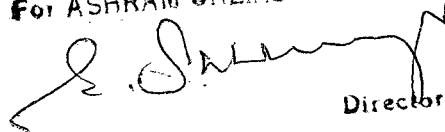


# ASHRAM ONLINE.COM LIMITED

For ASHRAM ONLINE.COM LTD

A handwritten signature in black ink, appearing to be 'S. Salunke', written over a horizontal line. The signature is stylized and extends to the right.

Director

ANNUAL REPORT 2008 - 2009

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## Board of Directors

Chairman	: Shri. S. Pannalal Tatia
Managing Director	: Shri. S.P. Bharat Jain Tatia
Directors	: Shri. E. Subbarayan Shri. Gopal B Ahuja Ms. D. Ruby
Auditors	: M/s. K. Subramanyam & Co. Chartered Accountants No.252, Mugappair ERI Scheme Third Main Road, Chennai - 600 037.
Registered Office	: 'Prince Tatia Info Park' No.81 B, Second Main Road, Ambattur Industrial Estate, Chennai - 600 058, email : <a href="mailto:tatia@vsnl.com">tatia@vsnl.com</a>
Bankers	: State Bank of Travancore Commercial Branch Teynampet, Chennai - 600 018.  HDFC Bank Ltd., Anna Nagar West, Chennai - 600 040.
Share Transfer Agents (For Demat Mode)	: Cameo Corporate Services Ltd., No.1, Club House Road, Subramanian Building, Chennai - 600 002.
Share Transfer System (For Physical Mode)	: Inhouse

**NOTES:-**

**A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/ HERSELF, AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY**

- i) The Proxy form duly completed must reach the Registered Office of the Company not later than forty eight hours before the time appointed for holding the meeting.
- ii) The Register of Members and the Share Transfer books shall remain closed from 25.09.2009 to 30.09.2009 (both days inclusive)
- iii) Members are requested to notify immediately any change in the address  
  
To the respective Depository-Participants (DP's) in respect of their electronic share accounts.  
To the registered office at No. 81 B, 2<sup>nd</sup> Main Road Ambattur Industrial Estate, Chennai – 600 058 in respect to their physical share folios.
- iv) For the convenience of the shareholders attendance slip is annexed to the proxy form the members are requested to bring the attendance slips duly filled in along with their copies of the annual reports to the meeting. Members who hold shares in dematerialized form are requested to bring their client ID and DP ID for easy identification of attendance at the meeting.
- v) The Securities and Exchange Board of India notified your company's equity shares for compulsory trading in dematerialized form. Shareholders may avail such facility.
- vi) The equity shares of the Company are listed on Bombay Stock Exchange Limited and Madras Stock Exchange Limited.
- vii) Members have any specific query on the financial statements of the company are requested to mail their queries directly to the company.
- viii) Shareholders are requested to furnish the email ID's to enable the company forward information in relation to the company.
- ix) The Company has designated an exclusive email ID called [tatia@vsnl.com](mailto:tatia@vsnl.com) for redressal of shareholder's complaints/ grievances. In case you have any queries/ complaints or grievance, then please write to us at our mail ID provided above.
- x) Members who hold shares in physical form in multiple folios in identical names or joint accounts in the same order or names are requested to send the share certificates to the Company's Registrar and Transfer agent, M/s Cameo Corporate Services Ltd, for consolidation into single folio.
- xi) The shares of the Company are tradeable compulsorily in electronic form and your company has established connectivity with both the depositories i.e. National Securities Depositories Limited (NSDL) and Central Securities Depositories Limited (CSDL). In view of the enormous advantages offered by the Depository Systems, Members are requested to avail the facilities of dematerialization of the Company's Shares on either of the depositories as aforesaid.

- xii) REQUEST TO MEMBERS:  
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 of the Annual Report to the meeting. They are further requested to occupy the seats at least fifteen minutes before the scheduled time for the commencement of the meeting to avoid interruption in the proceedings.
- xiii) The Securities and Exchange Board of India (SEBI) vide Circular Ref. No.MRD/DOP/CIR-05/2007 dt.27.04.2007 made PAN the sole identification number for all participants transacting in the securities market, irrespective of the amount of such transactions. In continuation of the aforesaid circular, it is hereby clarified that for securities market transaction and off-market / private transaction involving transfer of shares in physical form of listed companies, it shall be mandatory for the transferee(s) to furnish copy of PAN card to the Company / RTA for registration of such transfer of shares.

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**EXPLANATORY STATEMENT PURSUANT TO SECTION 173 (2) OF THE COMPANIES ACT , 1956**

**Item No. 5**

**Voluntary Delisting of Equity shares**

The Equity Shares of the Company are currently listed at Madras Stock Exchange Limited and Bombay Stock Exchange Limited. Consequent to rapid changes in the capital market and with the availability of nationwide trading facility on the Bombay stock Exchange limited, the investor have wide accessibility for trading in the equity shares of the company. While transaction are reported on a daily basis in BSE, there are no transaction at the Madras Stock Exchange Limited ever since April 2001. The regional exchange appear to have lost their relevance in most cases.

It is accordingly proposed to voluntarily delisting the Equity shares of the Company from Madras Stock Exchange limited subject to necessary approval as may be required in this regard. As per Delisting of Securities Guidelines, 2003 issued by Securities and Exchange Board of India ( SEBI), an exit opportunity need not be provided to the shareholders in the event of delisting, provided the Equity shares continue to be listed at BSE.

**BY THE ORDER OF THE BOARD  
FOR ASHRAM ONLINE .COM LIMITED**

**Sd/-  
S. PANNALAL TATIA  
CHAIRMAN**

**PLACE : CHENNAI  
DATE : 02.09.2009**

**DIRECTORS' REPORT**

**Dear Shareholders,**

Your Directors have great pleasure in presenting the 18<sup>th</sup> Annual Report together with the Audited Accounts of your Company for the financial year ended 31<sup>st</sup> March 2009.

**OPERATIONS**

The financial results of the Company for the year ended 31<sup>st</sup> March 2009 is summarized below:

*(Rs in Lacs)*

<b>Particulars</b>	<b>Year ended 31<sup>st</sup> March 2009</b>	<b>Year ended 31<sup>st</sup> March 2008</b>
Income from Operations	-	703.32
Non-operating Income	10.23	6.64
Total Income	10.23	709.96
Total Expenditure	28.11	707.39
Profit before Depreciation, Interest and Taxation	-17.88	2.57
Interest & Finance Charges	0.00	0.07
Depreciation	0.29	0.35
Profit before Tax	-18.17	2.15
Provision for Current Taxes	0	0.33
Provision for Deferred Taxes	0.03	0
Profit after Tax	-18.13	1.82
Balance in Profit & Loss Account	47.33	45.51
Balance carried to Balance Sheet	29.20	47.33

Your Company has incurred a loss of Rs. 18.13 lacs for the financial year 2008-09 as compared to profit of Rs. 1.82 lacs in the previous year 2007-08.

**DIVIDEND**

Due to on going business constraints to maintain operating profitability, the board of directors have decided not to declare any dividend for the current fiscal.

**FIXED DEPOSITS**

The company has not invited or accepted any Fixed Deposits from the public.

**DIRECTORS**

Mr. E. Subbarayan and Ms. D. Ruby, Directors retire by rotation and being eligible offer themselves for reappointment.

## **DIRECTORS RESPONSIBILITY STATEMENT**

Pursuant to the requirement under Section 217(2AA) of the Companies Act, 1956 the Directors hereby confirm that:

- i) In the preparation of the Annual Accounts for the financial year ended 31<sup>st</sup> March, 2009 the applicable Accounting Standards have been followed and there are no material departures;
- ii) they have selected such accounting policies and applied them consistently 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 at the end of the financial year and of the profit and loss account of the company for that period;
- iii) They have taken proper and sufficient care to the best of their knowledge and ability for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv) They have prepared annual accounts on a going concern basis.

## **AUDITOR'S**

M/s K Subramanyam & Co, Chartered Accountants, Auditors of the Company, retire at ensuing Annual General Meeting and have furnished a certificate under Section 224(1B) regarding their eligibility for reappointment as the Company's Auditors for the year 2008 - 09.

## **PARTICULARS OF EMPLOYEE'S**

Particulars of the employees of the Company who were in receipt of remuneration, which in aggregate exceeded the limits fixed under Section 217 (2A) of the Companies Act, 1956 and Companies (Particulars of Employees) Rules 1975 is not applicable to the company for the year.

## **CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNING AND OUTGO**

As the company is not an industrial undertaking, accordingly, particulars with regard to conservation of energy and technology absorption and adaptation required to be given under these heads in accordance with the provisions of

Section 217(1)(e) of the Companies Act, 1956 read with the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 are not applicable.

There is no reportable information on Foreign Exchanges Earnings and Outgo during the review under review.

## **MANAGEMENT DISCUSSION & ANALYSIS REPORT**

The Management Discussion & Analysis Report for the year under review, as stipulated under Clause 49 of the Listing Agreements is presented in a separate section forming part of the Directors Report.

**CORPORATE GOVERNANCE**

Your Company is committed to maintain the highest standards of Corporate Governance. Your Directors adhere to the requirements set out by the Securities Exchange Board of India's, Corporate Governance Practices and have implemented all the stipulations prescribed. Report on Corporate Governance as stipulated in Clause 49 of the Listing Agreement is presented in a separate section forming part of the Directors' Report.

**EXPLANATION TO AUDITORS OBSERVATION**

The company has filed a writ petition and obtained stay order from the Honourable High Court of Madras.

**ACKNOWLEDGEMENT**

Your Directors would like to express their grateful appreciation for assistance and co-operation received from the Financial Institutions, Banks, Government Authorities, Customers and Members during the year under review.

Your Directors also wish to place on record their deep sense of appreciation for committed and dedicated services of the workers, staff, and officers of the Company.

**BY THE ORDER OF THE BOARD  
FOR ASHRAM ONLINE .COM LIMITED**

**Sd/-  
S. PANNALAL TATIA  
CHAIRMAN**

**PLACE : CHENNAI**

**DATE : 2<sup>nd</sup> September, 2009**



**MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

**INDUSTRY STRUCTURE AND DEVELOPMENT**

Global Economic recession has affected growth in the economic activity in various sectors of the economy and accordingly has compelled company to survive alongside the dwindling economic activity. Barring unforeseen circumstances, the company would be able to achieve its financial objectives without much of constraints.

**OPPORTUNITIES, THREATS, RISKS AND CONCERNS**

There exists abundant opportunities for growth. However, slow down of market activity and cut throat competition coupled with changes in the policies of the government are the areas of concern. However with the experience and expertise of the management, the company would withstand competition and convert threats in to opportunities.

**SEGMENTWISE / PRODUCTWISE PERFORMANCE**

The Company has currently only one segment in line with the Accounting Standard on Segment Reporting (AS-17). Segment information has been prepared in conformity with the accounting policies adopted for preparing and presenting the financial statements of the Company.

**INTERNAL CONTROL SYSTEM AND ADEQUACY**

The Company has adequate system of internal control in place. This is to ensure that assets are safeguarded and all transactions are authorized, recorded and correctly reported. The internal audit function is empowered to examine the adequacy, relevance and effective control system, compliance with policies, plans and statutory requirements. The top management and the Audit Committee of the Board review the findings and recommend to the Board improvement on the same.

**CAUTIONARY STATEMENT**

Statements of Management Discussion and Analysis describing the Company's objectives, projections, estimates and expectations may be "forward looking statements". As forward looking statements are based on certain assumptions and expectations of future events over which the Company exercises no control. The Company assumes no responsibility to publicity, amend, modify or revise any forward looking statements on the basis of any statements, development, information or events.

**REPORT ON CORPORATE GOVERNANCE****1. Philosophy on Code of Governance**

The Company right from its inception has been committed to the highest standards of Corporate Governance Practices and to attain the highest levels of transparency, accountability and equity in all facets of its operations and in its all interactions with its Stakeholders including Shareholders, Employees, Lenders, Customers and the Government.

Your Company believes that all its actions must serve the underlying goal of enhancing overall Stakeholders' wealth over a period of time. It has adopted the best practice of Industry for Corporate Governance.

This section, along with section on 'Management Discussion and Analysis Report' and 'General Shareholders Information constitute Company's compliance with the Clause 49 of the Listing Agreement.

The Board is comprised of appropriate mix of Executive, Non-Executive and Independent Directors maintaining the Independence of the Board. The Board presently consists of five members comprising of the Managing Director, and four Non-Executive Directors out of which three are Independent Directors and more than half of the board comprises of independent directors.

Composition of the Board and directorship held during the year are as follows:

Sl. No	Name(s)-of Director (s)	Executive/ Non- executive/ Independent	Other directorships (Excluding Private Limited Companies)	Number of Committee membership in other Companies*	no of Committee Chairmanship in other Companies*
1	Sri. S. Pannalal Tatia -Chairman	PD & NED	2	2	NIL
2	Sri. S.P. Bharat Jain Tatia - Managing Director	ED	2	Nil	NIL
3	Sri. E. Subbarayan -Director	NED & ID	2	1	NIL
4	Sri. Gopal B Ahuja - Director	NED & ID	NIL	NIL	NIL
5	Ms. D. Ruby - Director	NED & ID	1	1	NIL

PD - Promoter Director; ED - Executive Director; NED - Non Executive Director; ID - Independent Director

In accordance with clause 49 of listing agreement, membership/ chairmanship of only Audit and Shareholders and Investors Grievance Committee has been considered.

**2. Directors' Profile****BRIEF PARTICULARS OF THE DIRECTORS SEEKING RE-APPOINTMENT**

**Name of the Director** : **Shri. E. Subbarayan**  
**Age** : 52 years  
**Date of Appointment** : 02.07.2003  
**Experience in Specific Area** : Accounts & Finance  
**Qualification** : Bachelor in Science  
**List of Outside directorship held** : Private - 0 . Public -2  
**Chairman and member of Committee of Board of other Companies** : Chairman - Share Transfer cum Investor Relation Committee  
 Kreon Financial Services Limited

**Name of the Director** : **Ms. D. Ruby**  
**Age** : 29 years  
**Date of Appointment** : 26.10.2005  
**Experience in Specific Area** : Accounts & Finance  
**Qualification** : Bachelor in Corporate Secretary ship  
**List of Outside directorship held** : Private : Nil Public : 1  
**Chairman and member of Committee of Board of other Companies** : Member of Audit Committee of Kreon Financial Services Ltd.,

**Brief Resume of all the Directors are given below:**

**Mr S Pannalal Tatia, Chairman & Director** - A Fellow Chartered Accountant, He started his career in 1974 with Chartered Accountancy as profession and later cultivated his professionalism to get moulded into corporate expert by being in to manufacturing industry, merchant banking industry and gained rich experience in advising and structuring financial closures. Later in 1993, he moved to the Corporate Sector and was instrumental in promoting Ashram Online.Com Ltd, Kreon Financial Services Limited, Tatia Global Ventures Limited all three were public limited listed corporates. He has been advisor to all kind of Capital Market financial instruments and is an expert on taxation and finance.

**Mr. S P Bharat Tatia, Director** – He is a B.Com., in qualification. He has over 16 years of experience in the areas of Export Industry, Investment Consultancy, and Capital Market Operations.

**Mr. E Subbarayan, Director** - A B.Com Graduate from Madras University has vast experience in to operational exercise in to turnkey projects.

**Ms D Ruby, Director** - B.A. Corporate, with over 7 years of experience in Finance and Accounts.

**Mr. Gopal , Director** – B.com., Graduate with rich experience in finance and accounts for over 10 years.

**Following were the attendances of directors in the Board Meeting and AGM:**

Sl. No	Name(s) of Director (s)	No. of Board Meetings held	Board Meetings attended	Attendance at Previous AGM
1	Sri. S. Pannalal Tatia	7	7	Yes
2	Sri. S.P. Bharat Jain Tatia	7	7	Yes
3	Sri. E. Subbarayan	7	7	Yes
4	Sri: Gopal B Ahuja	7	7	Yes
5	Ms. D. Ruby	7	7	Yes

During the financial year 2008 - 09, 7 meetings of Board of Directors were held on 26th June 2008, 30th June 2008, 31st July 2008, 30th September 2008, 31st October 2008 and 31st January 2009.

**3. Committee of Directors**

Board had constituted several committees to deal with specific matters and delegated powers for different functional areas. Presently Two Committees are functional, few committees have been constituted as per the statutory requirements, and others have been constituted to enable the Board to take the decision faster.

Following are the Committees of Board:

- I. Audit Committee
- II. Shareholders/ Investor Grievance Committee

**I. Audit Committee**

Our Audit Committee comprise of 3 Non-Executive Directors out of which 2 Directors are Independent. All the members of the Committee are financially literate, Sri. Gopal B Ahuja, Director is Chairman of the Committee.

Composition of the Audit Committee and Attendance of each member of the Committee are given below:

Sl. No	Name	Category / Status	Meetings Held	Meetings Attended
1	Sri Gopal B Ahuja	Non Executive & Independent - Director / Chairman	4	4
2	Shri S. Pannalal Tatia	Non Executive Director / Member	4	4
3	Ms. D. Ruby	Non Executive & Independent Director / Chairman	4	4

During the year four meetings of Audit Committee were held on 30.06.2008, 31.07.2008, 31.10.2008, 31.01.2009,

**Terms of reference**

Following are the main terms of reference given by Board of Directors to Audit Committee:

- a) To review the quarterly, half-yearly and annual financial statements before submission to the Board, focusing particularly on:
  - Any changes in accounting policies.
  - Significant adjustments made in the financial statements arising out of audit findings.
  - Compliance with listing and other legal requirements relating to financial statements.
  - Limited Review Report of Auditors.
  - Compliance with applicable accounting standards.
  - Director's Responsibility Statement in terms of section 217 (2A) of the Companies Act, 1956
  - Major accounting entries involving estimates based on the exercise of judgment by management.
  - Disclosure of any related party transactions
  - Qualifications in the draft audit report

- b) to review the adequacy of internal audit programme and the major findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board.
- b) To review the functioning of the Whistle Blower mechanism
- c) to consider other matters, as may be referred to by the Board of Directors from time to time.

**II. Share Transfer cum Investors' Relation Committee**

Our Share Transfer cum Investors' Relation Committee consists of two Non-Executive Directors out of which both are Independent Directors. Committee oversees and reviews all matters connected with transfer of securities, non-receipt of balance sheet and attending the grievances of the shareholders. The Committee has delegated the authority for share transfers to Managing Director so that it can be taken up at regular interval. The Committee oversees performance of Registrars and Transfer Agents of the Company and recommends measures for overall improvements in the quality of investor services.

During the year Twelve meetings has been held on. The composition of the Committee and attendance of each Committee member is given under:

Sl. No	Name(s) of Director (s)	Chairman/ Member	Meetings Held	Meetings Attended
1	Sri. E. Subbarayan	Chairman	12	12
2	Sri. Gopal B Ahuja	Member	12	12

**Compliance Officer**

Sri. S.P. Bharat Jain Tatia of the Company has been appointed as Compliance Officer and is responsible for the Compliance. Further he has been authorized to deal with all correspondence and complaints from the investors. He informs the Committee about status of Complaints.

**Investors' Grievance Redressal**

During the year total 13 complaints were received. All the complaints has been resolved to the satisfaction of shareholders. There was no outstanding complaint as on 31<sup>st</sup> March 2009.

**4. General Body Meeting**

Date, time and location for the Annual General Meetings of the Company held in last three years:

Year	Date	Time	Venue	No. of Special Resolution passed	Type of Meeting
2007-08	30.09.2008	9.00 A. M	SOMUGHANALA KUDAM, VALLANUR, AMBATTUR, CHENNAI – 600 062	One	AGM
2006-07	27.09.2007	9.00 A. M	SOMUGHANALA KUDAM, VALLANUR, AMBATTUR, CHENNAI – 600 062	Two	AGM
2005-06	28.09.2006	9.15 A. M	S.V. KALYANA MANDAPAM No. 6 KARUKKU MAIN ROAD, AMBATTUR, CHENNAI – 600 058	Nil	AGM

## 5. Disclosures

I. There are no materially significant transactions with the related parties viz., Promoters, Directors or the Senior Management, their Subsidiaries or relatives conflicting with Company's interest. Suitable disclosures as required by the Accounting Standard (AS 18) relating to "Related Party Transactions" have been made separately in the Annual Report.

II. Company has complied with all requirements of the listing agreement entered with Stock Exchanges as well as regulation and guidelines of SEBI. The trading of Company's script has been suspended and the company has already made application for the revocation of the suspension and the matter is expected to be taken up shortly by the exchange authorities. Other than as mentioned, there has been no penalties or strictures imposed on the Company by Stock Exchange or SEBI or any Statutory Authority, on any matter related to capital markets during the last three years.

III: Company has established Whistle Blower Policy and no personnel is denied the access to the Audit Committee.

IV. The Company complies with the entire mandatory requirement and non-mandatory requirement of Corporate Governance as provided under Clause 49 of listing agreement. The Disclosure relating to the compliance has been provided separately in this report. The Company has obtained a certificate from its auditors regarding compliance of conditions of corporate governance and certificate is annexed to the Directors' Report of the Company which are sent to share holders and Stock Exchanges.

## 6. Means of Communication

I. The un-audited Financial Results on quarterly basis along with Limited Review Report by the Auditors of the Company are taken on record by the Board of Directors at its meeting within one month of the close of every quarter and the same are furnished to all the Stock Exchanges where the Company's Shares are listed within fifteen minutes of Close of Meeting. The un-audited Financial Results along with Limited Review Report by the Auditors are first placed before the Audit Committee. The same along with recommendation of the Committee are forwarded to Board of Directors for their consideration.

II. The quarterly results and audited results as per the requirement of Clause 41 of the Listing Agreement are published within 48 hours in two newspapers, one in English daily Trinity Mirror and one in Regional (Tamil) Language Makkal Kural.

III. The quarterly results, shareholding pattern and other mandatory information are available, at the website of Bombay Stock Exchange Ltd, i.e. [www.bseindia.com](http://www.bseindia.com). The website provides all information's and contains news releases.

## 7. General Shareholder Information:

### I. Information about Eighteenth Annual General Meeting

Date and time : 30<sup>th</sup> day of September 2009, 9.00 A.M

Venue : Samuganallakudam  
Vallanur, Ambattur, Chennai – 600 062

### II. Financial Year

The financial year of the Company each year starts with 1<sup>st</sup> April and ends with 31<sup>st</sup> March. The financial year 2008-09 started on 1<sup>st</sup> April 2008 and ended on 31<sup>st</sup> March 2009. The current financial year 2009-10 started on 1<sup>st</sup> April 2009 and would end on 31<sup>st</sup> March 2010.

**III. Financial Calendar (Tentative)**

First Quarter 30 <sup>th</sup> June 2009	: on or before 31 <sup>st</sup> July 2009
Second Quarter 30 <sup>th</sup> September 2009	: on or before 31 <sup>st</sup> October 2009
Third Quarter 31 <sup>st</sup> December 2009	: on or before 31 <sup>st</sup> January 2010
Fourth Quarter 31 <sup>st</sup> March 2010	: on or before 30 <sup>th</sup> June 2010

**IV. Date of Book Closure**

The Register of Member and Share Transfer Books shall be closed for a period of six days starting 25.09.2009 to 30.09.2009(inclusive of Both Days).

**V. Listing on Stock Exchange**

The Equity Shares of the Company are listed at Bombay Stock Exchange Limited and Madras Stock Exchange Limited.

**VI. Stock Code**

- i) Bombay Stock Exchange Limited  
Stock Code: 526187 (For Equity Shares of the Company)
- ii) Madras Stock Exchange Limited  
Stock Code: ASHRAMON (For Equity Shares of the Company)
- iii) DEMAT ISIN in NSDL and CDSL for equity shares is INE293CO1019.

**VII. Registrar and Share Transfer Agents**

The Company has appointed M/s. Cameo Corporate Services Limited as Registrar and Share Transfer Agent and also has agreements with both the depositories NSDL and CDSL. Following is the address of Registrar and Transfer Agents:-

**M/s CAMEO CORPORATE SERVICES LIMITED**

Subramanian Building,  
1, Club House Road,  
Chennai – 600 002.  
Ph: +91 44 2846 0390  
Fax: +91 44 2846 0129  
Email: investor@cameoindia.com

**VIII. Share Transfer System**

Share transfers are registered and returned in the normal course within a period of 15 days from the date of receipt, if the documents are in order in all respects. Request for dematerialization of shares are processed and confirmation is given to the respective depositories i.e., National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) within 15 days.

Physical : In House Share Transfer  
Registered office at  
"PRINCE TATIA INFO PARK"  
81 B 2<sup>nd</sup> Main Road  
Ambattur Industrial Estate, Chennai – 600 058

**VIII. Payment of Dividend for the year 2008-2009 - NIL**

**IX. Distribution of shareholding as at 31<sup>st</sup> March 2009:-**

Total Nominal Value Rs.12,00,00,000/=      Nominal Value of each share is Rs.10/=  
 Total number of shares 1,20,00,000      Paid up value per share is Rs. 10/=  
 Distinctive No. from 000000001 to 1,20,00,000

Category	No. of Shareholders	% of Total No. of Shareholders	Total Shares Held	% to Total shares
upto- 500	17606	91.8175	27404210	22.8368
501 -1000	900	4.6939	7313990	6.0950
1001-2000	387	2.0183	5975550	4.9796
2001-3000	101	0.5267	2548650	2.1239
3001-4000	46	0.2399	1635000	1.3625
4001-5000	29	0.1512	1303000	1.0858
5001-10000	51	0.2660	3660010	3.0500
10001 and above	55	0.2868	70159590	58.4668
	19175	100.0000	12000000	100.0000

**X. Dematerialization of Equity Shares and Liquidity**

**DEMAT ISIN in NSDL and CDSL for equity shares is INE293C01019.**

Authorized Capital of Rs. 12,00,00,000 comprising of into 120,00,000 equity shares of Rs.10/- each. Paid up Capital of the Company as on 31<sup>st</sup> March 2009 is Rs. 119509000 (net of call in arrears) comprising of 120,00,000 Equity shares of Rs.10/- each. Out of the above shares 8405540 Equity Shares representing 70.05 % are held physically and balance 3594460 Equity Shares representing 29.95 % is held in dematerialized form.

**XI. Outstanding GDR / FCCB / Warrants**

The company at no point of time have issued GDR,FCCB, Warrants or any other convertible securities till date.

**XII. Plant Location**

The Company carry's out its business operations at the registered office address of the company situated at No.81 B Ambattur Industrial Estate, Chennai – 600 058.

**XIII. Address for Correspondence**

The Registered Office of the Company is situated at following address. Further all correspondence with the Company can be done at following address, addressing to



The Director  
 "PRINCE TATIA INFO PARK"  
 No 81 B Second Main Road,  
 Ambattur Industrial Estate,  
 Chennai – 600 058.  
 Ph: +91 44 42138702  
 Fax: +91 44 42138704  
 Email: tatia@vsnl.com

For any correspondence in relation to shareholders' grievance the communication would be addressed to the Registrar and Transfer Agents

M/s CAMEO CORPORATE SERVICES LIMITED  
 Subramanian Building  
 1, Club House Road,  
 Chennai – 600 002  
 Ph: +91 44 2846 0390  
 Fax: +91 44 2846 0129  
 Email: investor@cameoindia.com

DETAILS OF REQUEST/ COMPLAINTS RECEIVED DURING THE YEAR:-

Name of Request	Received	Attended	Pending
Change of Address	2	2	NIL
Bank Mandate	NIL	NIL	NIL
Duplicate Share Certificate	NIL	NIL	NIL
Splitting of share	NIL	NIL	NIL
Transmission	NIL	NIL	NIL
Transfer(Physical)	118	118	NIL
Dematerialisation	55	55	NIL
Rematerialisation	NIL	NIL	NIL
Total	175	175	NIL

◆ Categories of Shareholding as at 31<sup>st</sup> March 2009

Sl. No	Category	No. of Shares Holders	Total No. of Shares Held	Percentage of Shareholding
A	Promoter's Holding			
1	Promoters/ Persons acting in Concert	7	3667470	30.56
	Sub Total	7	3667470	30.56
B	Non Promoters Holding			
a	Mutual funds/FIs/Bonds	1	5800	0.050
b	FIs	Nil	Nil	Nil
c	Body Corporate	139	2238249	18.66
d	NRI/OCB	530	142100	01.18
e	Indian Public	18498	5946381	49.55
f	Others-(Clearing Members)	Nil	Nil	Nil
g	Shares represented by GDRs	Nil	Nil	Nil
	Sub Total	19168	8332530	69.44%
	Grand Total	19175	12000000	100%

◆ Insider Trading

Pursuant to Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 the Company has prescribed a Code of Conduct for prevention of Insider Trading. All the employees including directors of the Company comply with Insider Trading Regulations framed by the Company. None of the employee/ director has contravened the regulations during the year.

◆ Secretarial Audit

Secretarial Audit as required in terms of Circular No. D&CC/FITTC/CIR – 16/2002 dated 30<sup>th</sup> June 2002 is being done by a Practicing Chartered Accountant on quarterly basis for reconciling total admitted capital with NSDL and CDSL and total issued and listed capital. The Company has obtained Secretarial Audit Report for all the four quarter during the year ended 31<sup>st</sup> March 2009 and same has been forwarded to Stock Exchanges. The audit confirms that the total issued/ paid up Capital is in agreement with the total number of shares held in physical form and the total number of dematerialized shares held with NSDL and CDSL.

◆ Code of Conduct

The Board of Company has laid down a code of conduct for all the Board Members and the Senior Management personnel. All the Board Members and Senior Management personnel comply the code of conduct. A declaration have been made to give effect to the code signed by the Managing Director.

◆ Managing Director Certification

As required under the Clause 49 of the Listing Agreement a certificate duly signed by Mr. S.P. Bharat Jain Tatia, Managing Director of the Company was placed at the meeting of the Board of Directors.

**XIV. Non Mandatory Requirements**

**1. The Board:**

No separate office is maintained and chairman is Non-Executive.

**2. Shareholders Communications:**

The Company's quarterly (unaudited), half yearly (unaudited) and annual (audited) result are available on BSE website at [www.bseindia.com](http://www.bseindia.com), which is accessible to all. The results are also published in English newspaper and in Tamil newspapers having a wide circulation.

**3. Audit Qualifications:**

During the year under review, there was no audit qualification in the Company's financial statements apart from the disputed tax liability of the company for which the company has filed a writ petition before the Honorable High Court of Madras and has obtained the stay order on the proceedings. The Company continues to adopt best practices to ensure a regime of unqualified financial statements.

**4. Training of Board Members:**

The Company's Board of Directors consists of professionals with expertise in their respective field and industry. They endeavor to keep themselves updated with changes in global economy & legislation. They attend various workshop and seminars to keep themselves abreast with the changing business environment.

**5. Mechanism for evaluating Non-Executive Board Members:**

The Company has adopted a policy for evaluation of Non-Executive Board members based on primarily of attendance and a few other factors including contribution at the Board Meeting and at Meeting of the Audit Committee of the Board.

**6. Whistle Blower Policy:**

The Company has adopted whistle blower policy. All the employees have the access to Board and Audit Committee. Further Board / Audit Committee ensure that no victimization is done to such employee.

**DECLARATION REGARDING COMPLIANCE BY BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL WITH COMPANY'S CODE OF CONDUCT**

This is to confirm that the Company has adopted a Code of Conduct for its employees including the Managing Director. In addition, the Company has adopted the Code of Conduct for its Non-Executive Directors.

I confirm that the Company has in respect of the financial year ended 31<sup>st</sup> March 2009 received from the Management Personnel of the Company and the Members of the Board a declaration of compliance with the code of conduct as applicable to them.

**BY THE ORDER OF THE BOARD  
FOR ASHRAM ONLINE.COM LIMITED**

**Sd/-  
S.P. BHARAT JAIN TATIA  
Managing Director**

PLACE : CHENNAI

DATE : 2<sup>nd</sup> September 2009

**AUDITOR'S CERTIFICATE**

To,  
The members of  
**ASHRAM ONLINE.COM LIMITED**

I have examined the compliance of conditions of corporate governance by Ashram Online.com limited, for the period from 1<sup>st</sup> APRIL 2008 to 31<sup>st</sup> March 2009, as stipulated in clause 49 of the listing agreement of the said company with the stock exchanges.

The compliance of conditions of corporate governance is the responsibility of the management. My examination was limited to procedures and implementation thereof, adopted by the company for ensuring the compliance of the conditions of the corporate governance. It is neither an audit nor an expression of opinion on the financial statements of the company.

In my opinion and to the best of my information and according to the explanations given to me;

I certify that the company has complied with the conditions of corporate governance as stipulated in the above mentioned listing agreement.

I state that no investor grievance is pending for a period exceeding one month against the company, as certified by the share transfer agents of the company, based on the records maintained by them.

I further state that such compliance is neither an assurance as to the future viability of the company nor the efficiency or the effectiveness with which the management has conducted the affairs of the company.

**K SUBRAMANYAM & CO.,  
CHARTERED ACCOUNTANTS,**

Sd/-

**K SUBRAMANYAM  
PROPRIETOR  
Membership No. 023663**

Place : Chennai  
Date : 30.06.2009

## Certificate by Managing Director

I S. P. Bharat Jain Tatia , Managing Director of Ashram Online .Com Limited

Hereby certify

1. That I have reviewed that financial statements and the cash flow statement for the year ended 31<sup>st</sup> March 2009 and that to the best of my knowledge and belief,

- These statements do not contain any materially untrue statement nor omit any material fact nor contain statements that might be misleading, and
- These statements present a true and fair view of the company's affair and are in compliance with the existing accounting standards , applicable laws and regulations.

2. That there are , to the best of my knowledge and belief, no transaction entered into by the company during the year, which are fraudulent, illegal or violating of the company's code of conduct.

3. That I accept responsibility for establishing and maintaining internal controls, I have evaluated the effectiveness of the internal control systems of the company and I have disclosed to the auditors and the audit committee, deficiencies in the design or operational of internal controls, if any, of which I was aware and the steps that we have taken or propose to take to rectify the identified deficiencies and

4. That I have informed the auditors and the audit committee of

- a Significant changes in internal control during the year
- b. Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements, and
- c. Instance of significant fraud of which I have become aware and the involvement therein, if any ,of the management or an employee having a significant role in the company's internal control system.

Place : Chennai  
Date : 30.06.2009

Sd/-  
S. P. Bharat Jain Tatia  
Managing Director

AUDITOR'S REPORT

TO THE MEMBERS OF ASHRAM ONLINE.COM LIMITED

1. I have audited the attached Balance Sheet of M/s Ashram Online.Com Limited as at 31st March, 2009 and also the Profit & Loss account and the cash flow statement of the company for the year ended on that date annexed thereto. These financial statements are the responsibility of the company's management. My responsibility is to express an opinion on these financial statements based on my audit.
2. I conducted my audit in accordance with auditing standards generally accepted in India. Those standards require that I plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts & disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by managements, as well as evaluating the overall financial statement presentation. I believe that my audit provides a reasonable basis for my opinion.
3. As required by the companies order, 2003, issued by the central govt. of India in terms of section 227 (4A) of the companies act, 1956, I give in the annexure, a statement on the matters specified in paragraphs 4 of the said order.
4. Further to my comments in the annexure referred to in Para 3 above, I report that:
  - (a) I have obtained all the information and explanation, which to the best of my knowledge and belief were necessary for the purpose of my audit. In my opinion, proper books of accounts as required by law have been kept by the company as far as appears from my examination of such books.
  - (b) The Balance Sheet, Profit & Loss account and Cash Flow statement dealt with by this report are in agreement with the book of account.
  - (c) In my opinion, the Balance Sheet, Profit & Loss account and Cash Flow statement dealt with by this report comply with the accounting standards referred to in sub-section (3c) of section 211 of the companies act, 1956.
  - (d) On the basis of the written representation received from the directors as on 31<sup>st</sup> March 2009 and taken on record by board of directors, I report that none of the directors is disqualified as on 31<sup>st</sup> March, 2009 from being appointed as a director in terms of clause (g) of sub section (1) of section 274 of the companies act, 1956 as regards government. Nominee directors, they are exempted from the provision of section 274 (1) (g) in view of general circular issued by the department of company affairs.
5. In my opinion & to the best of my information and according to the explanation given to me, the said accounts read with significant accounting policies and the other notes thereon, give the information required by the companies act,1956, in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India :
  - a) in case of the Balance Sheet of the state of affairs of the company as at 31<sup>st</sup> March, 2009;
  - b) in case of Profit & Loss account of the profit for the year ended on that date, and
  - c) In case of Cash Flow Statement, of the cash flows for the year ended on that date.

**K SUBRAMANYAM & CO.,**  
**CHARTERED ACCOUNTANTS,**

Sd/-

**K SUBRAMANYAM**  
**PROPRIETOR**

**Membership No. 023663**

Place : Chennai  
Date : 30.06.2009

ANNEXURE REFERRED TO IN PARAGARAPH 3 OF OUR REPORT OF EVEN DATE

RE: ASHRAM ONLINE.COM LIMITED

(I) In respect of its fixed assets:

- (a) The company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) The company has physically verified certain assets during the year in accordance with a programme of verification, which in my opinion provides for physical verification of the fixed assets at reasonable intervals. According to the information & explanation given to me no material discrepancies were noticed on such verification.
- (c) In my opinion & according to the information & explanation given to me, the Company has not made any substantial disposals during the year.

(II) In respect of its inventories:

As informed to me there are no inventories in the company during the year under review hence the verification and valuation of the same is not called for.

- (III) (a) The company has neither granted nor taken any loan, secured or unsecured, to / from companies, firms and other parties covered in the register maintained under section 301 of the Act.

(b) Since there are no such loans, the comments regarding terms and conditions, repayments of the principal, interest thereon and overdue amount are not required.

- (IV) In my opinion and according to the information and explanation given to me, there are adequate internal control procedures commensurate with the size of the company and nature of its business.

- (V) In our opinion and according to the information and explanation given to us, there are no transactions made in pursuance of contracts or arrangements entered in the register maintained under section 301, exceeding the value of Rs 5 lakhs, in respect of any party during the year.

- (VI) The company has not accepted any deposits from the public during the period under review.

- (VII) In my opinion, the company has adequate internal audit system commensurate with the size of business.

- (VIII) The Central Government has not prescribed maintenance of cost records by the Company under section 209(1) (d) of the Act.

- (IX) The company has been regular in depositing undisputed statutory dues, including provident fund, investor education and protection fund, employees' state insurance, income-tax, sales-tax, wealth-tax, custom duty, excise duty, cess and other statutory dues with the appropriate authorities. According to the information and explanation given to me, no undisputed amounts payable in respect of income tax, wealth tax, sales tax, customs duty and excise duty were outstanding, at the year end for a period of more than six months from the date they became payable.

According to the records of the Company, there are no outstanding Sales tax, Income tax act 1961, Customs duty, Wealth tax, excise duty on account of any dispute other than following:

Financial period to which the amount relates to	Act	Nature of dues	Forum where dispute is pending	Amount (Rs in Lakhs)
1993-94 & 94-95	Income Tax Act	Income Tax	Madras High Court - Stay obtained	189
1994-95, 95-96 & 96-97	Income Tax Act	TDS	Madras High Court - Stay obtained	24.22

- (X) The Company has incurred cash loss during the year for an amount of Rs.1788171/-. The company does not have accumulated losses at the end of the financial year.
- (XI) Based on my audit procedures and on the information and explanation given by the management, I am of the opinion that the company has not defaulted in the repayment of dues to financial institutions, banks and debenture holders.
- (XII) According to the information and explanations given to me, the company has given any loans and advances on the basis of security by way of Pronotes, post dated instruments, pledge of shares, debentures and other securities. The loans advanced are subject to confirmation.
- (XIII) In my opinion the company is not a chit fund or nidhi/mutual benefit fund/society. therefore, the provisions of clause 4(xiii) of the Companies (Auditor's Report) Order, 2003 are not applicable to the company.
- (XIV) In my opinion the company is not dealing in or trading in shares, securities, debentures and other investments. Accordingly, the provisions of clause 4(xiv) of the Companies (Auditor's Report) Order, 2003 are not applicable to the company.
- (XV) According to the information and explanations given to me, the company has not given any guarantee for loans taken by others from bank or financial institutions.
- (XVI) There were no term loans obtained by the company during the year.
- (XVII) According to the cash flow statement and other records examined by me and the information and explanations given to me, on overall basis, funds raised on short term basis have, prima facie, not been used during the year for long term investment and vice versa, other than temporary deployment pending application.
- (XVIII) The company has not made any preferential allotment during the year nor does the company have any outstanding debentures during the year.
- (XIX) The company has not issued any debentures and no securities and charges are required to be created.
- (XX) The company has not raised any money by public issue during the year.
- (XXI) To the best of my knowledge and belief and according to the information explanation given to me, no fraud on or by the company was noticed or reported during the year.

Place : Chennai  
Date : 30.06.2009

**K SUBRAMANYAM & CO.,  
CHARTERED ACCOUNTANTS,**

Sd/-

**K SUBRAMANYAM  
PROPRIETOR**

Membership No. 023663



<b>BALANCE SHEET AS AT</b>		<b>31.03.2009</b>	<b>31.03.2008</b>
<u><b>I.Sources of Funds</b></u>	<b>Sch</b>	<b>Rs</b>	<b>Rs</b>
<b>Shareholder's funds:</b>			
a.Share Capital	1	119509000	119509000
b.Reserves & Surplus	2	2919946	4733146
<b>2.Loan funds:</b>			
a.Unsecured Creditors	3	-	1008090
		<b>122428946</b>	<b>125250236</b>
<u><b>II.Application of Funds</b></u>			
<b>4.Fixed Assets:</b>			
a.Gross Block	4	3656609	3656609
b.Less : Accumulated Depreciation		3485655	3448488
c.Net Fixed Assets		170954	208121
<b>5.Investments</b>	<b>5</b>	19778000	14778000
<b>6.Current Assets,Loans &amp; Advances</b>			
a.Cash and Bank Balances	6	1405022	69611
b.Sundry Debtors	7	85191501	90365545
c.Loans & Advances	8	9374604	11660000
d. Other Current Assets	9	1525322	1497122
	<b>(a)</b>	97496449	103592278
<b>7.Current Liabilities &amp; Provisions</b>			
a.Current Liabilities	10	6080487	6085053
b.Provisions	11	15000	63130
	<b>(b)</b>	6095487	6148183
Net Current Assets (6-7)	<b>(a-b)</b>	91400962	97444095
<b>8.Miscellaneous Expenditure</b>			
a. Miscellaneous Expenses	12	11079030	12820020
(to the extent not w/off)		<b>122428946</b>	<b>125250236</b>
<b>Notes Annexed to and Forming Part of Accounts</b>	<b>17</b>		

*As per my report on even date  
for K Subramanyam & Co.,  
Chartered Accountants.,  
Sd/-  
K Subramanyam  
Proprietor  
Membership NO.023663*

*for and on behalf of the board*

Sd/-	Sd/-
S.Pannalal Jain Director	S.P.Bharat Tatia Managing Director

*Place: Chennai  
Date : 30th June 2009*

PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED ON		31.03.2009	31.03.2008
	Sch.	Rs	Rs
<b>Income</b>			
Gross Sales & Project Income		-	70332000
Interest Income		1023286	664170
		<u>1023286</u>	<u>70996170</u>
<b>Expenditure</b>			
Cost of Goods Sold	13	-	40265850
Human Resource & Related Costs	14	112398	269434
Administration & General Expenditure	15	957379	28779560
Interest & Financial Charges	16	690	6507
Preoperative Expenses Written off	12	1740990	1424446
		<u>2811457</u>	<u>70745797</u>
Profit / (Loss) before depreciation & taxes		-1788171	250373
Less : Depreciation for the year	4	28557	35096
Profit / (Loss) after Depreciation before taxes		-1816728	215277
Add / Less: Tax Expenses		3528	-33550
Profit/ (Loss) after depreciation & taxes		-1813200	181727
Profit(+) / Loss(-) for the year		<u>-1813200</u>	<u>181727</u>
<b>Balance carried to Balance Sheet</b>		<u><b>-1813200</b></u>	<u><b>181727</b></u>
Earning per share (EPS) Basic and diluted (Rs.)		-0.151	0.015
Face value Per Equity Shares (Rs.)		10/-	10/-

*As per my report on even date  
for K Subramanyam & Co.,  
Chartered Accountants.,*

Sd/-

**K Subramanyam**  
Proprietor  
Membership NO.023663

Place : Chennai

Date : 30th June 2009

*for and on behalf of the board*

Sd/-

**S.Pannalal Jain**  
Director

Sd/-

**S.P.Bharat Tatia**  
Managing Director

Schedules forming part of Accounts

		31.03.2009	31.03.2008
		Rs	Rs
<b><u>EQUITY SHARE CAPITAL</u></b>			
<b><u>Authorised Capital</u></b>			
Sch-1	12000000 equity shares of Rs 10 /- each.	120000000	120000000
<b><u>Issue,Subscribed and Called up Capital</u></b>			
	12000000 equity shares of Rs 10 /- each.	120000000	120000000
<b><u>Paid up Capital</u></b>			
	12000000 Equity Shares of Rs.10/- each (fully paid)	120000000	120000000
	Less: Calls in Arrears (From Directors - Nil)	491000	491000
		119509000	119509000
<b><u>RESERVES &amp; SURPLUS</u></b>			
Sch-2	<b><u>General Reserves</u></b>		
	Profit & Loss Account (opening balance)	4733146	4551419
	Add: Profit/(Loss) during the year	-1813200	181727
		2919946	4733146
<b><u>UNSECURED CREDITORS</u></b>			
Sch-3	Tatia Agrotech International Ltd	-	50000
	Carus Trading Pvt. Ltd	-	50000
	Sri Bharat Tatia	-	299090
	Sri S Pannalal Jain (Tatia & Co)	-	609000
		-	1008090
<b><u>INVESTMENTS</u></b>			
Sch-5	<b><u>Quoted Equity Shares</u></b>		
	Kreon Finaancial Services Ltd	12278000	12278000
	(1228200 equity shares of Rs 10/- each fully paid)		
	(Market value Rs.3684600)		
<b><u>Unquoted Equity Shares</u></b>			
	Deesha trade Endeavours Pvt ltd - Share Application Money	2500000	2500000
	Sapphire Papers Mill Pvt.Ltd - Application Money	5000000	
		19778000	14778000
<b><u>Cash &amp; Bank Balances</u></b>			
Sch-6	Cash on hand	823805	57231
	Bank Balance with Scheduled Banks		
	HDFC Bank	575826	6384
	SBT - Commercial Branch	5392	5997
		1405022	69611

**ASHRAM ONLINE.COM LIMITED**

Rs

**Details of Fixed Assets**

Schedule - 4

Particulars	Gross Block			Depreciaton			Net Block	
	Cost on 01.04.2008	Add/-Del for year	Cost on 31.03.2009	As at 01.04.2008	for the year	As at 31.03.2009	As at 31.03.2008	As at 31.03.2009
Equipments	1,417,043	(7,961)	1,409,082	1,228,789	25,079	1,253,868	188,254	155,214
Furnitures & Fixtures	233,084	-	233,084	213,866	3,478	217,344	19,218	15,740
Computers	44,288	(648)	43,640	43,640	-	43,640	648	-
<b>Total</b>	<b>3,656,609</b>	<b>(8,609)</b>	<b>3,648,000</b>	<b>3,448,487</b>	<b>28,557</b>	<b>3,477,044</b>	<b>208,120</b>	<b>170,954</b>
Previous Year	3,656,609		3,656,609	3,413,391	35,096	3,448,487	243,216	208,120

## Schedules forming part of Accounts

		31.03.2009	31.03.2008
		Rs	Rs
<b><u>Sundry Debtors</u></b>	<b>Sch-7</b>		
-Six Months Below			
-Above Six Months		85191501	90365545
		<u>85191501</u>	<u>90365545</u>
<b><u>Loans, Advances &amp; Deposits</u></b>	<b>Sch-8</b>		
Loans (Unsecured Consider Goods)			
- Six Months Below			
- Above Six Months		9374604	12568090
		<u>9374604</u>	<u>12568090</u>
<b><u>Other Current Assets</u></b>	<b>Sch-9</b>		
<b><u>Advances &amp; Deposits</u></b>			
Fixed Deposit		25000	-
Salary Advances		3200	-
TDS (for a value to be received)		1497122	1497122
		<u>1525322</u>	<u>1497122</u>
<b><u>Current Liabilities</u></b>	<b>Sch-10</b>		
Creditors for Expenses		3471805	3472843
Deffered Tax Liabilities		12388	15916
Membership Fees		2596294	2596294
		<u>6080487</u>	<u>6085053</u>
<b><u>Provisions</u></b>	<b>Sch-11</b>		
Provision for Audit Fees		15000	40500
Provision for Taxation		-	22630
		<u>15000</u>	<u>63130</u>
<b><u>Miscellaneous Expenditure (to the extent not w/off)</u></b>	<b>Sch-12</b>		
Pre Operating Expenses		12820020	14244466
Less :- 1/10th Written off during the year		1740990	1424446
		<u>11079030</u>	<u>12820020</u>

**Schedules forming part of Accounts**

		31.03.2009	31.03.2008
		Rs	Rs
<b><u>Cost of Goods Sold</u></b>	<b>13</b>		
Opening Stock of Inventories		-	39,846,000
Add: Purchase/Additions		-	419,850
		-----	-----
		-	40,265,850
Less: Closing Stock of Inventories		-	-
		-----	-----
		-	40,265,850
<b><u>Human Resources &amp; Related Costs</u></b>	<b>14</b>		
Salary Payments		112,398	269,434
		-----	-----
		112,398	269,434
<b><u>Administrative &amp; General Expenses</u></b>	<b>15</b>		
Advertisement Expenses		8,250	5,000
AGM Expenses		500	-
Audit fees		15,000	15,000
Bad Debts Written off		560,800	28,227,840
Company Secreatry fees		1,500	15,794
Consultancy fees		19,000	35,000
Conveyance		7,040	1,644
Director Sitting fees		-	92,000
Filing Fees		6,400	3,550
Listing Fees		61,500	135,000
Legal Fees		12,000	17,500
Office Expenses		5,205	5,275
NSDL & CDSL Charges		59,174	61,792
Postage,Telegram & Courier		137,416	97,149
Printing & Stationery		47,271	54,366
Telecommunication Expenses		11,775	11,870
Rates & Taxes		4,548	780
		-----	-----
		957,379	28,779,560
<b><u>Interest &amp; Financial Charges</u></b>	<b>16</b>		
Bank Commission		690	6,507
		-----	-----
		690	6,507

**CASH FLOW STATEMENT ANNEXED TO THE BALANCE SHEET FOR THE YEAR ENDED 31.03.2009**

<u><b>A. CASH FLOW FROM OPERATING ACTIVITIES</b></u>	<b>31.03.2009</b>	<b>31.03.2008</b>
	<b>Rs</b>	<b>Rs</b>
Net Profit after tax and extraordinary items	(1,813,200)	181,727
Adjustments for :		
Add : Depreciation	28,557	35,096
Provision for tax	-	(33,550)
	<u>(1,784,643)</u>	<u>183,273</u>
Less: Adjustments for :		
Interest Income	1,023,286	664,170
Membership fees	-	-
Deffered Tax adjustments	3,528	-
Misc.Expenditure w/off	(1,740,990)	(1,424,446)
Operating Profit before Working Capital Changes	<u>(1,070,467)</u>	<u>943,549</u>
Adjustments for :		
Less : Decrease in Current Liabilities	31,949	1,447,442
Add : Decrease in Current Assets	(7,431,240)	(7,261,725)
<b>Net Cash Flow form Operating activities (A)</b>	<u><b>6,328,824</b></u>	<u><b>(7,765,619)</b></u>
 <u><b>B. CASH FLOW FROM INVESTING ACTIVITIES</b></u>		
Interest Income	1,023,286	664,170
Transfer of Investments	(5,008,609)	(2,500,000)
<b>Cash Flow from Investment Activities (B)</b>	<u><b>(3,985,323)</b></u>	<u><b>(1,835,830)</b></u>
 <u><b>C. CASH FLOW FROM FINANCE ACTIVITIES</b></u>		
Repayment of Membership Fees	-	(10,001)
Repayment of Unsecured Loans	(1,008,090)	1,008,090
<b>(C)</b>	<u><b>(1,008,090)</b></u>	<u><b>998,089</b></u>
 <b>Increase/(Decrease) in Cash and Cash Equivalents (A+B+C)</b>	<u><b>1,335,411</b></u>	<u><b>(8,603,360)</b></u>
Cash and cash Equivalents as on 31.03.2008	69,611	8,672,971
Cash and cash Equivalents as on 31.03.2009	1,405,022	69,611
 <b>Net Increase/(Decrease) in Cash Balances</b>	<u><b>1,335,411</b></u>	<u><b>8,603,360</b></u>

**AUDITOR'S STATEMENT**

I have examined the above Cash Flow Statement of M/s Ashram Online.com Limited for the period ended March 31st 2009. The statement has been prepared by the company in accordance with the requirements of Accounting Standard 3 and is based on and derived from and where applicable, in agreement with the profit and Loss a/c and Balance sheet of the company covered by our report dated 30th June 2009 to the members of the company.

*for K. Subramanyam & Co.,  
Chartered Accountants*

Sd/-

**K. Subramanyam  
Proprietor**

**Membership No.023663**

**Place : Chennai**

**Date : 30.06.2009**

- b. Deferred Tax on timing differences between the accounting income and taxable income for the year and quantified using the tax rates and laws enacted or substantively enacted as on the Balance Sheet date as per the Accounting Standard (AS 22) laid down by the Institute of Chartered Accountants of India (ICAI)

**I. EARNINGS PER SHARE (EPS)**

The earnings considered in ascertaining the Company's earnings per share is net profit after tax. The earnings per share for the year is Rs (-) 0.15 as compared to the previous year of Rs.(-)0.015. The EPS reported is basic and diluted.

**J. RELATED PARTY DISCLOSURES**

The Company had no transactions with the related parties during the year under review other than temporary current account transactions.

**K. IMPAIRMENT OF ASSETS**

As required by AS-28 issued by the Institute of Chartered Accountants of India, provision for impairment loss of Assets is not required to be made as the estimated realizable value of such assets will be more or equal to the carrying amount stated in the Balance Sheet.

**L. SEGMENTAL REPORTING**

The company is engaged primarily in the one segment, accordingly there are no separate reportable segment as per the accounting standard 17 (Segmental Reporting ) issue by the Institute of Chartered Accountants of India.

**M. DUES TO SME'S**

Management has determined that there were no balances outstanding as at the beginning of the year and no transactions entered with micro, small and medium enterprises as defined under Micro, Small and Medium Enterprises Development Act, 2006, during the current year, based on the information available with the company as at March 31,2009.

**N. GENERAL**

- a. The figures for the previous year have been regrouped / reclassified / rearranged where ever necessary with the conformity with the current year figures for facilitating proper comparisons.
- b. The figures have been rounded off to the nearest rupee.

**Signatories to Schedule 1 to 17**

As per our Report of even date attached  
For K SUBRAMANYAM & CO  
Chartered Accountants

Sd/-

**K SUBRAMANYAM**

Proprietor

Membership No. 023663

Place : Chennai

Date : 30<sup>th</sup> June 2009

For and on behalf of the Board of Directors

Sd/-

**S PANLAL TATIA**

Chairman

Sd/-

**S P BHARAT TATIA**

Managing Director



**BALANCE SHEET ABSTRACT AND COMPANY'S GENERAL BUSINESS PROFILE AS PER PART IV TO SCHEDULE VI TO THE COMPANIES, 1956.**

**I Registration Details**

Registration No. :

2 0 7 6 4

State No. 1 8

Balance Sheet Date

3 1

0 3

2 0 0 9

Date

Month

Year

**II Capital Raised during the year ( Amount in Rs. Thousand)**

Public Issue

N I L

Right Issue

N I L

Bonus issue

N I L

N I L

**III. Position of Mobilisation and Deployment of Funds ( Amount in Rs. Thousand)**

Total Liabilities

1 2 2 4 2 9

Total Assets

1 2 2 4 2 9

**Sources of Funds**

Paid up Capital

1 1 9 5 0 9

Reserves & Surplus

2 9 2 0

Secured Loan

N I L

Unsecured Loan

N I L

**Application of Funds**

Net Fixed Capital

1 7 1

Investments

1 9 7 7 8

Net Current Asset

9 1 4 0 1

Misc.

1 0 7 9

**IV Performance of Company ( Amount in Rs. Thousands)**

Turnover

1 0 2 3

Total Expenditure

2 8 4 0

Profit / Loss Before Tax

(-) 1 8 1 7

Profit / Loss After Tax

(-) 1 8 1 3

Earning per Share in Rs.

(-) 0 1 5

Dividend Rate

0

**V. Generic Name of three Principal Products/ Services of Company (as per monetary terms)**

Real Estates & Infrastructure Developments

**ASHRAM ONLINE .COM LIMITED**  
**Regd. Office. "Prince Tatia Info Park", No. 81 B Second Main Road**  
**Ambattur Industrial Estate , Chennai – 600 058**  
**Email : tatia @vsnl.com**

**PROXY FORM**

I / We .....of .....being a Member (s) of Ashram Online Com Limited, hereby  
appoint .....of .....or failing him / her at Eighteenth Annual General Meeting of the  
Company to be held on 30th September 2009 at Samughanalakudam, Vallanur, Amabatur, Chennai –  
600062 , 9.00 A.M or at any adjourned date thereof.

Signed this .....day of .....2009

Address

Signature .....

No. of Shares held:

Members Folio No. / Client ID No.

1. The Proxy form must be deposited at the Registered Office of the Company not less than 48 hours before the time fixed for holding the meeting.
2. Proxy need not be a member.

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**ASHRAM ONLINE .COM LIMITED**  
**Regd. Office. "Prince Tatia Info Park" No. 81 B Second Main Road**  
**Ambattur Industrial Estate , Chennai – 600 058**  
**Email : tatia @vsnl.com**

**ATTENDANCE SLIP**

I hereby record my presence at the EIGHTEENTH GENERAL MEETING of the Company being held on  
Wednesday 30th September 2009 at Samughanalakudam, Vallanur, Amabatur, Chennai – 600062 , 9.00 A.M

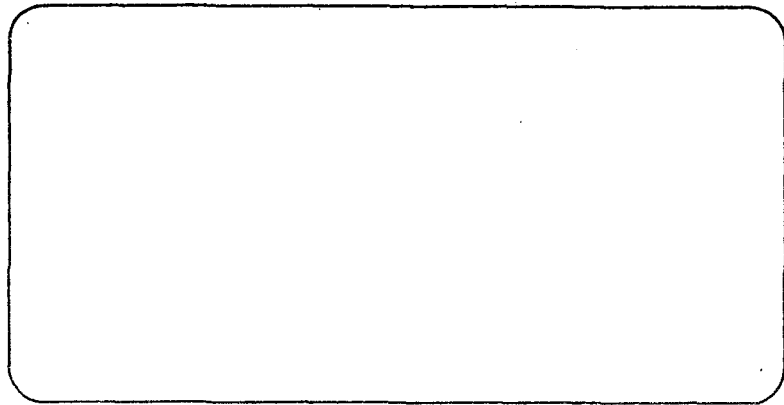
Full Name of the Member attending:

FolioNo./Client ID No.

Signature

Note : Member attending the meeting in person is requested to complete the attendance slip and hand it over  
at the entrance of the meeting hall. No attendance slip will be issued at the time of Meeting.

**BOOK - POST**



If undelivered, please return to :

**ASHRAM ONLINE.COM LIMITED**

Regd. Office :

"Prince Tatia Info Park",

No.81 B, Second Main Road,

Ambattur Industrial Estate,

Chennai - 600 058.