
4.	Mrs. Sangita Tatia	Whole Time Director	Borrowing of Loans	10 Crores	31 st AGM	34 th AGM
5.	Tatia Jain Pannalal Sampathlal	Director	Borrowing of Loans	10 Crores	31 st AGM	34 th AGM

“RESOLVED FURTHER THAT the board of directors of the company be and is hereby authorized to take such steps as may be necessary for obtaining approvals, contractual or otherwise, as may be necessary in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and execute all deeds, applications and documents that may be required, on behalf of the company and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental thereto for the purpose of giving effect to this resolution.”



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“RESOLVED FURTHER THAT the board of directors of the company be and is hereby authorized to determine the actual sums to be involved in the proposed transaction from time to time and the terms and conditions related thereto and all other matters arising out of or incidental to the proposed transaction.”

**By Order of the Board of Directors
For Ashram Online.Com Limited**

Sd/-

**Mary Belinda Jyotsna S
Company Secretary**

Place: Chennai

Date: 01.09.2022

NOTES:

1. In view of the massive outbreak of the COVID – 19 Pandemic, Pursuant to the Circular No 14 / 2020 dated April 08, 2020, Circular No. 17 / 2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs (“MCA”) followed by Circular No. 20 / 2020 dated May 05, 2020 and Circular No. 02 / 2021 dated January 13, 2021 (Hereinafter Collectively referred to as “MCA Circulars”) and ‘SEBI’ Circular No. SEBI / HO / CFD / CMD 1 / CIR / P / 2020 / 79 dated 12th May 2020 followed by Circular No. SEBI / HO / CFD / CMD 2 / CIR / P / 2021 / 11 dated 15th January, 2021 (hereinafter referred to as “SEBI Circulars”), the holding of the Annual General Meeting (“AGM”) through Video Conferencing (“VC”) / Other Audio Visual Means (“OVAM”) is permitted without the Physical presence of the Members at a Common Venue.

In Compliance with the provisions of the Companies Act, 2013 (“ACT”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), MCA Circulars and SEBI Circulars, the AGM of the Company is held through VC / OAVM. The proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the AGM.

2. Pursuant to the provisions of the Companies Act, 2013, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since the 31st AGM of the Company is being held through VC / OAVM in accordance with MCA Circulars and SEBI Circulars, physical attendance of Shareholders has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be made available for the 31st AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.



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3. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy of its Board or governing body Resolution/Authorization etc., (PDF/JPG Format) authorizing its representative to attend and vote on its behalf at the AGM through VC / OAVM. The said Resolution / Authorization shall be sent to the Company by email through its registered email at info@ashramonline.in with a copy marked to helpdesk.evoting@cdslindia.com.
4. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote during the AGM.
5. Members participating at the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
6. 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. 4 & 5 of the Notice is annexed hereto. The relevant details as required under Regulation 36 (3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 read with applicable provisions of Secretarial Standard 2 on General Meetings issued by the Institute of Company Secretaries of India and other relevant information, if any, in respect of director seeking re-appointment relating to item No. 3 to 5 is also annexed to this Notice.
7. The Register of Members and share transfer books of the Company will remain closed from Friday, 23rd September, 2022 to Thursday, 29th September, 2022 (both days inclusive) for the purpose of Annual General Meeting.
8. In line with MCA Circulars and SEBI Circulars, the Notice of the AGM along with Annual Report 2021- 2022 is being sent electronically to all the Members whose email addresses are registered with the Company / Depositories. Member may note that Notice and Annual Report 2021 - 2022 has been uploaded on the website of the Company at www.ashramonline.in. The Notice and Annual Report can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and also from the website of CDSL (agency for providing the Remote e-Voting facility) i.e. www.evotingindia.com.
9. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their Depository Participants in case the shares are held by them in dematerialized form and to Registrar and Share Transfer Agent of the Company, i.e., Purva Sharegistry (India) Private Limited in case the shares are held by them in physical form.