

**ASIAN FLORA LTD**

**17<sup>th</sup>  
ANNUAL REPORT  
2010-2011**

## **ASIAN FLORA LIMITED**

### **BOARD OF DIRECTORS**

**SRI M. SAMBASIVA RAO**  
Director

**SRI SANGAMESHWAR SETTY**  
Director

**SRI S. VAHEED BASHA**  
Director

### **AUDITORS**

**V.Ramachandra Rao**  
Chartered Accountants  
H.No.1-2-56/55, Ground Floor,  
Street No 5, Advocates Colony,  
Himayatnagar, Hyderabad – 29  
Phone: 55547713  
Cell: 9949057690

### **BANKERS**

**State Bank of Mysore**  
Hi-tech Agricultural Finance Branch  
No.20, 1<sup>st</sup> Main, K.H.M. Block,  
Ganganagar,  
Bangalore – 560 032.

**KSIIDC**  
Kanija Bhavan  
No.49, Race Course Road,  
Bangalore

### **REGISTERED OFFICE**

**Plot No. 6, Journalist Colony**  
8-2-248/B/2, Banjara Hills,  
Hyderabad – 500 034

**ASIAN FLORA LTD**  
**Plot No.6, Journalist Colony**  
**Road No.3, Banjara Hills, Hyderabad – 34**

**NOTICE**

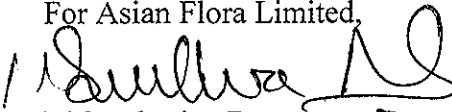
Notice is hereby given that the 17<sup>th</sup> Annual General Meeting of the Company will be held on Saturday the 30<sup>th</sup> September 2011, at 11.00 A.M at Plot No.6, H.No.8-2-248/B/2, Journalists Colony, Road No.3, Banjara Hills, Hyderabad to transact the following business.

**A. Ordinary Business:**

1. To receive, consider, approve and adopt the Audited Profit and Loss Account for the year ended 31<sup>st</sup> March, 2011, Balance Sheet and Cash Flow Statement as on that date together with the reports of the Directors' and Auditors thereon.
2. To re-appoint M/s.V.Ramachandra Rao, Chartered Accountants, as Auditors to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to authorize the Board to fix their remuneration.
3. To appoint a Director in place of Mr M Sambasiva Rao who retires by rotation and being eligible, offers himself for reappointment.

Place: Hyderabad  
Date: 11.08.2011

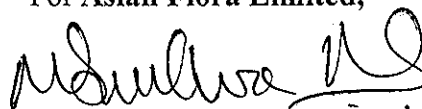
By Order of the Board  
For Asian Flora Limited,

  
M.Sambasiva Rao  
Director

## 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, the proxies, should however be deposited at the Registered Office of the Company not later than 48 hours before commencement of the meeting.
2. The Register of members of the company will remain closed from 23<sup>rd</sup> September, 2011 to 30<sup>th</sup> September 2011 (both days inclusive).
3. Members are requested to bring their copies of Annual Report to the Annual General Meeting.
4. Members/Proxies should bring the attendance slip sent here with duly filled in for attending the Meeting.
5. No Gifts will be distributed at the meeting.

By Order of the Board  
For Asian Flora Limited,



**M.Sambasiva Rao**  
Director

Place: Hyderabad  
Date: 11.08.2010

## DIRECTORS' REPORT

To  
The Members,  
Asian Flora Ltd,  
Hyderabad.

Your Directors have pleasure in presenting the 17<sup>th</sup> Annual Report together with Audited Statement of Accounts of your Company for the year ended 31<sup>st</sup> March, 2011.

### FINANCIAL RESULTS:

The Financial highlights for the year under review are given below:

(Rs.in lacs)

	2010-11 (12 mths)	2009-10 (12 mths)
Sales and Other Income (Loans written off)	0.00	65.88
EBIDT	-3.22	62.79
Interest	0	0
Depreciation	27.96	27.96
<b>Profit Before Tax</b>	-31.18	34.83
Provision for Tax*	0	0
<b>Profit After Tax</b>	-31.18	34.83
Net Worth**	(1236.99)	(1199.36)

### OPERATIONS:

The company has no business activity during the year. The Company is making efforts to get Companies Shares Relisted at BSE.

### DIVIDEND:

The Company did not undertake any operations and therefore no dividend for the year 2010-2011.

### Future Outlook:

The Assets are under the control of KSIIDC, Bangalore and hence there is no possibility of continuation of business operations till the loans are cleared. Hence interest on loans has not been provided.

## **DIRECTORS' RESPONSIBILITY STATEMENT:**

Pursuant to the provisions of section 217(2AA) of the Companies Act, 1956, the Board of Directors state:

- i) That in preparation of the Annual Accounts, applicable accounting standards have been followed and there were no material departures there from except as otherwise explained in the notes to accounts.
- ii) That the directors have selected such accounting policies and adopted them consistently, except as stated in the notes on accounts, and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company as on 31<sup>st</sup> March, 2011 and Profit & Loss account of the company for the year ended 31<sup>st</sup> March, 2011. The auditor's comments in this regard are self explanatory.
- iii) That the directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities.

## **DIRECTORS**

Mr M Sambasiva Rao Director, who retires by rotation and being eligible, offers himself for reappointment.

## **AUDITORS:**

Sri V.Ramachandra Rao, Chartered Accountant, Auditors of the Company are eligible for re-appointment as statutory auditors of the Company to audit the accounts of the Company for the financial year 2011-12.

## **PARTICULARS OF EMPLOYEES**

No employee of the company is in the receipt of remuneration as specified under the provisions of section 217(2A) of the companies Act, 1956, read with companies(particulars of employees) rules, 1975 as amended.

**ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN  
EXCHANGE EARNINGS AND OUTGO**

The company does not have any manufacturing operations. It is engaged in plantation activity business. All these activities are not energy intensive, consequently, the provisions regarding furnishing of details of conservation of energy are not applicable.

Technology absorption and foreign exchange earning and outgo "NIL" during the year under review.

By Order of the Board  
For **Asian Flora Limited**,



**M.Sambasiva Rao**  
Director

Place: Hyderabad  
Date: 11.08.2011

## REPORT ON CORPORATE GOVERNANCE

### 1. Company's Philosophy on Corporate Governance

The Company philosophy on the code of Corporate Governance is:

- (i) To ensure that adequate control system exists to enable the board to effectively discharge its responsibility to all the shareholders of the company.
- (ii) To ensure that the decision making process is fair and transparent.
- (iii) To ensure that the fullest commitment of the Management and the board to the maximization of shareholders value.
- (iv) To ensure that the employees of the company subscribe to the corporate values and apply them in their conduct and to ensure that the company follows globally recognized Corporate Governance practices.

### 2. Board of Directors:

- (i) Composition: The details of composition and categories of Directors are:

Name	Category	Designation held	No. of Meetings Held	No. of Meetings Attended	Whether Attended Last AGM (Y/N)	No. of Director ships in other Boards	No. of Member ships in other committees
Sri.Muppalla Sambasiva Rao	Executive Director	Director	4	4	Yes	2	Nil
Sri Sangameshwar Setty	Non- Executive Director	Director	4	4	Yes	2	Nil
Sri S. Vaheed Basha	Non- Executive Director	Director	4	4	Yes	Nil	Nil

### Meeting of Board of Directors

During the Financial Year 2010-11 Board of Directors met on the following dates: 28<sup>th</sup> April 2010, 6<sup>th</sup> September 2010, 28<sup>th</sup> December 2010 and 28<sup>th</sup> February 2011.

- 3. **Audit Committee:** As a measure of good Corporate Governance and to provide assistance to the Board of Directors in fulfilling the Board's oversight responsibilities, an Audit Committee has been constituted consisting of two Independent Directors



and one Executive Director as sub-Committee to the Board and considers the terms of reference as stipulated under Clause 49 of the Listing Agreement:

**Composition and other details:** The Audit Committee of the Company was constituted with two Independent Directors and one Executive Director viz.,

Chairman	-	Sri M.Sambasiva Rao	-	Director (Executive)
Member	-	Sri Sangmeshwar Setty	-	Independent Director
Member	-	Sri S.Vaheed Basha	-	Independent Director

During the year the Audit Committee met 4 times on the following Dates:

28<sup>th</sup> April 2010,  
06<sup>th</sup> September 2010,  
28<sup>th</sup> December 2010 and  
28<sup>th</sup> February 2011.

Attendance of the Directors in the Audit Committee Meeting:

<u>Name of the Director</u>	<u>No. of Meetings Held</u>	<u>No. of Meetings attended</u>
Sri M.Sambasiva Rao	4	4
Sri S.Vaheed Basha	4	4
Sri Sunil Paul	4	4

#### **4. Remuneration Committee:**

a) Composition, Name of the Chairman and members:

Sri M.Sambasiva Rao  
Sri S.Vaheed Basha  
Sri Sangameshwar Setty

b) The Terms of reference stipulated by the Board to the Remuneration Committee

To formulate a remuneration policy and approve the remuneration or revise the remuneration payable to the Directors. The remuneration policy of the Company is directed towards motivating and retaining the senior officers of the Company by rewarding performance.

#### **5. Share Holders/ Investors Grievance Committee**

a. **Constitution:** The shareholders grievance committee was constituted by the Board of Directors in accordance with the requirement of clause 49 of the listing agreement.

**b. Composition:** The composition of the Committee is as follows

Chairman	-	Sri M.Sambasiva Rao	-	Director
Member	-	Sri Sangameshwar Shetty	-	Director
Member	-	Sri S.Vaheed Basha	-	Director

**c. Functions:** The functions of the committee are as follows: oversees

- (i) Share Transfer with in stipulated time.
- (ii) Non-receipt of Dividends, if any.
- (iii) To consider Replacement of lost/stolen/mutilated share certificates.
- (iv) Non-receipt of rights/bonus/share certificates.
- (v) Other related issues.

## **6. GENERAL BODY MEETINGS**

a. Details of Location and Time of holding the last three Annual General Meetings.

September 30, 2008	Plot No.6, 8-2-248/B/2, Journalist Colony, Hyderabad – 500 034.	11.00 AM	Nil
September 29, 2009	Plot No.6, 8-2-248/B/2, Journalist Colony, Hyderabad – 500 034.	11.00 AM	Nil
September 30, 2010	Plot No.6, 8-2-248/B/2, Journalist Colony, Hyderabad – 500 034.	11.00 AM	Nil

## **7. Disclosures**

(a) **RELATED PARTY TRANSACTIONS:** The Company has no related party transactions during the year 2010-11.

## **8. MEANS OF COMMUNICATION:**

- a. In compliance with the requirements of Listing Agreement, the Company regularly intimates Un-audited as well as audited financial results to the Stock Exchange immediately after they are taken on record by the Board.
- b. The Management Discussion and Analysis Report is part of this Annual Report.