

M/s. ASHRAM ONLINE.COM LIMITED

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24th Annual General Meeting will be held on Tuesday, 29th September 2015 at 9.00 a.m. at Samudaya Nala Koodam, Vallanur, Ambattur Chennai 600 062.

As a measure of economy, copies of the Annual Report will not be distributed at the Annual General Meeting. Members are requested to bring their copies to the meeting.

Visit us at www.ashramonline.in

CORPORATE INFORMATION

BOARD OF DIRECTORS:	DIN Nos:	DESIGNATION
Mr. S. Pannalal Jain Tatia	Din.01208913	Director
Mrs. Sangita Tatia	Din.06932448	Whole Time Director
Mr. E. Subbarayan	Din.01186153	Independent Director
Mr. Jetender	Din.02085341	Independent Director
SSTATUTORY AUDITORS	:	M/s K.Subramanyam & Co. Chartered Accountants No.252, Mugapair ERI Scheme Third Main Road, Chennai 600 037
REGISTERED OFFICE	:	“Prince Tatia Info Park” #81B, 2nd Main Road, Ambattur Industrial Estate, Chennai 600 058. Ph: 044-42138702 /704, Fax: 044-43084750 E-mail:tatia@vsnl.com, Website: www.ashramonline.in CIN: L74999TN1991PLC020764
COMPLAINCE OFFICER	:	S. Pannalal Tatia Email Id: tatia@vsnl.com Ph: 044 - 42138704
BANKERS	:	State Bank of Travancore Commercial Branch, Teynampet, Chennai 600 018 HDFC Bank Limited No.40, Nungambakkam High Road, Chennai -600 034
REGISTRAR & SHARE TRANSFER AGENT	:	M/s Purva Sharegistry (India)Pvt Ltd No.9,Shiv Shakti Ind.Estate, J.R.Boricha Marg, Lower Parel(E), MUMBAI 400 011 Ph: 022-23018261/022-23016761, Fax: 022-2301 2517 E-mail: purvashr@mtnl.net.in / busucomp@vsnl.com
SECRETARIAL AUDITOR	:	P.S. Srivnivasan, M/s. Lakshmmi Subramanian & Associates, #81, Murugesu Naicker Complex, Greems Road, Thousand Lights, Chennai 600 006.

NOTICE OF THE ANNUAL GENERAL MEETING

Notice is hereby given that the **24th Annual General Meeting** of the Company will be held on Tuesday, the 29th September, 2015 at 9.00 a.m, at Samudaya Nala Koodam, Vallanur, Ambattur, Chennai 600 062 to transact the following business.

ORDINARY BUSINESS

1. To receive, consider and adopt the audited Balance Sheet as at 31st March 2015 and the Statement of Profit & Loss account for the year ended on that date together with the reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in the place of Mrs. Sangita Tatia (DIN: 06932448) who retires by rotation and being eligible, offers herself for re-appointment.
3. To consider and, if thought fit, to pass, with or without modification, the following resolution as an Ordinary Resolution:

“RESOLVED THAT, in terms of the provisions of Sections 139,142 and other applicable provisions, if any, of the Companies Act, 2013 read with the underlying rules viz. Companies (Audit and Auditors) Rules, 2014 as may be applicable and pursuant to the resolution of the Members at the 23rd Annual General Meeting held on 29th September, 2015, the appointment of M/s K.Subramanyam & Co., Chartered Accountants, (Registration No. 004146S), as statutory auditors of the Company, to hold office from the conclusion of this Meeting until the conclusion of the 27th Annual General Meeting (AGM) of the Company, be ratified by the Members on a remuneration inclusive of service tax and such other tax(es) (as may be applicable) and reimbursement of all out-of-pocket expenses in connection with the audit of the accounts of the Company (including terms of payment) to be fixed by the Board of Directors of the Company, based on the recommendation of the Audit Committee.”

Item No. 1. To consider, and if thought fit, pass with or without modification(s), the following as Special Resolution:

ALTERATION OF MEMORANDUM OF ASSOCIATION

RESOLVED THAT pursuant to provisions of Section 13 and any other applicable provisions if any, of the Companies Act, 2013 (including any statutory modifications or re-enactments thereof for the time being in force), and the rules framed there under, consent of the shareholders of the Company be and is hereby accorded, subject to the approval of the Registrar of Companies, Chennai, for addition of the following clause to the existing Clause III.A under the “The Main Objects” as second clause and the Memorandum of Association, be and hereby renumbered accordingly:

2. To lend out, deposit, invest and deal with the monies of the company not immediately required in such manner and upon such terms as may from time to time be determined by the directors

RESOLVED FURTHER THAT the approval of members be given, subject to necessary approval(s) if any, from the Registrar of Companies, Chennai, for adding the existing Clauses III.C of 'Other Objects' as Clauses III.B under the existing “Objects Incidental or Ancillary to the Attainment of the Main Objects” in the Memorandum of Association of the Company.

RESOLVED FURTHER THAT the existing “Other Objects” Clause from III.C in the existing Memorandum of Association of the Company be completely deleted and after the above addition and deletion, “Objects Incidental or Ancillary to the Attainment of the Main Objects” of the Memorandum of Association of the Company be renumbered accordingly in order to ensure that the Memorandum of Association of the Company contains only the 'The Main Objects' and 'Objects Incidental or Ancillary to the Attainment of the Main Objects'.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary and expedient to give effect to the aforesaid resolution.

**By Order of the Board
For ASHRAM ONLINE.COM LIMITED
Sd/-
SANGITA TATIA
Whole Time Director
Din.No.06932448**

Place: Chennai
Date: 28.8.2015

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE, AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
2. The instrument appointing proxy (duly completed, stamped and signed) in order to be effective must be deposited at the registered office of the company not less than 48 hours before the commencement of the 24th Annual General Meeting of the company.
3. Corporate Members intending to send their authorised representatives to attend the Meeting are requested to send a duly certified copy of Board Resolution on the letterhead of the Company, signed by one of the Directors or Company Secretary or any other authorized signatory and / or duly notarized Power of Attorney, authorizing their representatives to attend and vote on their behalf at the Meeting.
4. With effect from 1st April 2014, inter alia, provisions of Section 149 of Companies Act, 2013 has been brought into force. In terms of the said section read with section 152 (6) of the Act, the provisions of retirement by rotation are not applicable to Independent Directors. Profile of directors seeking re-appointment as stipulated in terms of Clause 49 of the listing agreement with the stock exchanges is provided in the report on corporate governance, which forms an integral part of this annual report.
5. The equity shares of the Company are listed on Bombay Stock Exchange Limited.
6. The Register of Members and Share Transfer books of the Company will remain closed from 19th September, 2015 to 29th September, 2015 (both days inclusive).
7. Members holding shares in physical form, in multiple folios in identical names or joint accounts in the same order or names, are requested to send their share certificates to the Company's Registered Office at "Prince Tatia Info Park", #81B, 2nd Main Road, Ambattur Industrial Estate, Chennai 600 058. for consolidation into one folio.
8. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants, with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their address immediately to the Company/ Registrar and Transfer Agent, M/s. Purva Sharegistry (India) Pvt Ltd
9. Pursuant to Section 72 of the Companies Act, 2013, shareholders holding shares in physical form may file nomination in the prescribed Form SH-13 with the Company's Registrar and Transfer Agent, M/s. Purva Sharegistry (India) Pvt Ltd. In respect of shares held in electronic / demat form, the nomination form may be filed with the respective Depository Participant.

10. The Securities and Exchange Board of India has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company /Registrars and Transfer Agents, M/s. Purva Sharegistry (India) Pvt Ltd.

11. Voting through Electronic Means

In compliance with provisions of Section 108 of the Companies Act 2013 read with the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer E-Voting facility as an alternate, for its shareholders to enable them to cast their votes electronically at the 24th Annual General Meeting (AGM) through e-voting service provided by Central Depository Services (India) Limited. E-Voting is optional. The procedure and instructions for the same are as follows:

In case of members receiving e-mail:

- (i) Log on to the e-voting website www.evotingindia.com
- (ii) Click on "Shareholders" tab.
- (iii) Now, select the "COMPANY NAME" from the drop down menu and click on "SUBMIT"
- (iv) Now Enter your User ID (For CDSL: 16 digits beneficiary ID, For NSDL: 8 Character DP ID followed by 8 Digits Client ID, Members holding shares in Physical Form should enter Folio Number registered with the Company and then enter the Captcha Code as displayed and Click on Login.
- (v) If you are holding shares in Demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used. If you are a first time user follow the steps given below.
- (vi) Now, fill up the following details in the appropriate boxes:

	For Members Holding Shares in Demat Form	For Members holding Shares in Physical Form
PAN*	Enter Your 10 Digit alpha numeric *PAN issued by Income Tax Department (Applicable for both Demat Shareholders as well as Physical Shareholders)	
DOB#	Enter The Date of Birth as recorded in your Demat account or in the Company records for the said Demat account or folio in dd/mm/yyyy format.	
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your Demat Account or in the Company records for the said Demat account or Folio.	

*Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of your name and the sequence number in the PAN Field. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN Field.

please enter any one of the details in order to login. In case either of the details are not recorded with the depository please enter the <Default Value> in the Dividend Bank details field.

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that

this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on <Company Name> on which you choose to vote.
- (xi) On the voting page, you will see Resolution Description and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xii) Click on the "Resolutions File Link" if you wish to view the entire Resolutions.
- (xiii) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvi) If Demat account holder has forgotten the changed password then Enter the User ID and Captcha Code click on Forgot Password & enter the details as prompted by the system.
- (xvii) Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates. After receiving the login details they have to link the account(s) which they wish to vote on and then cast their vote. They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

In case of members receiving the physical copy:

- (A) Please follow all steps from s. no. (i) to s. no. (xvii) Above to cast vote.
- (B) The voting period begins on 26/09/2015 (9:00 am) and ends on 28/09/2015 (5:00 pm). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 22/09/2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (C) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.

Please note that by virtue of providing the e-voting facility by the company as per Rule 20 of Companies (Management and Administration) Rules, 2014 the following will be applicable:

- (i) The manner of voting for the members being present in the General Meeting will be on "proportion principle" ie one share one vote unlike one person one vote principle, further provision of the Companies Act, 2013 relation to demand for poll will not be relevant.
- (ii) The option of voting by show of hands will not be available for members present in the General Meeting in view of clear provision of section 107 of the Companies Act, 2013, ie voting by show of hands would not be allowable in cases where Rule 20 of Companies (Management and Administration) Rules, 2014 is applicable.

- (iii) Any member who has voted through e-voting facility provided by the company may also participate in the General Meeting in person, but such a member will not be able to exercise his vote again in the meeting, and the earlier vote casted through electronic means will be treated as final.

The Notice of the Annual General Meeting and this Communication are also available on the website of the Company at www.ashramonline.in

Voting rights shall be reckoned on the paid up value of shares registered in the name of the member / beneficial owner (in case of electronic shareholding) as on the cut-off date i.e. 22nd September 2015. A Person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date, i.e. 22nd September 2015 only shall be entitled to avail the facility of remote e-voting.

12. Mrs. Lakshmmi Subramanian, Senior Partner, M/s. Lakshmmi Subramanian & Associates., Practicing Company Secretaries (C.P.No.3534, FCS 1087) has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.

13. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.ashramonline.in. The results shall also be immediately forwarded to BSE Limited, Mumbai.

14. The Explanatory Statement as required under section 102 of the Companies Act, 2013 in respect of Special Business(s) is attached herewith.

By Order of the Board
For ASHRAM ONLINE.COM LIMITED
Sd/-
SANGITA TATIA
Whole Time Director
Din.No.06932448

Place: Chennai
Date: 28.8.2015

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013:

ITEM NO. 1

ALTERATION OF MEMORANDUM OF ASSOCIATION

The shareholders are aware that the company has stopped its product for the past few years and your company has to seek an alternate source of revenue. Presently, lending activity is the only source of income. Considering the tough business environment, your company may take a few years to enter into core activities. Meanwhile your Board of Directors thought it fit to enable them carrying a lending activity as main income through Main Objects.

It has been unanimously proposed to include a new sub-clause 2 in the existing Clause IIIA Main Objects of Memorandum of Association.

Consent of the shareholders, by passing a Special Resolution, is required in this regard. None of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested in the said resolution. The Directors recommend the approval by the members as Special Resolution.

The Altered Memorandum of Association is available for inspection at the Registered Office of the Company during all working days from 10 a.m. to 5 p.m., till the declaration of results.

**Details of Directors seeking appointment/re-appointment in the Annual General Meeting
(Pursuant to Clause 49 of the Listing Agreement)**

Name of the Director	Mrs. Sangita Tatia
Date of Birth	10/01/1972
DIN	06932448
Date of Appointment	31.07.2014
Relationship With Other Directors	Daughter In-Law of Mr. Pannalal Tatia
Expertise in Specific Function Area	Associating with Global Business
Qualification	B.Com
Board Membership of the Other Companies as on 31.3.2015	NIL
Chairmanship/Membership of the Committees of the Board of Directors of the Company as on 31.3.2015	NIL
Chairmanship/Membership of the Committees of Directors of other Companies in which she is a Director as on March 31, 2015	
Audit Committee	NIL
Stake Holders Relationship Committee	NIL
Nomination & Remuneration Committee	NIL
Share Holding in the Company	10,500

DIRECTORS' REPORT

Dear Shareholders

Your Directors have pleasure in presenting the 24th Annual Report of your company together with the Auditors Report for the year ended 31st March 2015.

1. FINANCIAL HIGHLIGHTS

The Financial Results for the year ended 31st March 2015.

Rupees in lacs

Particulars	31/3/2015	31/03/2014
Profit/(Loss) from capital market operations	30.26	25.11
Profit/(Loss) before depreciation, Interest & tax	12.82	16.10
Interest	0.00	0.00
Depreciation	15.83	15.92
Profit/(Loss) before tax	-3.01	0.18
Provision for tax	0.00	0.00
Deferred tax	0.00	0.00
Profit/(Loss) after tax	-3.01	0.18

2. BUSINESS & PERFORMANCE

During the year under review, the Company has made a loss of Rs. -3.01 lacs for the financial year 2014-2015 as compared to standalone profit of Rs.0.18 lacs for the financial year 2013-2014.

3. DIVIDEND

In order to conserve resources the Board of Directors have decided not to declare any dividend for the current financial year 2014-15.

4. TRANSFER TO PROFIT & LOSS ACCOUNT

Your Company proposes to transfer Rs. -3,00,858/- to the General Reserve

5. MATERIAL CHANGE AND COMMITMENTS OF THE COMPANY

There are no material changes and commitments affecting the financial position of the company which have occurred between the end of the financial year of the company to which the financial statements relate and the date of the report; and there are no significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future.

6. PARTICULARS OF LOANS, GUARANTEES AND INVESTMENT

The Company has given loan of Rs. 6,56,44,888/- under Section 186 of the Act during the financial year 2014-15. The Company has not given any guarantee nor made any investments during the Financial year 2014-2015.

7. TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:

Company's business does not require any technology absorption and hence no reporting is required to be furnished under this heading.

Foreign Exchange inflow and outflow during the year is Nil.

8. DEPOSITS:

Your Company has not accepted any deposits from the public during the year under review. There are no outstanding deposits as on 31st March 2015.

9. DIRECTORS AND KEY MANAGERIAL PERSONNEL RETIREMENT BY ROTATION

In terms of Section 152 of the Companies Act 2013, Mrs. Sangita Tatia, who retire by rotation at the forthcoming AGM and is eligible for re-appointment. Mrs. Sangita Tatia offered herself for re-appointment. Brief profile is mentioned in the Notice of forthcoming Annual General Meeting of the company.

INDEPENDENT DIRECTOR

Pursuant to the provisions of clause 49 of the Listing Agreement entered into with the Stock Exchange Mr. E. Subbarayan and Mr. Jetender are the Independent Directors of the Company and appointment was made for 5 years at the 23rd AGM.

KEY MANAGERIAL PERSONNAL

Ms. Hemamalini was appointed as the Chief Financial Officer of the Company with effect from 22.08.2014 during the financial year.

The Company is yet appoint company secretary and had given advertisement and circulars at the institute of company secretary (ICSI)

The performance evaluation of the Independent Directors was carried out by the entire Board. The performance evaluation of the Chairman and the Executive Directors was carried out by the Independent Directors.

10. STATUTORY AUDITORS

M/s. K.Subramanyam & Co., Chartered Accountants, (Firm Registration Number 004146S) have been appointed as statutory auditors of the company at the last Annual General Meeting held on 29/09/2014, to hold office till the conclusion of the twenty first Annual General Meeting of the company.

The Board of Directors of the company has recommended the appointment of Messrs. K.Subramanyam & Co., Chartered Accountants, (Registration Number 004146S) as statutory auditors of the company from the conclusion of twenty first Annual General Meeting till the conclusion of twenty fifth Annual General Meeting of the company, subject to the ratification of appointment of Statutory Auditors at every annual general meeting by the shareholders.

11. COMMENT ON STATUTORY AUDITOR'S REPORT

As regards the qualification given by the statutory auditor, Mr. K. Subramanian, Chartered Accountants bearing (Membership No. 023663, Regn. No. 004146S), in Point No. IX Annexure to the Auditor Report. The company has filed a writ petition and stay petition with the honourable High court of Madras. The Company continues to adopt best practices to ensure a regime of unqualified financial statements.

12. SECRETARIAL AUDITORS

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed M/s Lakshmmi Subramanian & Associates, Practising Company Secretaries, (CP No. 1087:, FCS:3534), Company Secretaries to undertake the secretarial audit of the company. The Secretarial Audit Report is annexed herewith as 'Annexure VI'.

13. COMMENT ON SECRETARIAL AUDITOR REPORT

With Reference to the remarks made by the secretarial auditor, Mr. P.S. Srinivasan, Associate partner M/s. Lakshmmi Subramanian & Associates Practising Company Secretaries bearing (CP No. 3122), in the Secretarial Audit Report, the company has taken the corrective measures during the current financial year.

14. PERSONNEL

According to Section 197(12) of the Companies Act, 2013 read with rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, none of the employees fall under the category specified under the said Section and the Rules made there-under.

15. RELATED PARTIES TRANSACTIONS

The Company has entered into contract / arrangements with the related parties in the ordinary course of business and on arm's length basis. Thus provisions of Section 188(1) of the Act are not applicable.- Annexure - I details to be given-AOC 2

16. EXTRACT OF ANNUAL RETURN

The extract of Annual Return as provided under Sub-Section (3) of Section 92 of the Companies Act, 2013 (the "Act") is enclosed at Annexure-II in the prescribed form MGT-9 and forms part of this Report.

17. RISK MANAGEMENT

The Risk Management is overseen by the Audit Committee of the Company on a continuous basis. The Committee oversees Company's process and policies for determining risk tolerance and review management's measurement and comparison of overall risk tolerance to established levels. Major risks identified by the businesses and functions are systematically addressed through mitigating actions on a continuous basis.

18. DISCLOSURE AS PER SEXUAL HARRASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The Company has zero tolerance for sexual harassment at workplace and has in place a policy on prevention, prohibition and redressal of sexual harassment at workplace in line with the provisions of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the rules framed there under. During the financial year 2014-15, the Company has not received any complaints on sexual harassment.

19. MANAGEMENT DISCUSSION & ANALYSIS REPORT

As per Clause 49 of the listing agreement entered into with the stock exchanges, Management Discussion and Analysis report (ANNEXURE IV) and Corporate Governance Report with Auditors' certificate thereon (ANNEXURE-V) are attached and form part of this report.

20. CORPORATE GOVERNANCE REPORT

The Company is committed to maintain the highest standards of corporate governance and adhere to the corporate governance requirements set out by SEBI. The report on Corporate Governance as stipulated under the Listing Agreement forms an integral part of this Report. The requisite certificate from the Auditors of the Company confirming compliance with the conditions of corporate governance is attached to the report on Corporate Governance.

21. NUMBER OF MEETINGS OF THE BOARD

Seven meetings of the Board of Directors of the Company were held during the year. For detail of the meetings, please refer to the Corporate Governance Report, which forms part of this Report.

22. CODE OF CONDUCT FOR DIRECTORS AND SENIOR MANAGEMENT

The Directors and members of Senior Management have affirmed compliance with the Code of Conduct for Directors and Senior Management of the Company. A declaration to this effect has been signed by Mr. S.P. Bharat Jain Tatia, the Managing Director of the Company and forms part of the Annual Report and the website of the Company at www.ashramonline.in

23. VIGIL MECHANISM

The Company has established a vigil mechanism for Directors and employees to report their genuine concerns. For details, please refer to the Corporate Governance Report attached to this Report and the website of the Company at www.ashramonline.in

24. CORPORATE SOCIAL RESPONSIBILITY

The provisions of Companies Act, 2013 regarding Corporate Social Responsibility are not attracted to the company as per the act and no committee is required to be form.

25. DIRECTORS' RESPONSIBILITY STATEMENT

To the best of their knowledge and belief and according to the information and explanations obtained by them, your Directors make the following statements in terms of Section 134(3)(c) of the Companies Act, 2013:

- a. that in the preparation of the annual financial statements for the year ended March 31, 2015, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- b. that such accounting policies as mentioned in Notes to the Financial Statements have been selected and applied consistently and judgment and estimates have been made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2015 and of the profit of the Company for the year ended on that date;
- c. that proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d. that the annual financial statements have been prepared on a going concern basis;
- e. That proper internal financial controls were in place and that the financial controls were adequate and were operating effectively.
- f. That systems to ensure compliance with the provisions of all applicable laws were in place and were adequate and operating effectively.

**26. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS-BEFORE
ACKNOWLEDGEMNT IN DIRECTORS REPORT**

There are no significant material orders passed by the Regulators / Courts which would impact the going concern status of the Company and its future operations.

27. ACKNOWLEDGEMENTS

The Board of Directors would like to thank all employees of the Company and also Company's shareholders, auditors, customers and bankers for their continued support.

**On behalf of the Board of Directors
For ASHRAM ONLINE.COM LIMITED**

**Sd/-
SANGITA TATIA
Whole Time Director
Din.No.06932448**

Place: Chennai
Date: 28.8.2015

Annexure-I

FORM NO. AOC -2
((Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2)
of the Companies (Accounts) Rules, 2014.

Form for Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arms length transaction under third proviso thereto.

1. Details of contracts or arrangements or transactions at Arm's length basis.

SL. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	M/s. Tatia Global Vennture Limited
b)	Nature of contracts/arrangements/transaction	Loan Given
c)	Duration of the contracts/arrangements/transaction	Annual
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	Current Account
e)	Date of approval by the Board	-
f)	Amount paid as advances, if any	Rs. 95,21,576/-

ANNEXURE II

**FORM NO. MGT 9
EXTRACT OF ANNUAL RETURN
As on financial year ended on 31.03.2015**

**Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company
(Management & Administration) Rules, 2014.**

I. REGISTRATION & OTHER DETAILS:

1.	CIN	L74999TN1991PLC020764
2.	Registration Date	09/05/1991
3.	Name of the Company	M/s. ASHRAM ONLINE.COM LTD
4.	Category/Sub-category of the Company	Company Limited By Shares / Indian Non Government Company
5.	Address of the Registered office & contact details	#81 B, 2nd Main Road, Ambattur Industrial Estate, Chennai 600 058.Ph: 044 421 38 702, Email.Id: tatia@vsnl.com, Website: www.ashramonline.in
6.	Whether listed company	Yes
7.	Name, Address & contact details of the Registrar & Transfer Agent, if any.	M/s. Purva Sharegistry (India) Pvt. Ltd. Unit no. 9, Shiv Shakti Ind. Estt., J .R. Boricha marg Opp. Kasturba Hospital Lane, Lower Parel (E), Mumbai 400 011 Ph: 91-22-2301 6761 / 8261, Fax: 91-22-2301 2517, Email.Id: busicomp@vsnl.com.

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY (All the business activities contributing 10 % or more of the total turnover of the company shall be stated)

S. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Commercial & Industrial	-	NIL

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

NIL

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

A) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year [As on 31-March-2014]				No. of Shares held at the end of the year [As on 31-March-2015]				% Change during the year
	Physical	Demat	Total	% of Total Shares	Physical	Demat	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/HUF	0	3037600	3037600	25.31	0	3037600	3037600	25.31	0
b) Central Govt	0	0	0	0	0	0	0	0	0
c) State Govt(s)	0	0	0	0	0	0	0	0	0
d) Bodies Corp.	0	0	0	0	0	0	0	0	0
e) Banks / FI	0	0	0	0	0	0	0	0	0
f) Any other	0	0	0	0	0	0	0	0	0
Total shareholding of Promoter (A)	0	3037600	3037600	25.31	0	3037600	3037600	25.31	0
B. Public Shareholding									
1. Institutions	0	0	0	0	0	0	0	0	0
a) Mutual Funds	5800	0	5800	0.05	5800	0	5800	0.05	0
b) Banks / FI	0	0	0	0	0	0	0	0	0
c) Central Govt	0	0	0	0	0	0	0	0	0
d) State Govt(s)	0	0	0	0	0	0	0	0	0
e) Venture Capital Funds	0	0	0	0	0	0	0	0	0
f) Insurance Companies	0	0	0	0	0	0	0	0	0
g) FIs	0	0	0	0	0	0	0	0	0
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
i) Others (specify)	0	0	0	0	0	0	0	0	0
Sub-total (B)(1):-	0	0	0	0	0	0	0	0	0
2. Non-Institutions									
a) Bodies Corp.	1764400	484043	2248443	18.74	1763900	487216	2251116	18.16	-0.58
i) Indian	0	0	0	0	0	0	0	0	0
ii) Overseas	0	0	0	0	0	0	0	0	0
b) Individuals	0	0	0	0	0	0	0	0	0
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	4028740	714110	4742850	39.52	4002740	713940	4716680	39.31	-0.21
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	798100	966974	1765074	14.71	798100	958082	1756182	14.63	-0.08

Category of Shareholders	No. of Shares held at the beginning of the year [As on 31-March-2014]				No. of Shares held at the end of the year [As on 31-March-2015]				% Change during the year
	Physical	Demat	Total	% of Total Shares	Physical	Demat	Total	% of Total Shares	
c) Others (specify)									
Non Resident Indians	140500	700	141200	1.18	140400	1300	141700	1.18	0
Overseas Corporate Bodies	0	0	0	0	0	0	0	0	0
NRN's	0	0	0	0	0	0	0	0	0
Foreign Company	0	0	0	0	0	0	0	0	0
HUF	0	59033	59033	0.49	0	90922	90922	0.76	0.27
Clearing Members	0	0	0	0	0	0	0	0	0
Market Maker	0	0	0	0	0	0	0	0	0
Sub-total (B)(2):-	6737540	2224860	8962400	74.69	6710940	2251460	8962400	74.69	0
Total Public Shareholding (B)=(B)(1)+ (B)(2)	6737540	5262460	12000000	100	6710940	5289060	12000000	100	0
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
Grand Total (A+B+C)	6737540	5262460	12000000	100	6710940	5289060	12000000	100	0.00

B) Shareholding of Promoter

SN	Category of Shareholders	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	Jaijash Tatia	16,75,200	13.96	0	16,75,200	13.96	0	0
2	Chandranantha Tatia	4,51,400	3.76	0	4,51,400	3.76	0	0
3	Bharat Jain Tatia	9,00,400	7.50	0	9,00,400	7.50	0	0
4	Sangita Tatia	10,500	0.09	0	10,500	0.09	0	0
5	S. Pannalal Tatia	100	0.00	0	100	0.00	0	0
	TOTAL	30,37,600	25.31	0	30,37,600	25.31	0	0

C) Change in Promoters' Shareholding (please specify, if there is no change) - NIL

D) Shareholding Pattern of top ten Shareholders: (Other than Directors, Promoters and Holders of GDRs and ADRs):

SN		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	At the beginning of the year				
	Mr. K R Chowdry	3,40,000	2.83		
	At the end of the year	3,40,000	2.83		

SN		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
2	At the beginning of the year				
	Ms. Sapna Parekh	2,03,100	1.69		
	At the end of the year	2,03,100	1.69		

SN		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
3	At the beginning of the year				
	Ms. Shoba Jain	3,38,570	2.82		
	At the end of the year	3,38,570	2.82		

SN		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
4	At the beginning of the year				
	M/s. Reliance Net Ltd	1,61,900	1.35		
	At the end of the year	1,61,900	1.35		

SN		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
5	At the beginning of the year				
	M/s. Gummalapuram Estates Pvt Ltd	5,98,900	4.99		
	At the end of the year	5,98,900	4.99		

SN		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
6	At the beginning of the year				
	M/s. Transmedia Production Pvt Ltd	2,30,049	1.92		
	At the end of the year	2,30,049	1.92		

E) Shareholding of Directors and Key Managerial Personnel:

SN		Shareholding at the beginning of the year		Shareholding at the end of the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	At the beginning of the year				
	S. Pannalal Tatia	100	0	100	0
	Sangita Tatia	10,500	0.09	10,500	0.09
	E. Subbarayan	100	0	100	0
	Jetender	100	0	100	0

SN		Shareholding at the beginning of the year		Shareholding at the end of the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
2	At the beginning of the year				
	Ms. Hemamalini - CFO	100	0	100	0

V) INDEBTEDNESS -Indebtedness of the Company including interest outstanding/accrued but not due for payment. - NIL

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-**A. Remuneration to Managing Director, Whole-time Directors and/or Manager:**

SN	Particulars of Remuneration	Name of MD/WTD/ Manager				Total Amount
		Sangita Tatia - WTD	Managing Director	Manager	Manager	
1.	Gross salary	Rs. 25,000/- per month	Nil	Nil	Nil	Rs. 25,000/- per month
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	Nil	Nil	Nil	Nil	Nil
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	Nil	Nil	Nil	Nil	Nil
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	Nil	Nil	Nil	Nil	Nil
2	Stock Option	Nil	Nil	Nil	Nil	Nil
3	Sweat Equity	Nil	Nil	Nil	Nil	Nil
4	Commission					
	- as % of profit					
	- others, specify...	Nil	Nil	Nil	Nil	Nil
5	Others, please specify- Fee for attending board committee meetings	Rs. 3,000/-	Nil	Nil	Nil	Rs. 3,000/-
	Ceiling as per the Act					

B. Remuneration to other directors

SN	Particulars of Remuneration	Name of the Independent Directors		Total Amount
		E. Subbarayan	Jetender	
1	Independent Directors			
	Fee for attending board committee meetings	Rs. 6,000/-	Rs. 6,000/-	Rs. 12,000/-
	Commission	Nil	Nil	Nil
	Others, please specify	Nil	Nil	Nil
	Total (1)	Rs. 6,000/-	Rs. 6,000/-	Rs. 12,000/-
2	Other Non-Executive Directors	Mr. Pannalal Tatia	NIL	Total Amount
	Fee for attending board committee meetings	Rs. 5,000/-	Nil	Rs. 5,000/-
	Commission	Nil	Nil	Nil
	Others, please specify	Nil	Nil	Nil
	Total (2)	Rs. 5,000/-	Nil	Rs. 5,000/-
	Total (B)=(1+2)	Rs. 11,000	Rs. 6,000/-	Rs.17,000/-

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

SN	Particulars of Remuneration	Name of the Independent Directors	
		Mr. Hemamalini - CFO	Total
1	Gross salary	Rs.10,000/- per month	Rs.10,000/- per month
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	NIL	NIL
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	NIL	NIL
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	NIL	NIL
2	Stock Option	NIL	NIL
3	Sweat Equity	NIL	NIL
4	Commission	NIL	NIL
	- as % of profit	NIL	NIL
	Others, specify...	NIL	NIL
5	Others, please specify	NIL	NIL
	Total	Rs. 10,000/- Per Month	Rs.10,000/- per month

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES: NIL**ANNEXURE III****MANAGEMENT DISCUSSION AND ANALYSIS
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 competitions coupled with changes in the policies of the government are these 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 financial sector in line with the Accounting Standard on Segment Reporting (AS-17). OUTLOOK India is among one of the most observed emerging markets. Implementation of policies and reforms by the Government would help sector grow at faster phase.

FINANCIAL PERFORMANCE

The Company foresees better business prospects in the year 2014.

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 top management and the Audit Committee of the Board review the findings and recommend to the Board improvement on the same.

MATERIAL DEVELOPMENTS IN HUMAN RESOURCE

The company believes, thinks and performs in a manner that is in line with global best of breed practices. Your company attaches significant importance to continuous up gradation of Human resource for achieving higher level of efficiency customer satisfaction and growth.

CAUTIONARY STATEMENT

This report contains forward-looking statements, which may be identified by their use of words like 'plans', 'expects', 'will', 'anticipates', 'believes', 'intends', 'projects', 'estimates' or other words of similar meaning. All statements that address expectations or projections about the future, including, but not limited to statements about the Company's strategy for growth, product development, market position, expenditures, and financial results, are forward-looking statements. Forward-looking statements are based on certain assumptions and expectations of future events. The Company cannot guarantee that these assumptions and expectations are accurate or will be realized. The Company's actual results, performance or achievements could thus differ materially from those projected in any such forward-looking statements. The Company assumes no responsibility to publicly amend, modify or revise any forward-looking statements, on the basis of any subsequent developments, information or events.

ANNEXURE -IV**REPORT ON CORPORATE GOVERNANCE****1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE**

The Company defines Corporate Governance as a systematic process by which companies are directed and controlled to enhance their wealth generating capacity. Since large corporations employ vast quantum of social resources, we believe that the governance process should ensure that these companies are managed in a manner that meets stakeholders' aspirations and social expectations.

The basic objective of corporate governance policies adopted by the company is to attain the highest levels of transparency, accountability and integrity. This objective extends not merely to meet with statutory requirements but also goes beyond them by putting into place procedures and systems, which are in accordance with best practice of governance. Your company believes that good corporate governance enhance the trust and confidence of all the stakeholders. Good practice in corporate behavior helps to enhance and maintain public trust in companies and stock market.

2. Board of Directors**Composition and category of Board of Directors.**

The Board of Directors of the company comprises of Executive Chairman, a Managing Director and two Independent (Non Executive) Directors, including a WOMAN DIRECTOR.

S.no	Name of The Director	Category
1.	Mr. S. Pannalal Jain Tatia	Executive Director / Promoter
2.	Mrs. Sangita Tatia	Whole Time Director / Promoter
3.	Mr. E. Subbarayan	Non Executive / Independent Director
4.	Mr. Jetender	Non Executive / Independent Director

Attendance at the Board Meetings and Annual General Meeting are as under:

During the financial year 2014-2015 - Seven (7) meetings were held on the following dates: 4th April 2014, 30th May 2014, 31st July 2014, 22nd August 2014, 29th September 2014, 31st October 2014, and 29th January 2015.

The Board comprises of two independent directors out of present strength of four directors. Composition, attendance of each director at the Board Meetings and at the last AGM and the number of other directorship, committee memberships are set out below:

S. No.	Name	Category	No. of Board Meetings	Attendance at the Last AGM	Directorship in other Companies	Other Companies Committee's Chairmanships	Other Companies Committee's Memberships
1.	Mr. S. Pannalal Jain Tatia	Whole Time Director / Promoter	6	Yes	16	NIL	2
2.	Mrs. Sangita Tatia	Executive Director / Promoter	3	Yes	NIL	NIL	NIL
3.	Mr. E. Subbarayan	Non Executive / Independent Director	7	Yes	1	3	NIL
4.	Mr. Jetender	Non Executive / Independent Director	7	Yes	2	NIL	NIL

3. Board Committees:

The Company has constituted the following Committees as follows:-

A. Audit Committee**Charter**

The primary object of Audit Committee of the company is to monitor and provide effective supervision of the management's financial reporting process with a view to ensure accurate, timely and proper disclosures and transparency, integrity and quality of financial reporting.

Composition

The company derived immense benefit from the deliberation of audit committee comprising of the following directors of the company:

S.No	Name	Category of Membership
1.	Mr. Jetender	Chairman
2.	Mr. S. Pannalal Jain Tatia	Member
3.	Mr. E. Subbarayan	Member

Chairman is a non-executive Independent director.

The major terms of reference of this committee are as under:

- Reviewing with management, the financial statements before submission of the same to the Board
- Overseeing of company's financial reporting process and disclosures of its financial information.
- Reviewing the adequacy of the internal audit function.
- Recommendation for appointment and fixing remuneration of statutory auditors.
- Reviewing the reports furnished by the statutory auditors and ensuring suitable follow up thereon.

Meeting and Attendance of the Committee

During the financial year five Audit Committee meetings were held on the following dates, 30.05.2014, 31.07.2014, 22.8.2014, 31.10.2014 and 29.01.2015. The terms of reference of the Audit Committee are as per the guidelines set out in the Listing Agreements with the Stock Exchanges.

The attendance of directors at the Audit Committee meetings held during the year 2014-2015 is given below:

S.No	Name	Category of Membership	Meetings held	Meetings attended
1.	Mr. Jetender	Chairman	5	5
2.	Mr. S. Pannalal Jain Tatia	Member	5	4
3.	Mr. E. Subbarayan	Member	5	5

B. Nomination and Remuneration Committee

The Nomination and Remuneration Committee was formed on 22nd August 2014, with the following members:

S.No	Name	Category of Membership	Meetings held	Meetings attended
1.	Mr. Jetender	Chairman	1	1
2.	Mr. S. Pannalal Jain Tatia	Member	1	1
3.	Mr. E. Subbarayan	Member	1	1

Chairman of the Committee is a Non-Executive Independent Director.

Terms of reference

The Nomination and Remuneration Committee specifically looks into the fixation of remuneration of the Key Managerial Personnel and evaluates the appointment of Independent Directors.

FORMULATION OF POLICY FOR SELECTION AND APPOINTMENT OF DIRECTORS AND THEIR REMUNERATION

The Nomination and Remuneration Committee discussed and thereafter decided upon the policy for selection of appointment of directors and their remuneration. The highlights of this policy are available at the company's website at www.ashramonline.in

2. REMUNERATION

The Non Executive Directors shall be entitled to receive remuneration by way of sitting fees for participation in the Board / Committee meetings as detailed hereunder:

- i. A Non Executive Director shall be entitled to receive sitting fees for each meeting of the Board or Committee meeting attended by him/her at his/her discretion of such sum as may be approved by the Board of Directors within the overall limits prescribed under the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014;
- ii. The Independent Directors of the Company shall not be entitled to participate in the Stock Option Scheme of the Company, if any, introduced by the Company.

S.No.	Name of The Director	Salary Perquisites (Rs.)	Sitting Fees (Rs.)	Relationship with Directors
1.	Mr. S. Pannalal Tatia	NIL	5,000/-	Father In Law of Mrs. Sangita Tatia
2.	Mrs. Sangita Tatia	3,00,000 (per Annum)	3,000/-	Daughter In Law of Mr. Pannalal Tatia
3.	Mr. E. Subbarayan	NIL	6,000/-	NIL
4.	Ms. Jetender	NIL	6,000/-	NIL

C. Stakeholders/Investors Grievance and Share Transfer Committee Composition

The Stakeholders/Investors Grievance and Share Transfer Committee meetings held on 31.7.2014, 31.10.2014, and 29.1.2015 with the following members

S.No	Name	Category of Membership	Meetings held	Meetings attended
1.	Mr. E. Subbrayan	Chairman	3	3
3.	Mr. Jetender	Member	3	3

Chairman of the Committee is a non-executive independent director.

Terms of reference

The shareholders/investor grievances committee specifically looks into redressing of shareholder's and investor's complaints such as transfer of shares, non-receipt of shares, non-receipt of declared dividend, conversion of shares and to ensure expeditious share transfers.

Meeting and Attendance of the Committee

The Committee oversees the performance of share transfer and recommends measures to improve the shareholders/investors service. The said committee met three (3) times during the financial year 2014-15. The Managing Director is the compliance officer.

Shareholders queries received and replied in 2014-15

During the financial year 2014-15, Thirteen (13) complaints were received from shareholders and were replied / redressed to the satisfaction of the investors. There are no complaints pending as on date of this report. There were no share transfers pending registration as at 31st March 2015

D. Auditors Certificate on Corporate Governance

A certificate obtained from the Auditors of the company on the Compliance of Corporate Governance is enclosed.

Meeting and Attendance of the Committee

The Committee oversees the performance of the key managerial personnel of the company. The said committee met once on 9.10.2014 to evaluate the performance of Independent Directors of the company in order to comply with the SEBI Directives and the Listing Agreement, during the financial year 2015-16.

S.No	Name	Category of Membership	Meetings held	Meetings attended
1.	Mr. E. Subbarayan	Independent Director	1	1
2	Mr. Jetender	Independent Director	1	1

INDEPENDENT DIRECTORS' DECLARATION

Mr. E. Subbarayan & Mr. Jetender who are Independent Directors, have submitted a declaration that each of them meets the criteria of independence as provided in Sub-Section (6) of Section 149 of the Act and revised Clause 49 of the Listing Agreements. Further, there has been no change in the circumstances which may affect their status as independent director during the year.

PERFORMANCE EVALUATION OF BOARD, COMMITTEE AND DIRECTORS

Pursuant to the provisions of the Companies Act, 2013, the Board has carried out an annual performance evaluation of its own performance, the directors individually as well as the evaluation of the working of the Audit and Nomination & Remuneration Committees and the same was based on questionnaire and feedback from all the Directors on the Board as a whole, Committees and self-evaluation.

A structured questionnaire was prepared after taking into consideration inputs received from the Directors, covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance. A separate exercise was carried out to evaluate the performance of individual Directors including the Chairman of the Board, who were evaluated on parameters such as level of engagement and contribution, independence of judgement, safeguarding the interests of the Company and its minority shareholders etc.

PREVENTION OF INSIDER TRADING

The Company has adopted a Code of Conduct for Prevention of Insider trading with a view to regulate trading in securities by the Directors and designated employees of the Company. The required information is available at the company's Website at www.ashramonline.in

DISCLOSURES

The company has always ensured fair code of conduct and maintained transparency. There were no instances of non-compliance by the company, penalties, 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.

In accordance with requirement of Companies Act as well as listing agreement a vigil mechanism has been adopted by the board of directors and accordingly a whistle blower policy has been formulated with a view to provide a mechanism for employees of the company to approach Chairman of the Audit Committee of the Company to report any grievance. A link to such policy is also provided in the website of the company. Compliances, rules & regulations as laid down by various statutory authorities has always been observed by the company since such change over both in letter as well as in spirit. The Board has obtained certificates/disclosures from key management personnel confirming they do not have any material financial and commercial interest in transactions with the company at large.

COMPLIANCE WITH ACCOUNTING STANDARDS

In the preparation of the financial statements, the Company has followed the Accounting Standards notified pursuant to Companies(Accounting Standards) Rules, 2006 (as amended) and the relevant provision of the Companies Act, 1956 read with General Circular 8/2014 dated April 04, 2014, issued by the Ministry of Corporate Affairs. The significant accounting policies which are consistently applied have been set out in the Notes to the Financial Statements.

4. General Body Meetings

The particulars of Annual General Meeting held during the last three years are as under:

Year	Location	Date	Time
2011-12	Samudaya Koodam Hall, Moraianjal, Chennai-600 055.	27/09/2012	9.00 A.M.
2012-13	Samudaya Koodam Hall, Morai, Chennai-600 055.	30/09/2013	9.00 A.M.
2013-14	Samudaya Nala Koodam, Vallanur, Chennai 600 062	29/09/2014	9.30 A.M.

Postal Ballot

Authorization to Board of Directors to invest funds of the Company as specified under Section 186 of the Companies Act, 2013 was passed through Postal Ballot in the last AGM.

5. MEANS OF COMMUNICATION

The annual, half-yearly and quarterly results are regularly submitted to the Bombay stock exchange in accordance with the listing agreement and are published in Trinity Mirror (English) and Makkal Kural (Tamil) newspapers.

6. VIGIL MECHANISM / WHISTLE BLOWER POLICY

In order to ensure that the activities of the Company and its employees are conducted in a fair and transparent manner by adoption of highest standards of professionalism, honesty, integrity and ethical behaviour, the company proposes to adopt a vigil mechanism policy during the financial year 2015-16.

7. RELATED PARTY TRANSACTIONS

There were no contracts or arrangements entered into by the company in accordance with provisions of section 188 of the Companies Act, 2013. However, there were material related party transactions in terms of clause 49 of the listing agreement. All material related party transactions that were entered into during the financial year were on an arm's length basis and were in the ordinary course of business. There are no materially significant related party transactions made by the Company with Promoters, Directors, Key Managerial Personnel or other designated persons which may have a potential conflict with the interest of the Company at large.

All Related Party Transactions are placed before the Audit Committee as also the Board for approval. None of the Directors has any pecuniary relationships or transactions vis-à-vis the Company.

8. GENERAL SHAREHOLDERS INFORMATION

ANNUAL GENERAL MEETING

The 24th Annual General Meeting of the Company will be held on Tuesday, 29th September, 2015 at 9.00 A.M. at Samudaya Nala Koodam, Vallanur ,Ambattur ,Chennai - 600 062.

Financial calendar for the year 2015-2016 (Provisional)

1.	Results for the 1st Quarter Ending 30th June, 2015	4th Week of July, 2015
2.	Results for the 2nd Quarter Ending 30th September, 2015	4th Week of October, 2015
3.	Results for the 3rd Quarter Ending 31st December, 2015	4th Week of January, 2016
4.	Results for the 4th Quarter Ending 31st March, 2015	4th Week of May, 2016
5.	Annual General Meeting for the Year Ending 31st March 2016	4th Week of September, 2016

LISTING ON THE STOCK EXCHANGES

The Equity shares of the Company are listed on the Bombay Stock Exchange. The Company has paid annual listing fees to the respective stock exchange.

BSE Stock Code: 526187

ISIN NO: INE293C01019

Market price data

High/Low during each month in last financial year at the Bombay Stock Exchange

Month	Share Prices (Rs.)	
	High	Low
Apr-14	2.95	2.30
May-14	2.34	1.67
Jun-14	2.00	1.59
Jul-14	2.31	2.10
Aug-14	2.29	2.09
Sep-14	2.20	2.00
Oct-14	-	-
Nov-14	-	-
Dec-14	2.42	2.31
Jan-15	2.66	2.54
Feb-15	4.69	2.53
March-15	4.46	4.24

Registrar and transfer agents

M/s. PURVA SHAREGISTRY (INDIA) PVT LTD

No.9, Shiv Shakti Ind. Estate.

J.R.Boricha Marg, Lower Parel(E), Mumbai 400 011

Tel: 022-2301 8261/022-2301 6761, Fax: 022 -2301 2517

E-mail: purvashr@mtnl.net.in / busicomp@vsnl.com

Address for communication

M/s. Ashram Online.com Ltd

#81B, 2nd Main Road, Ambattur Industrial Estate, Chennai 600 058.

Tel: 044 42138702, Fax. 044 430 84 750, Email ID: tatia@vsnl.com, Website: www.ashramonline.in

Share Transfer System

Presently the share transfer documents, which are received by the Company, are processed, approved and kept ready for dispatch within 15 days from the date of the receipt.

Distribution of shareholding as on 31st March 2015

Slab of shareholdings	Share holders	%	Shares	%
Upto 5000	17425	91.74	27079460	22.57
5001-10000	873	4.60	7079190	5.90
10001-20000	393	2.07	6096640	5.08
20001-30000	99	0.52	2497420	2.08
30001-40000	49	0.26	1726030	1.44
40001-50000	33	0.17	1497010	1.25
50001-100000	58	0.31	4202960	3.50
Above 100000	63	0.33	69821290	58.18
Total	18993	100	120000000	100

Shareholding pattern as on 31st March 2015

Categories	Number of shares	%
Promoters, Directors, relatives and associates	3037600	25.31
Mutual Funds	5800	0.05
FII's	0.00	0.00
Private Corporate Bodies	2251116	18.76
Indian Public	6472862	53.94
HUF	51430	0.51
NRI's/OCB's	0.00	0.00
Clearing Members	0.00	0.00
Market Maker	0.00	0.00
Total	12000000	100.00

Dematerialisation of shares

The equity shares of the company has been admitted for dematerialization with NSDL and CDSL, 44.07% of the company's paid up Equity share capital has been dematerialized up to March, 31, 2015.

E-mail ID of Investor Grievance Redressal Cell

E-mail ID: tatia@vsnl.com

10. Non-Mandatory Requirements

a. Chairman of the Board: The Company maintains the office of the Chairman at its Corporate Office/Registered Office.

b. The Board has duly constituted a Remuneration Committee under the Chairmanship of Mr. Jetender, which determines the remuneration package for Executive Directors.

- c. Shareholder Rights: The quarterly financial results are regularly submitted to the stock exchanges.
- d. Audit qualifications: The company has unqualified financial statements.
- e. Training of Board members: Periodical meetings are held with skilled consultancy agencies for the Board members to apprise them of recent developments and existing laws and practices
- f. Mechanism of evaluating Non-executive directors: Same as above.
- g. Whistle Blower Policy: The Company has a Whistle blower Policy.

DECLARATION

As provided under Clause 49 of the Listing agreement with the Stock Exchanges, this is to confirm that all the members of the board and the senior Management have affirmed compliance with the Code of conduct for the year ended 31st March, 2015

**By Order of the Board
FOR ASHRAM ONLINE.COM LIMITED
Sd/-
SANGITA TATIA
WHOLE TIME DIRECTOR
DIN.NO. 06932448**

Place: Chennai
Date: 28.8.2015

AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE

I have examined the compliance of Corporate Governance by M/s. Ashram Online.com Ltd for the year ended on 31st March 2015, as stipulated in Clause 49 of the Listing Agreement of the said Company with stock exchange (s).

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 us, I certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned Listing Agreement.

On the basis of information and explanation given to me and as per the records maintained by the Company, I state that no investor grievances is pending for a period exceeding one month against the Company.

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

For M/s K.SUBRAMANYAM & CO.
Chartered Accountants,
(Firm Registration Number - 004146S)
Sd/-
K.SUBRAMANYAM
PROPRIETOR
(Membership Number - 023663)

Place: Chennai
Date: 30th May, 2015

CFO CERTIFICATION

The Board of Directors
M/s. ASHRAM ONLINE.COM LTD
CHENNAI

I, **Ms. HEMAMALINI**, Chief Finance Officer of **M/s. ASHRAM ONLINE.COM LIMITED**, on the basis of the review of the financial statements and cash flow statement for the year ended 31st March, 2015 and to the best of our knowledge and belief, hereby certify that:

1. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading.
2. These statements together present a true and fair view of the company's affairs and are in compliance with existing Accounting Standards, applicable laws and regulations.
3. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year ended 31st March 2015 are fraudulent, illegal or violative of the Company's code of conduct.
4. I accept responsibility for establishing and maintaining internal controls for financial reporting, I have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, those deficiencies in the design or operation of such internal controls of which I am aware and the steps I have taken or purpose to take to rectify these deficiencies.
5. I have indicated to the Auditors and the Audit Committee:
 - There have been no significant changes in internal control over financial reporting during the year covered by this report.
 - There have been no significant changes in accounting policies during the year and the same have been disclosed in the notes to the financial statements.

FOR ASHRAM ONLINE.COM LIMITED
HEMAMALINI
CHIEF FINANCIAL OFFICER

Place: Chennai
Date: 30th May 2015

ANNEXURE - VI
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31.03.2015
[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies
(Appointment and Remuneration Personnel) Rules, 2014]

To the Members

ASHRAM ONLINE COM LIMITED
NEW NO.81, B (OLD NO-31B)
SECOND MAIN ROAD,
AMBATTUR INDUSTRIAL ESTATE,
CHENNAI - 600058

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by ASHRAM ONLINE COM LIMITED (hereinafter called the company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31st March, 2015, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by ASHRAM ONLINE COM LIMITED ("the Company") for the financial year ended on 31st March, 2015 according to the provisions as applicable to the Company during the period of audit:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under to the extent of Regulation 55A;
- (iv) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - (d) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client to the extent of securities issued;
 - (e) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009
 - (f) The Listing Agreements entered into by the Company with the Stock Exchanges, where the equity shares of the Company are listed
 - (g) Secretarial Standards issued by the Institute of Company Secretaries of India (Not Applicable for the Audit Period)
- (v) There under laws/ Regulations (as amended from time to time), as informed and certified by the management of the Company which are specifically applicable to the Company based on their sector/industry like

- ▶ Non-Banking Finance Companies Act, 2008.

(vi) It is reported that during the period under review, the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards etc except the following.

- ▶ Company is in the process of appointing a Whole-time Company Secretary in employment and the company has also taken steps by advertising its vacancy in the leading newspapers.

We further report that there were no actions/events in the pursuance of

- (a) The Securities and Exchange Board of India (Share Based employee Benefits) Regulations, 2014
- (b) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998
- (c) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (d) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of External Commercial Borrowings;

requiring compliance thereof by the Company during the Financial Year under review.

We further report that, based on the information provided by the Company, its officers and authorized representatives during the conduct of the audit, and also on the review of quarterly compliance reports by respective department heads / company secretary / CFO taken on record by the Board of Directors of the Company, in our opinion, adequate systems and processes and control mechanism exist in the Company to monitor and ensure compliance with applicable other general laws including Human Resources and labour laws.

We further report, that the compliance by the Company of applicable financial laws, like direct and indirect tax laws, has not been reviewed in this Audit since the same have been subject to review by statutory financial auditor and other designated professionals.

We further report that:

The Board of Directors of the Company is generally well constituted with proper balance of Executive Directors, Non-Executive Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were delivered and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions at Board Meetings and Committee Meetings are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.

We further report that during the audit period, no events, other than the following, have occurred during the year, which have a major bearing on the Company's affairs.

- Adoption of new set of Articles of Association (AOA).
- The Company is in the process of amending the Memorandum of Association (MOA) to suit their present operation and also in the process of applying under CIC.
- Delisted of Madras Stock Exchange (MSE) is due to the closure of MSE as per the SEBI guidelines.
- Authorization to Board of Directors to invest funds of the Company as specified under Section 186 of the Companies Act, 2013 was passed through Postal Ballot in the last AGM.

For LAKSHMMI SUBRAMANIAN & ASSOCIATES

Sd/-

P.S. SRINIVASAN
ASSOCIATE Partner
C.P.NO. 3122

Place: CHENNAI

Date: 28-08-2015

Note: This report is to be read with our letter of even date which is annexed as Annexure A and form forms an integral part of this report.

ANNEXURE - A

**ASHRAM ONLINE COM LIMITED
NEW NO81, B (OLD NO-31B)
SECOND MAIN ROAD,
AMBATTUR INDUSTRIAL ESTATE,
Chennai - 600058**

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on the random test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on random test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For LAKSHMMI SUBRAMANIAN & ASSOCIATES

Sd/-

**P.S. SRINIVASAN
ASSOCIATE Partner
C.P.NO. 3122**

**Place: Chennai
Date: 28-08-2015**

Independent Auditor's Report

TO THE MEMBERS OF M/s. ASHRAM ONLINE.COM LTD

REPORT ON THE STANDALONE FINANCIAL STATEMENTS

I have audited the accompanying standalone financial statements of M/s. ASHRAM ONLINE.COM LTD ("the Company"), which comprise the Balance Sheet as at 31st March, 2015, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

MANAGEMENT'S RESPONSIBILITY FOR THE STANDALONE FINANCIAL STATEMENTS

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

AUDITOR'S RESPONSIBILITY

My responsibility is to express an opinion on these standalone financial statements based on my audit.

I have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

I conducted my audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that I comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

I believe that the audit evidence I have obtained is sufficient and appropriate to provide a basis for my audit opinion on the standalone financial statements.

OPINION

In my opinion and to the best of my information and according to the explanations given to me, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true

and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2015, and its profit/loss and its cash flows for the year ended on that date.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

As required by Section 143 (3) of the Act, I report that:

- (a) I have sought and obtained all the information and explanations which to the best of my knowledge and belief were necessary for the purposes of my audit.
- (b) In my opinion, proper books of account as required by law have been kept by the Company so far as it appears from my examination of those books.
- (c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- (d) In my opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- (e) On the basis of the written representations received from the directors as on 31st March, 2015 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2015 from being appointed as a director in terms of Section 164 (2) of the Act.

**For K SUBRAMANYAM & CO
CHARTERED ACCOUNTANTS
(Firm's Registration No. 004146S)**

**Sd/
(K SUBRAMANYAM)
(PROPRIETOR)
(Membership No.023663)**

**Place: Chennai
Date: 30/05/2015**

ANNEXURE TO THE AUDITORS' REPORT**ANNEXURE REFERRED TO IN PARAGARAPH REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS OF OUR REPORT OF EVEN DATE**
RE: M/s. ASHRAM ONLINE.COM LTD**1. In respect of its fixed assets:**

(a) The company has maintained proper records showing full particulars, including quantitative details & 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.

2. In respect of its inventories:

There are no inventories in the Company during the year.

3. In my opinion, the Company has not granted any loan, secured or unsecured to companies firms or other parties covered in the register maintained under section 189 of the Companies Act, 2013. The details are as under:-

Name of the Company	Interest Amount Rs.	Closing Balance Rs.
M/s. Tatia Global Vennture Ltd	7,26,126/-	95,21,576/-

4. 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.
5. The company has not accepted any deposits from the public during the period under review.
6. I have been informed by the management that the Central Government has not prescribed maintenance of cost records by the Company.

7. In Respect of Statutory Dues:

- a. 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 yearend for a period of more than six months from the date they became payable.
- b. According to the records of the company, there are no dues of sales tax, Income Tax, customs Duty, Wealth Tax, Excise Duty and Cess which have not been deposited on account of any dispute excepting the following:

Financial Period to which the amount relates to	Act	Nature of Dues	Forum Where Dispute is Pending	Amount Rs. In Lakhs
1994-95 & 95 - 96	Income Tax Act	Income Tax	Madras High Court	169.39
1994-95,95-96 & 96-97	Income Tax Act	TDS	Madras High Court	24.22

- c. According to the information and explanations given to us, there are no amounts required to be transferred to investor education and protection fund in accordance with the relevant provisions of the Companies Act 1956 (1 of 1956) and rules made there under.
8. At the end of the accounting year, the accumulated loss of the company is not less than fifty percent of its net worth. The company has made cash loss during the period covered by our audit and also in the immediately preceding financial period.
9. Based on our audit procedures and on the information and explanations given by management, we are of the opinion that the company has not defaulted in repayment of the dues to financial institutions or bank or debenture holders.
10. 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.
11. The company has not received any new term loan during the year under review.
12. According to the information and explanation given to me, no fraud on or by the company has been noticed or reported during the year.

FOR K SUBRAMANYAM & Co.,
Chartered Accountants.,

Sd/-
K Subramanyam
Proprietor
MemberShip No. 023663
Firm Regn.No. 004146S

Place: Chennai
Dated: 30|05|2015

M/s. ASHRAM ONLINE.COM LTD
Balance Sheet as at 31st March, 2015

Particulars	Note No	Figures for the current reporting period 31 03 2015	Figures for the previous reporting period 31 03 2014
I. EQUITY AND LIABILITIES		Rs.	Rs.
(1) Shareholders' Funds			
(a) Share Capital	1	119,509,000	119,509,000
(b) Reserves and Surplus	2	(3,731,601)	(3,430,743)
(c) Money received against share warrants		-	-
(2) Share application money pending allotment			
(3) Non-Current Liabilities			
(a) Long-term borrowings		-	-
(b) Deferred tax liabilities (Net)		6,673	6,673
(c) Other Long term liabilities	3	1,187,724	3,774,018
(d) Long-term provisions		-	-
(4) Current Liabilities			
(a) Short-term borrowings		-	-
(b) Trade payables	4	1,172,668	1,160,000
(c) Other current liabilities		-	-
(d) Short-term provisions	5	15,000	30,000
Total		<u>118,159,464</u>	<u>121,048,948</u>
II. Assets			
(1) Non-current assets			
(a) Fixed assets			
(i) Tangible assets	6	-	51,534
(ii) Intangible assets		-	-
(iii) Capital work-in-progress		-	-
(iv) Intangible assets under development		-	-
(b) Non-current investments	7	9,527,000	9,527,000
(c) Deferred tax assets (net) -			
(d) Long term loans and advances	8	65,644,888	63,837,620
(e) Other non-current assets		1,582,730	3,165,445
(2) Current assets			
(a) Current investments		-	-
(b) Inventories		-	-
(c) Trade receivables	9	38,916,408	42,469,828
(d) Cash and cash equivalents	10	540,173	189,032
(e) Short-term loans and advances		-	-
(f) Other current assets	11	1,948,264	1,808,488
Total		<u>118,159,464</u>	<u>121,048,947</u>

Notes Annexed to Forming Part of Accounts

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As per my report of even date

for and on behalf of M/s. ASHRAM ONLINE.COM LTD

FOR K SUBRAMANYAM & Co.,
Chartered Accountants.,

Sd/-

S/d-

S/d-

SANGITA TATIA
Whole Time Director
DIN.No. 06932448PANNALAL TATIA
Executive Director
DIN.No. 01208913HEMAMALINI
Chief Financial Officer

Sd/-

K Subramanyam
Proprietor
MemberShip No. 023663
Firm Regn.No. 004146S

Place: Chennai

Dated: 30|05|2015

M/s. ASHRAM ONLINE.COM LTD

Profit and Loss statement for the year ended 31|03|2015

Particulars	Note No	Figures for the	Figures for the
		current reporting period 31 03 2015	previous reporting period 31 03 2014
		Rs.	Rs.
I. Revenue from operations	12	3,026,220	2,510,640
Total Revenue		3,026,220	2,510,640
II. Expenses:			
Cost of materials consumed		-	-
Purchase of Stock-in-Trade		-	-
Changes in inventories of finished goods, work-in-progress and Stockin-Trade		-	-
Employee benefit expense	13	419,146	125,119
Financial costs	14	56	112
Depreciation and amortization expense	15	1,582,716	1,591,388
Other expenses	16	1,325,160	775,536
Total Expenses		3,327,078	2,492,154
III. Profit before exceptional and extraordinary items and tax (II - III)		(300,858)	18,486
IV. Exceptional Items		-	-
V. Profit before extraordinary items and tax (IV - V)		(300,858)	18,486
VI. Extraordinary Items		-	-
VII. Profit before tax (VI - VII)		(300,858)	18,486
VIII. Tax expense:			
(1) Current tax		-	-
(2) Short Provision for Previous year		-	-
(3) Deferred tax		-	-
IX. Profit/(Loss) from the period from continuing operations (VI - VII)		(300,858)	18,486
X. Profit/(Loss) from discontinuing operations		-	-
XI. Tax expense of discounting operations		-	-
XII. Profit/(Loss) from Discontinuing operations (XI - XII)		-	-
XIII. Statutory Reserves		-	-
XIV. Profit/(Loss) for the period (X + XIII)		(300,858)	18,486
XV Earning per equity share:			
(1) Basic		(0.03)	0.00
(2) Diluted		(0.03)	0.00

As per my report of even date

FOR K SUBRAMANYAM & Co.,
Chartered Accountants.,Sd/-
K Subramanyam
Proprietor
MemberShip No. 023663
Firm Regn.No. 004146SPlace: Chennai
Dated: 30|05|2015

for and on behalf of M/s. ASHRAM ONLINE.COM LTD

Sd/-	S/d-	S/d-
SANGITA TATIA	PANNALAL TATIA	HEMAMALINI
Whole Time Director	Executive Director	Chief Financial Officer
DIN.No. 06932448	DIN.No. 01208913	

M/s. ASHRAM ONLINE.COM LTD

CASH FLOW STATEMENT ANNEXED TO THE BALANCE SHEET FOR THE YEAR ENDED 31|03|2015

	31 03 2015	31 03 2014
A. CASH FLOW FROM OPERATING ACTIVITIES	Rs.	Rs.
Net Profit before tax and extraordinary items	(300,858)	18,485
Adjustments for :		
Add : Miscellaneous Expenditure w/off	-	-
Add : Depreciation	1,582,716	1,591,388
Add : Tax provision	-	-
Interest Income	3,019,771	2,510,640
Less; Defered tax Adjustments	-	-
Less: Statutory Provision	-	-
Less : Misc. Expenses during the year	-	-
	<u>(1,737,913)</u>	<u>(900,767)</u>
Operating Profit before working Capital Changes		
Adjustments for		
Less : Increase in Current Assets	-	678,486
Add : Increase in current Liabilities	-	1,271,142
Add : Decrease in Current Assets	1,606,435	-
Less : Decrease in current Liabilities	2,588,686	-
Cash Flow From Operating activities	(A) <u>(2,720,164)</u>	<u>(2,850,395)</u>
B. CASH FLOW FROM INVESTING ACTIVITIES		
Sale of Fixed Assets	51,534	-
Interest Income	3,019,771	2,510,640
Cash Flow From Investment Activities	(B) <u>3,071,305</u>	<u>2,510,640</u>
C. CASH FLOW FROM FINANCE ACTIVITIES		
Cash Flow From finance Activities	(C) -	-
Increase / (Decrease) in cash and cash equivalent (A+B+C)	<u>351,141</u>	<u>(339,755)</u>
Cash and cash Equivalents as on 31.03.2014	189,032	528,787
Cash and cash Equivalents as on 31.03.2015	540,173	189,032
Net Increase/(Decrease) in Cash Balances	<u>351,141</u>	<u>(339,755)</u>

I have examined the above Cash Flow Statement of M/s. Ashram Online.com Ltd for the year ended March 31st 2015. The statement has been prepared by the company in accordance with the requirements of AS-3 and is based on and derived from and where applicable, and is in agreement with the profit and Loss a/c and Balance sheet of the company covered by my report dated 30th May 2015 to the members of the company.

FOR K SUBRAMANYAM & Co.,
Chartered Accountants.,

Sd/-
K Subramanyam
Proprietor
Membership No. 023663
Firm Regn.No. 004146S

Place: Chennai
Dated: 30|05|2015

Note Schedules forming Part of Accounts No.	No.of Shares	Figures for the		
		current reporting period	previous reporting period	
		31 03 2015	31 03 2014	
		Rs.	Rs.	
1 Share Capital				
Equity Share Capital				
AUTHORISED CAPITAL				
Equity shares of Rs. 10/- each voting rights	12,000,000	120,000,000	120,000,000	
ISSUED, SUBSCRIBED AND CALLED UP				
Equity Shares of Rs.10/-each	12,000,000	120,000,000	120,000,000	
PAID UP CAPITAL				
Equity Shares of Rs. 10/- (Fully Paid)	12,000,000	120,000,000	120,000,000	
Less: Calls in Arrears (From Directors - Nil)		491,000	491,000	
Total		119,509,000	119,509,000	
A Reconciliation of share outstanding at the begning and at the end of the reporting period				
Particulars	No.of shares	Rs.	No.of shares	Rs.
At the Beginning of the Period	12,000,000	120,000,000	12,000,000	120,000,000
Outstanding at the end of the Period	12,000,000	120,000,000	12,000,000	120,000,000
B Details of Share Holders Holding More Than 5% of the Company	No.of Shares	%	No.of Shares	%
	31.3.2015		31.3.2014	
1 Jaijash Tatia	1,675,200	13.96	1,675,200	13.96
2 Bharat Tatia	900,400	7.50	900,400	7.50
Total	2,575,600	21.46	2,575,600	21.46
2 Reserves and Surplus			Rs.	Rs.
General Reserve				
Profit & Loss Account (opening blance)		(3,430,743)	(3,449,228)	
Add/Less: Profit/Loss for the current year		(300,858)	18,485	
Less: Allocations / Appropriations		-	-	
Total		(3,731,601)	(3,430,743)	
3 Non - Current Liabilities				
(C) Other Long Term Libalities				
Secured				
Other Long Term Liabilities		-	-	
Unsecured				
Provision For Liabilities		1,167,724	1,167,724	
Salary Payable		20,000	10,000	
Other non Current Liabilities		-	2,596,294	
Total		1,187,724	3,774,018	

Note Schedules forming Part of Accounts No.	Figures for the current reporting period	Figures for the previous reporting period
	31 03 2015 Rs.	31 03 2014 Rs.
4 Current Liabilities		
Trade Payables		
Secured	-	-
Unsecured	1,172,668	1,160,000
Total	1,172,668	1,160,000
5 Short-term provisions		
Audit fees	15,000	30,000
Total	15,000	30,000
6 Tangible Assets		
Land/ Building/ Plant & Equipment/ Furniture & fixtures/ Vehicles/ Office Equipment/ Others (individually)		
Gross Block:		
Opening Balance	328,907	3,582,622
Add: acquisition through business combination	-	-
Other Adjustments	-	-
Sub total	3,582,622	3,582,622
Less: Disposals	51,534	-
Gross Block at year end (a)	3,531,088	3,582,622
Less: Depreciation		
Opening Depreciation	3,531,088	3,522,416
Depreciation for the year	-	8,672
Total accumulated depreciation (b)	3,531,088	3,531,088
Net carrying value (a) - (b)	-	51,534
Total	-	51,534
7 INVESTMENTS		
QUOTED EQUITY SHARES		
M/s. Kreon Financial Services Ltd (9,52,700 Equity Shares of Rs. 10/- each fully paid) Market Value Rs. 1,57,19,550/-	9,527,000	9,527,000
Total	9,527,000	9,527,000
8 Long Term Loans and Advances		
Unsecured considered good		
Loans and advances to related parties	-	-
Other loans and advances (Considered Good)	65,644,888	63,837,620
Total	65,644,888	63,837,620
9 Trade receivables		
Unsecured (Considered Good)	38,916,408	42,469,828
Total	38,916,408	42,469,828

Note Schedules forming Part of Accounts No.	Figures for the	Figures for the
	current reporting period	previous reporting period
	31 03 2015	31 03 2014
	Rs.	Rs.
10 Cash and cash equivalents		
Balances with banks:		
HDFC Bank Ltd	32,137	57,910
SBT Commercial Branch	-	-
Cash on hand	508,036	131,122
Total	540,173	189,032
11 Other Current Assets		
TDS Receivables	289,969	222,835
Salary Advance	500	2,500
Income Tax Refundable	1,657,795	1,583,153
Total	1,948,264	1,808,488
12 Revenue from Operations (for companies other than a finance company)		
Interest Receipts	3,019,771	2,508,999
Other Income	6,449	1,641
Total	3,026,220	2,510,640
13 Employee Benefits Expense		
Salaries and wages	416,528	125,119
Staff welfare expenses	2,618	-
Total	419,146	125,119
14 Finance Costs		
Interest expenses	-	-
Bank commission /Charges	56	112
Total	56	112
15 Depreciation and Amortisation of Expenses		
Depreciation of Tangible Assets	-	8,672
Amortisation of Deferred Revenue Expenses	1,582,716	1,582,716
Total	1,582,716	1,591,388
16 Other Expenses		
Advertisement	19,241	15,472
Audit Fees	15,000	15,000
Filing Fees	14,215	1,605
General Expenses	50,400	4,840
Income Tax	429,642	307,740
Listing fees	112,360	45,224
Postage & Courier	310,213	141,609
Printing & Stationary	112,126	114,100
Professional Fees	88,944	4,790
Processing Fees	159,174	110,548
Telephone Charges	13,845	14,608
Total	1,325,160	775,536

Note 17

SIGNIFICANT ACCOUNTING POLICIES AND NOTES FORMING PART OF THE ACCOUNTS AS AT 31ST MARCH 2015

BRIEF DESCRIPTION OF THE COMPANY AND ITS BUSINESS

M/s. ASHRAM ONLINE.COM LTD was incorporated in India, and is engaged primarily into financing activities along with investing in to long term and short term projects, securities, debts related instruments etc.

A. BASIS OF PREPARATION OF FINANCIAL STATEMENTS

1. The financial statements have been prepared under the historical cost convention in accordance with the generally accepted accounting principles and the provisions as specified under section 133 of the Companies Act, 2013 read with rule 7 of the companies (Accounts) Rules, 2014 and other relevant provisions of the Companies Act 2013 and/or Companies Act, 1956 as applicable.
2. Method of Accounting - The Company maintains its accounts under mercantile basis of accounting.
3. The Accounting Standards recommended by The Institute of Chartered Accountants of India have been followed wherever applicable to the Company.
4. **Use of Estimates :-** The preparation of the financial statements in conformity with Indian GAAP requires the Management to make estimates and assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities) and the reported income

B. REVENUE RECOGNITION

1. Interest Income are recognized on the date which they have become due or up on receipt whichever is earlier. The Interest income is recognized on gross basis.
2. In respect of other incomes, accrual system of accounting is followed.

C. FIXED ASSETS, DEPRECIATION & IMPAIRMENT

There are no fixed assets in the year.

D. VALUATION OF CLOSING STOCK

The company does not hold any inventories during the year under review and hence the valuation is dispensed with.

E. INVESTMENTS & DEPOSITS

Investments/Deposits are classified as long-term wherever applicable and are shown and valued at cost, there are no current investments in the company.

F. RETIREMENT BENEFITS

Contribution of Provident fund, Gratuity and Leave encashment benefits wherever applicable is being accounted on actual liability basis.

G. FOREIGN CURRENCY TRANSACTION

There are no reportable Foreign Currency related transaction in the company during the year under review.

H. TAX ON INCOME

a. Tax on income for the current period is determined on the basis of Taxable Income computed in accordance with the provisions of the Income Tax Act 1961.

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).

F. 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 -0.03/- (Basic & Diluted) as compared to the previous year of Rs.0.00/- (Basic & Diluted).

Schedules forming Part of Accounts		
Earnings Per Share		
The Following reflects the profit and share data used in the basic and diluted EPS Computations		
	31 03 2015	31 03 2014
	Rs.	Rs.
Total Operation for the year		
Profit / (Loss) after tax	(300,858)	18,486
Less Dividends on convertible preference shares and tax thereon	-	-
Net Profit/ (Loss) for calculation of basic EPS	(300,858)	18,486
Net Profit/ (Loss) as above	(300,858)	18,486
Add : Dividends on convertible preference shares & tax thereon	-	-
Add : Interest on bonds convertible into equity shares (net of tax)	-	-
Net Profit/ (Loss) for calculation of diluted EPS	(300,858)	18,486
Continuing Operations		
Profit / (Loss) after tax	(300,858)	18,486
Less Dividends on convertible preference shares and tax thereon	-	-
Net Profit for calculation of basic EPS	(300,858)	18,486
Net Profit as above	(300,858)	18,486
Add : Dividends on convertible preference shares & tax thereon	-	-
Add : Interest on bonds convertible into equity shares (net of tax)	-	-
Net Profit/ (Loss) for calculation of diluted EPS	(300,858)	18,486
Weighted average number of equity shares in calculating basic EPS	(0.03)	0.00
Effect of Dilution :		
Convertible Preference Shares	-	-
Convertible Bonds	-	-
Stock options granted under ESOP	-	-
Weighted average number of equity shares in calculating basic EPS	-0.03	0.00

J. CONTINGENT LIABILITIES AND CAPITAL CONTRACTS

The company as on date have not provided for any contingent liability (Previous Year NIL) and there are no unexecuted capital contracts which are outstanding or remaining to be performed.

K. IMPAIRMENT OF ASSETS

As required by accounting standard 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 of the respective assets as stated in the Balance Sheet.

L. BUSINESS SEGMENT

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

M. RELATED PARTY DISCLOSURES

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

a INVESTMENT IN GROUP COMPANIES

S.No	Script Name	No. of Shares	Amount Rs.	Remarks
1	M/s. Kreon Financial Services Ltd	9,52,700	95,27,000/-	Group Company

b LOANS

S.No	Name	Amount Rs.	Interest Amount Rs.	Remarks
1	M/s. Tatia Global Vennture Ltd	95,21,576/-	7,26,126/-	Group Company

N. PERSONNEL

During the year under review, no employee was in receipt of remuneration in excess of limits laid down under the companies act other than below:-

There are no employees employed throughout the financial year were in receipt of remuneration which in aggregate was more that Rs.6000000/- per annum Rs.500000/- per month.

O. RECEIVABLES AND PAYABLES

The receivables and payables as stated in Current Assets, Loans and Advances and Current Liabilities and in the opinion of the management have a value and realization equal to the amount at which they are stated in the Balance Sheet and provision for all known liabilities if any has been made by the company.

P. AUDITOR REMUNERATION

S.No	Particulars	2014 - 2015	2013 - 2014
1.	Statutory Audit Fees	Rs. 15000/-	Rs. 15000/-

Q. 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, 2015.

R. Cash and cash equivalents (for purposes of Cash flow statement)

Cash comprises cash on hand and demand deposits with banks. Cash equivalents are short-term balances, (with original maturity of three months or less from the date of acquisition), highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

S. Cash flow statement

Cash flows are reported using the indirect method, whereby profit / (loss) before extraordinary items and tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.

N. GENERAL

1. 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.
2. The company has followed prudential norms, except otherwise stated, prescribed by Reserve Bank of India for Non-Banking Finance Companies-financial statements.
3. The figures have been rounded off to the nearest rupee.

Signatories to Schedule 1 to 17

As per my report of even date

FOR K SUBRAMANYAM & Co.,
Chartered Accountants.,

Sd/-
K Subramanyam
Proprietor
MemberShip No. 023663
Firm Regn.No. 004146S

for and on behalf of M/s. ASHRAM ONLINE.COM LTD

Sd/-	S/d-	S/d-
SANGITA TATIA	PANNALAL TATIA	HEMAMALINI
Whole Time Director	Executive Director	Chief Financial Officer
DIN.No. 06932448	DIN.No. 01208913	

Place: Chennai
Dated: 30|05|2015

M/s. ASHRAM ONLINE.COM LIMITED**Regd. Office:** 81B, 2ND MAIN ROAD, AMBATTUR INDUSTRIAL ESTATE, CHENNAI 600 058

PHONE: 044 - 42138704, FAX:044-43084750

WEBSITE: www.ashramonline.in; e-mail: tatia@vsnl.com

CIN: L74999TN1991PLC020764**ATTENDANCE SLIP**

PLEASE COMPLETE THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE VENUE FORAGM

Name and address of the registered member	
Folio No./DP ID No./ Client ID No.	
No. of Shares	

I hereby record my presence at the 24TH Annual General Meeting of the Company to be held on Tuesday, 29th September, 2015 at 9.00 a. m. at Samudaya Nala Koodam, Vallanur, Ambattur, Chennai - 600 062.

Signature of the Member/Joint Member/Proxy attending the Meeting

Electronic Voting Event Number (EVEN)	User ID	Password

Note: Person attending the Meeting is requested to bring this Attendance Slip and Annual Report with him/her. Duplicate Attendance Slip and Annual Report will not be issued at the Annual General Meeting.

M/s. ASHRAM ONLINE.COM LIMITED**Regd. Office:** 81B, 2ND MAIN ROAD, AMBATTUR INDUSTRIAL ESTATE, CHENNAI 600 058

PHONE: 044 - 42138704, FAX:044-43084750

WEBSITE: www.ashramonline.in; e-mail: tatia@vsnl.com

CIN: L74999TN1991PLC020764**24TH Annual General Meeting on Tuesday, 29th September, 2015 at 9.00 a.m.****PROXY FORM**

[Pursuant to section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN	L74999TN1991PLC020764
Name of the Company	M/s. ASHRAM ONLINE.COM LIMITED
Registered Office	81B, 2ND MAIN ROAD, AMBATTUR INDUSTRIAL ESTATE, CHENNAI 600 058
Name of Member(s)	
Registered Address	
Email ID	
Folio No./ DP ID Client ID	

I/We, being the Member(s) of and hold/holds _____ shares of above named Company, hereby appoint:

- (1) Name.....Address:.....
Email ID:.....Signature..... Or failing him/her
- (2) Name.....Address:.....
Email ID:.....Signature..... Or failing him/her
- (3) Name.....Address:.....
Email ID:.....Signature..... Or failing him/her

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 24TH Annual General Meeting of the Company to be held on Tuesday, 29th September, 2015 at 9.00 a.m. at Samudaya Nala Koodam, Vallanur, Ambattur, Chennai - 600 062, and at any adjournment thereof in respect of such resolutions:

Resolution Number	Resolution	Vote		
		For	Against	Abstain
Ordinary Business				
1	Adoption of Standalone and Consolidated Audited Financial Statements of the Company for the year ended 31 March, 2015 including audited Balance Sheet as at 31 March, 2015 and the Statement of Profit & Loss for the year ended on that date and the reports of the Board of the Directors and Auditors thereon.			
2	Appointment of a Director in place of Mrs. Sangita Tatia (DIN 06932448), who retires by rotation and, being eligible, offers himself for re-appointment.			
3	Appointment of Messrs. K. Subramanyam & Co., Chartered Accountants, (Registration Number 004146S), as Statutory Auditors of the Company.			
Special Business				
4.	Amendment of Memorandum of Association to comply with the provisions of companies act, 2013.			

Signed this.....day of..... 2015

Signature of
Member(s):

Signature of Proxy
Holder:.....

Affix Revenue Stamp of Re. 1/-


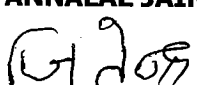
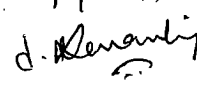
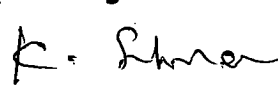
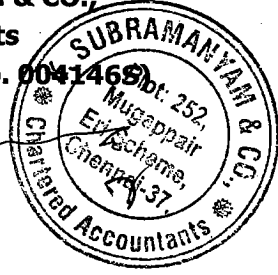
Notes:

1. This form of proxy in order to be effective should be duly stamped, completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting. It is optional to indicate your preference. If you leave columns 'For, Against, Abstain' blank against all or any of the resolutions, your proxy will be entitled to vote in the manner as he / she may deem appropriate.

2. For the Resolutions, Statement setting out material facts thereon and notes please refer to the Notice of the 24th Annual General Meeting.

3. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or Member.

No. 81B, IInd Main Road, Ambattur Industrial Estate, Chennai - 600 058.
Phone : 044-42138702 Fax : 044-42138704. E-mail : tatia@vsnl.com

FORM - A (PURSUANT TO CLAUSE 31 (A) OF LISTING AGREEMENT)		
S.no	Particulars	Details
1	Name of the Company	M/s. ASHRAM ONLINE.COM LTD
2	Annual Stand Alone Financial Statements for the year Ended	31st MARCH, 2015
3	Type of Audit Observation	As regards the qualification given by the auditor in Point No. IX Annexure to Auditor Report. The Company has disputed the tax demands amounting to Rs 187.43 lakhs for F.Y.1993-94 and 1994-95. Also the Tax Demand amounting to Rs 24.22 lakhs on account of disputed TDS cases relating to A.Y. 1994-94,1995-96 & 1996-97.
4	Frequency of Observation	Since F.Y.1995-96
5	To Be Signed by: * Chairman cum Executive Director * Audit Committee Chairman * Chief Financial Officer * Auditors of the Company	Mr. SAMPATHLAL PANNALAL JAIN  Mr. JETENDER  Ms. HEMAMALINI  Refer Our Audit Report dated 31st May, 2015 on the Stand Alone Financial Statements of the Company For K SUBRAMANYAM & CO., Chartered Accountants (Firm Registration No. 0041468)   K. SUBRAMANYAM Proprietor Membership No. 023663 Chennai, 7th September, 2015

