

19th
ANNUAL REPORT
2012-2013



ASIAN FLORA LIMITED

BOARD OF DIRECTORS

SRI M. SAMBASIVA RAO
Director

SRI SANGAMESHWAR SETTY
Director

SRI SRINIVASULU VUPPALA
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

M No ICAI No:203292

BANKERS

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

KSIDC
Kanija Bhavan
No.49, Race Course Road,
Bangalore

REGISTERED OFFICE

**H.No. 7-180/4/2, Kamalanagar Colony,
Kapra, ECIL x Roads,
Hyderabad, Andhra Pradesh 500062**

ASIAN FLORA LTD

H.No. 7-180/4/2, Kamalanagar Colony, Kapra,
ECIL x Roads, Hyderabad, Andhra Pradesh 500062

NOTICE

Notice is hereby given that the 19th Annual General Meeting of the Company will be held on Saturday the 27th August 2013, at 11.00 A.M at H.No7-180/4/2, Kamalanagar Colony, Kapra, ECIL x Roads, Hyderabad, Andhra Pradesh 500062 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 31st March, 2013, Balance Sheet and Cash Flow Statement as on that date together with the reports of the Directors' and Auditors thereon.
2. To appoint a Director in place of Mr. **M. SAMBASIVA RAO** who retires by rotation and being eligible, does not wish offers himself for reappointment.
3. 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.

By Order of the Board
For Asian Flora Limited,

Place: Hyderabad
Date: 25.06.2013

M.Sambasiva Rao
Director

NOTES:

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.

The Register of members of the company will remain closed from 20th August, 2013 to 27th August 2013 (both days inclusive).

Members are requested to bring their copies of Annual Report to the Annual General Meeting.

Members/Proxies should bring the attendance slip sent here with duly filled in for attending the Meeting.

No Gifts will be distributed at the meeting.

By Order of the Board
For Asian Flora Limited,

Place: Hyderabad
Date: 25.06.2013

M.Sambasiva Rao
Director

DIRECTORS' REPORT

To
The Members,
Asian Flora Ltd,
Hyderabad.

Your Directors have pleasure in presenting the 19th Annual Report together with Audited Statement of Accounts of your Company for the year ended 31st March, 2013.

FINANCIAL RESULTS:

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

(Rs.in lacs)

	2012-13 (12 mths)	2011-12 (12 mths)
Sales and Other Income (Loans written off)	0.00	0.00
EBIDT	-3.04	-12.23
Interest	0	0
Depreciation	28.28	27.29
Profit Before Tax	-31.32	-39.52
Provision for Tax*	0	0
Profit After Tax	-31.32	-39.52

OPERATIONS:

The company has no business activity during the year. The Company Shares Relisted at BSE.

DIVIDEND:

The Company did not undertake any operations and therefore no dividend for the year 2011-2013.

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:

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.

That the directors have selected such accounting policies and adopted them consistently, except as stated in the notes on accounts, 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 as on 31st March, 2013 and Profit & Loss account of the company for the year ended 31st March, 2013. The auditor's comments in this regard are self explanatory.

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, and offers himself for reappointment, The board recommends the appointment of Mr. **M. SAMBASIVA RAO** as director liable to retire by rotation subject to the approval of the members.

AUDITORS:

Sri V.Ramachandra Rao, Chartered Accountant, Auditors of the Company is eligible for re-appointment as statutory auditors of the Company to audit the accounts of the Company for the financial year 2013-14.

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.

EXPLANATION TO AUDITORS COMMENTS

Interest on Secured Loans has not been provided as the facilities are taken over by KSIIDC under Sec 29. The Company is not referred to BIFR as floriculture it is not an eligible activity. The Company is still making efforts to settle the institutional dues through OTS.

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 earnings and outgo “NIL” during the year under review.

By Order of the Board
For Asian Flora Limited,

Place: Hyderabad
Date: 25.06.2013

M.Sambasiva Rao
Director

REPORT ON CORPORATE GOVERNANCE

Company's Philosophy on Corporate Governance

The Company philosophy on the code of Corporate Governance is:

To ensure that adequate control system exists to enable the board to effectively discharge its responsibility to all the shareholders of the company.

To ensure that the decision making process is fair and transparent.

To ensure that the fullest commitment of the Management and the board to the maximization of shareholders value.

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.

Board of Directors:

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 Directorships in other Boards	No. of Memberships in other committees
Sri.Muppalla Sambasiva Rao	Executive Director	Director	5	4	Yes	2	Nil
Sri Sangameshwar Setty	Non-Executive Director	Director	5	4	Yes	2	Nil
Sri SRINIVASULU VUPPALA	Non-Executive Director	Director	5	4	Yes	Nil	Nil

Meeting of Board of Directors

During the Financial Year 2012-13 Board of Directors met on the following dates: 08th June 2012, 31st July 2012, 11th August 2012, 22th October 2012 and 22th January 2013.

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 SRINIVASULU VUPPALA	-	Independent Director

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

08th June 2012,
31st July 2012,
22th October 2012 and
22th January 2013.

Attendance of the Directors in the Audit Committee Meeting:

Name of the Director	No. of Meetings Held	No. of Meetings attended
Sri M.Sambasiva Rao	4	4
Sri SRINIVASULU VUPPALA	4	4
Sri Sangameshwar Setty	4	4

Remuneration Committee:

Composition, Name of the Chairman and members:

Sri M.Sambasiva Rao
Sri SRINIVASULU VUPPALA
Sri Sangameshwar Setty

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.

Share Holders/ Investors Grievance Committee

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

Composition: The composition of the Committee is as follows

Chairman	-	Sri M.Sambasiva Rao	-	Director
Member	-	Sri Sangameshwar Shetty	-	Director
Member	-	Sri Srinivasalu Vuppala	-	Director

Functions: The functions of the committee are as follows: oversees

Share Transfer with in stipulated time.

Non-receipt of Dividends, if any.

To consider Replacement of lost/stolen/mutilated share certificates.

Non-receipt of rights/bonus/share certificates.

Other related issues.

GENERAL BODY MEETINGS

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

September30, 2010	Plot No.6, 8-2-248/B/2, Journalist Colony, Hyderabad – 500 034.	11.00 AM	Nil
September30, 2011	Plot No.6, 8-2-248/B/2, Journalist Colony, Hyderabad – 500 034.	11.00 AM	Nil
September27, 2012	Plot No.6, 8-2-248/B/2, Journalist Colony, Hyderabad – 500 034.	11.00 AM	Nil

Disclosures

RELATED PARTY TRANSACTIONS: The Company has no related party transactions during the year 2012-13.

MEANS OF COMMUNICATION:

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.