



**Ashram Online.Com Limited**

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**Notice of 33<sup>rd</sup> Annual General Meeting  
For the F.Y. 2023 – 2024**

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**Ashram Online.Com Limited**  
Annual Report – 2023 - 2024

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**Corporate Information**

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<b>Corporate / Registered Office</b>	Ashram Online.com Limited Old. No, New. No 29, 2 <sup>nd</sup> Floor, Mookathal Street Purasawalkam, Chennai – 600 007, Ph: 044-4589 1221, E-mail: <a href="mailto:info@ashramonline.in">info@ashramonline.in</a> , Website: <a href="http://www.ashramonline.in">www.ashramonline.in</a>
<b>CIN</b>	L74999TN1991PLC020764
<b>Investor Grievance &amp; Compliances Officer</b>	Mr. Raghuvender Email Id: <a href="mailto:info@ashramonline.in">info@ashramonline.in</a> Ph: 044 – 4859 1221
<b>Stock Exchanges</b>	Bombay Stock Exchange Ltd
<b>Bankers</b>	HDFC Bank Limited No.40, Nungambakkam High Road, Chennai -600 034
<b>Registrar &amp; Share Transfer Agent</b>	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, E-mail: <a href="mailto:support@purvashare.com">support@purvashare.com</a>
<b>Statutory Auditors</b>	M/s. Darpan & Associates Chartered Accountants #27/14, 2nd Floor Ayalur Muthia Mudali Street,Kondithope, Chennai – 600001
<b>Internal Auditors</b>	M/s. Rajesh & Associates, Chartered Accountants, F6, Padmam Apartments, 12/121, Kothawal Chavadi Street, Saidapet, Chennai - 600 015
<b>Secretarial Auditor</b>	Mrs. Lakshmi Subramanian - Senior Partner M/s. Lakshmmi Subramanian & Associates, Mrs. #81, Murugesu Naicker Complex, Greams Road, Thousand Lights, Chennai – 600 006.



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<b>Board Of Directors</b>		
<b>Name</b>	<b>DIN Nos</b>	<b>Designation</b>
Mrs. Sangita Tatia	06932448	Chairman / Whole Time Director
Mr. Tatia Jain Pannalal Sampathlal	01208913	Non–Executive/Non Independent Director
Mr. Ramasubramanian	07666326	Independent Director
Mr. Palanivel	07743785	Independent Director
<b>Key Managerial Personnel</b>		
<b>Name</b>	<b>Designation</b>	
Mr. Thadhalingam	Chief Financial Officer	
Mr. Raghuvender	Company Secretary	
<b>Committee's Audit Committee's</b>		
<b>Name</b>	<b>Designation</b>	
Mr. Palanivel	Chairman	
Mrs. Sangita Tatia	Member	
Mr. Ramasubramanian	Member	
<b>Stakeholders Relationship Committee</b>		
<b>Name</b>	<b>Designation</b>	
Mr. Palanivel	Chairman	
Mr. Tatia Jain Pannalal Sampathlal	Member	
Mr. Ramasubramanian	Member	
<b>Nomination &amp; Remuneration Committee</b>		
<b>Name</b>	<b>Designation</b>	
Mr. Palanivel	Chairman	
Mr. Tatia Jain Pannalal Sampathlal	Member	
Mr. Ramasubramanian	Member	



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## **M/s. Ashram Online.Com Limited**

CIN: L74999TN1991PLC020764

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

e-mail: [info@ashramonline.in](mailto:info@ashramonline.in) Website: [www.ashramonline.in](http://www.ashramonline.in);

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### **NOTICE OF THE ANNUAL GENERAL MEETING**

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Notice is hereby given that the 33<sup>rd</sup> **Annual General Meeting** of the Company will be held on **Friday, 27<sup>th</sup> September 2024 at 12:15 P.M through Video Conferencing or Other Audio Video Means** from the Registered Office of the Company situated at Old No.12, New No.29, 2<sup>nd</sup> Floor, Mookathal Street, Purasawalkam, Chennai - 600 007 to transact the following business:

#### **ORDINARY BUSINESS:**

##### **Item No. 1**

To Consider and adopt the audited **Balance Sheet & Profit and Loss account** of the company for the **Financial year Ended 31<sup>st</sup> March 2024** and the reports of the Board of Directors (the Board) and Auditors thereon.

“**RESOLVED THAT**, the audited financial statement of the Company for the financial year ended March 31, 2024 and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted.”

##### **Item No. 2**

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

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



**Special Business:**

**Item No. 3**

**Continuation of Mr. Tatia Jain Pannalal Sampathlal (DIN: 01208913) as a Non-executive Director of the Company.**

**To consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:**

“RESOLVED THAT pursuant to Section 152 and other applicable provisions, if any, of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of the Company be and is hereby accorded for continuation of **Mr. Tatia Jain Pannalal Sampathlal (DIN: 01208913)**, who has attained the age of seventy five (75) years, as a Non-executive Director of the Company, liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including any Committee thereof) be and is hereby authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution”.

**Item No. 4**

**Approval for Borrowing / lending loans from/ to Related Parties.**

**To Consider and if thought fit to pass, with or without modifications, the following resolution as a Ordinary Resolution.**

“**RESOLVED THAT** pursuant to the provisions of Section 180(1)(c), 185, and any other applicable provisions of the Companies Act, 2013 (the “Act”), if any, read with and Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “SEBI Listing Regulations”) and any other applicable laws/ statutory provisions, if any, (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force), the Company’s policy on Related Party transaction(s), and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time and basis the approval and recommendation of the Audit Committee and the Board of Directors of the Company, the approval of Members of the Company, be and is hereby accorded to the Audit Committee and the Board of Directors of the Company to enter/continue to enter into material related party transaction(s) / contract(s) / arrangement(s) / agreement(s) with the following related party(ies) within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, on such material terms and conditions as mutually agreed



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between the related party(ies) and the Board of Directors, upto 15 months and till the conclusion of the next Annual General Meeting, provided that the said contract(s)/ arrangement(s)/ transaction(s) so carried out shall be at arm's length basis and in the ordinary course of business of the Company.

S.no	Name of the Related Party	Nature of Relationship	Nature of Transaction	Minimum Limit Per Transaction Rs.	Maximum Limit Per Transaction Rs.
1	Kreon Financial Services Limited	Enterprises over which Key Managerial Personnel are able to exercise significant influence	Lending of Loans	7,50,00,000/-	1,00,00,000/-
			Borrowing of Loans	5,00,00,000/-	1,00,00,000/-
2	Opti Products Private Limited	Enterprises over which Key Managerial Personnel are able to exercise significant influence	Lending of Loans	15,00,00,000/-	1,50,00,000/-
			Borrowing of Loans	10,00,00,000/-	1,00,00,000/-
3	Tatia Global Vennture Limited	Enterprises over which Key Managerial Personnel are able to exercise significant influence	Lending of Loans	15,00,00,000/-	1,00,00,000/-
			Borrowing of Loans	10,00,00,000/-	1,00,00,000/-
4	Mrs. Sangita Tatia	Whole Time Director (KMP)	Borrowing of Loans	10,00,00,000/-	1,00,00,000/-
5	Tatia Jain Pannalal Sampathlal	Director	Borrowing of Loans	10,00,00,000/-	1,00,00,000/-

**Resolved Further That** the Board of Directors of the Company (hereinafter referred to as 'Board' which term shall be deemed to include the Audit Committee of the Company) be and is hereby authorized to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary documents, contract(s), scheme(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions powers herein conferred to, without being required to seek further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.



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**Resolved further that,** all actions taken by the Board in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects.”

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

**Sd/-**

**Raghuvender  
Company Secretary**

**Place: Chennai**

**Date: 03.09.2024**

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**NOTES:**

1. In compliance with the Ministry of Corporate Affairs (the ‘MCA’) circulars dated April 08, 2020, April 13, 2020, May 05, 2020, and September 25, 2023, physical attendance of the Members to the Annual General Meeting (the ‘AGM’) venue is not required and AGM can be held through Video Conferencing (‘VC’) or Other Audio-Visual Means (‘OAVM’). Hence, Members can attend and participate in the 30th AGM through VC and Members of the Company joining through VC shall be reckoned for the purpose of quorum under Section 103 of the Act. Further, all resolutions in the meeting shall be passed through the facility of e-Voting.
2. Pursuant to the MCA Circular No.14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the Members is not available for 30th AGM. Hence, the proxy form is not annexed in the Notice. However, pursuant to the provisions of Sections 112 and 113 of the Act, the Corporate Members are entitled to appoint authorized representatives to attend the AGM through VC and participate and cast their votes through e-Voting.

Body Corporate are entitled to appoint authorized representative(s) to attend the AGM through VC and to cast their votes through remote e-Voting / e-Voting at the AGM. In this regard, the Body Corporate’s are required to send a latest certified copy of the Board Resolution/ Authorization Letter/Power of Attorney (POA) authorizing their representative(s) to attend the meeting and vote on their behalf through e-Voting. The said resolution/letter/POA shall be sent by the Body Corporate through its registered e-mail address to the Company Secretary at [info@ashramonline.in](mailto:info@ashramonline.in) with a copy marked to <https://evoting.purvashare.com/>.

3. In compliance with MCA Circular No. 20/2020 dated May 05, 2020, SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023, the financial statements including Board’s Report, Auditor’s Report or other documents required to be attached therewith (together referred to as Annual Report FY2023-24) and Notice of 30th





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AGM are being sent in electronic mode to Members whose email ID is registered with the Company or the Depository Participant(s) (the 'DP') as on Friday, August 30, 2024, and to all other persons so entitled.

4. The proceedings of the 33<sup>rd</sup> AGM shall be deemed to be held at the Registered Office of the Company situated at New No. 29, Old No. 12, 2nd Floor, Mookathal Street, Purasawalkam, Chennai, Tamil Nadu – 600 007, India.
5. The Members can join the 33<sup>rd</sup> AGM, through VC mode, 15 minutes before and after the scheduled time of the commencement of the meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC will be made available for 1000 Members on first come first served basis. However, this number does not include the large shareholders i.e., Shareholders holding 2% or more shareholding, Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairman of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
6. The relevant explanatory statement pursuant to Section 102 of the Act in respect of the special businesses set out in the Notice is annexed hereto.
7. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote during the AGM.
8. All documents referred to in the Notice can be obtained for inspection through secured mode by writing to the Company at [info@ashramonline.in](mailto:info@ashramonline.in) till the date of the Meeting.
9. During the 30th AGM, the Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts or arrangements in which Directors are interested maintained under Section 189 of the Act shall be available for inspection by writing an email at [info@ashramonline.in](mailto:info@ashramonline.in).
10. The Register of Members and Share Transfer Books of the Company shall remain closed from Saturday, September 21, 2024, to Friday, September 27, 2024, (both days inclusive) for the purpose of the 30th AGM.
11. The Board of Directors have appointed Mrs. Lakshmi Subramanian, Senior Partner, M/s. Lakshmmi Subramanian and Associates, Practicing Company Secretaries, Chennai as the Scrutinizer to scrutinize the e-Voting process in a fair and transparent manner.
12. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of the SEBI Listing Regulations (as amended), SEBI Circulars, and MCA Circulars, the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted



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at the 33<sup>rd</sup> AGM. For this purpose, the Company has entered into an agreement with Purva Sharegistry (India) Private Limited (the 'Purva'), for facilitating e-Voting, as the authorized agency. The facility of casting votes by Members using remote e-Voting or e-Voting on the date of the 30th AGM will be provided by Purva.

13. In line with MCA Circulars, the Notice calling the 30th AGM has been uploaded on the website of the Company at [www.ashramonline.in](http://www.ashramonline.in). The Notice can also be accessed from the website of the Bombay Stock Exchange Limited at [www.bseindia.com](http://www.bseindia.com) and also disseminated on the website of Purva at <https://evoting.purvashare.com/>.
14. The 33<sup>rd</sup> AGM shall be convened through VC in compliance with applicable provisions of the Act read with MCA Circulars and therefore, the route map and attendance slip are not annexed to the Notice.
15. The relevant details as required under Regulation 36(3) of the SEBI Listing Regulations read with applicable provisions of Secretarial Standard 2 on General Meetings issued by the Institute of Company Secretaries of India and other relevant information, if any, in respect of Directors seeking re-appointment is also annexed to this Notice.
16. The recorded transcript of this meeting, shall as soon as possible, be made available on the website of the Company at [www.ashramonline.in](http://www.ashramonline.in)
17. Members can avail the facility of nomination in respect of shares held by them in physical form pursuant to the provisions of Section 72 of the Act read with Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014. Members desiring to avail this facility may send their nomination in the prescribed form duly filled in to RTA. Members interested in obtaining a copy of the Nomination Form may write to the Company Secretary at the email [info@ashramonline.in](mailto:info@ashramonline.in)
18. All grievances connected with the facility for e-Voting or attending the 30th AGM may be addressed to Ms. Deepali Dhuri, Compliance Officer, Purva Sharegistry (India) Private Limited, Unit No. 9, Shiv Shakti Industrial Estate, J. R. Boricha Marg, Lower Parel (East), Mumbai - 400011 or write an email to [evoting@purvashare.com](mailto:evoting@purvashare.com) or contact at 022-49614132, 022-49700138 or 022-35220056

### **INSTRUCTIONS AND OTHER INFORMATION RELATING TO E-VOTING**

1. The remote e-Voting period begins on Tuesday, September 24, 2024, at 09:00 AM and ends on Thursday, September 26, 2024, at 05.00 P.M. During this period, the Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date, may cast their vote electronically. The remote e-Voting module shall be disabled thereafter by Purva.
2. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Member / Beneficial Owner List maintained by the Depositories as on the cut-off date, i.e., Friday, September 20, 2024 (the 'cut-off date').



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3. Shareholders whose name appears in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date shall be entitled to avail the facility of remote e-Voting or e-Voting during the 33<sup>rd</sup> AGM. A person who is not a Member as on the cut-off date should treat this Notice only for information purpose.
4. Any person who becomes a Member of the Company after dispatch of Notice and hold shares as on the cut-off date, may obtain the user ID and password by sending a request [athelpdesk.evoting@cdslindia.com](mailto:athelpdesk.evoting@cdslindia.com). However, if a Member is already registered with CDSL for remote e-Voting, then existing user ID and password can be used for casting the vote.
5. The Scrutinizer shall, immediately after the conclusion of voting at the 33<sup>rd</sup> AGM, unblock the votes cast during the AGM and votes cast through remote e-Voting and make a consolidated Scrutinizer's Report of the total votes cast in favour or against and provide it, not later than two working days from the conclusion of the 33<sup>rd</sup> AGM, to the Chairman or a person authorized by him in writing, who shall countersign the same.
6. The results, along with the Scrutinizer's Report, shall be declared within two working days and shall be placed on the Company's website at [www.ashramonline.in](http://www.ashramonline.in) and also, communicated to the Bombay Stock Exchange Limited where the shares of the Company are listed.

### **Instructions to Shareholders for Remote E-Voting and E-Voting During the AGM and Joining The Meeting Through VC/OAVM**

1. Shareholders who already voted through remote e-Voting prior to the meeting date would not be entitled to vote again during the 33<sup>rd</sup> AGM.
2. In terms of SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 2020, Individual Shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email ID in their demat accounts to access e-Voting facility.
3. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 2020, under Regulation 44 of the SEBI Listing Regulations, listed entities are required to provide remote e-Voting facility to its Shareholders, in respect of all resolutions. However, it has been observed that the participation by the public non-institutional shareholders / retail shareholders is at a negligible level. Currently, there are multiple e-Voting service providers (ESPs) providing e-Voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the Shareholders

To increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-Voting to all the demat account holders, by way of a single login credential, through their demat accounts / websites of Depositories / Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs,



thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-Voting process.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode** is given below:

**Individual Shareholders holding securities in demat mode with NSDL**

- 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <https://eservices.nsdl.com> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
2. If the user is not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com>. Select “Register Online for IDeAS “Portal or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

**Individual Shareholders (holding securities in demat mode) login through their Depository Participants**

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.



**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL**

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

a. Login method for e-Voting and joining virtual meeting for **shareholders other than individual shareholders holding in Demat form & physical shareholders.**

- 1) The shareholders should log on to the e-voting website <https://evoting.purvashare.com>.
- 2) Click on “Shareholder/Member” module.
- 3) Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) or [www.evoting.nsdl.com](http://www.evoting.nsdl.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- 5) If you are a first-time user follow the steps given below:

**For Shareholders holding shares in Demat Form other than individual and 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) <ul style="list-style-type: none"><li>● Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li></ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"><li>● If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).</li></ul>



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- b. After entering these details appropriately, click on “SUBMIT” tab.
- c. Shareholders holding shares in physical form will then directly reach the Company selection screen.
- d. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- e. Click on the EVENT NO. for the relevant <Company Name> on which you choose to vote.
- f. On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO/ABSTAIN” for voting. Select the option YES or NO or ABSTAIN as desired. The option YES implies that you assent to the Resolution, option NO implies that you dissent to the Resolution and option ABSTAIN implies that you are not voting either for or against the Resolution.
- g. Click on the “NOTICE FILE LINK” if you wish to view the Notice.
- h. 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.
- i. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

#### **Facility for Non – Individual Shareholders and Custodians – Remote Voting**

- ❖ Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to <https://evoting.purvashare.com> and register themselves in the “Custodians / Mutual Fund” module.
- ❖ A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [evoting@purvashare.com](mailto:evoting@purvashare.com).
- ❖ After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- ❖ A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same
- ❖ Alternatively, Non-Individual Shareholders are required to send the relevant Board Resolution/Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer if they have voted from individual tab and not uploaded same in the Purva e-Voting system for the scrutinizer to verify the same.



**INSTRUCTIONS FOR SHAREHOLDERS WHOSE EMAIL ID / MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES**

1. **For Physical Shareholders:** Please provide necessary details like Folio No., Name of Shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN Card), AADHAR (self-attested scanned copy of Aadhar Card) by email to RTA at [support@purvashar.com](mailto:support@purvashar.com) with a copy to Company at [info@ashramonline.in](mailto:info@ashramonline.in)
2. **For Demat Shareholders:** Please update your email ID and mobile number with your respective Depository Participant (DP).
3. **For Individual Demat Shareholders:** Please update your email ID and mobile number with your respective DP which is mandatory while e-Voting and joining virtual meetings through Depository.

**INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM/EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:**

1. The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is the same as the instructions mentioned above for Remote e-voting.
2. The link for VC/OAVM to attend the meeting will be available where the EVENT NO. of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.



8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM/EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM/AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

### **GENERAL INSTRUCTIONS**

1. As per Regulation 40 of the Listing Regulations, as amended, securities of listed companies can be transferred/transmitted and transposed only in dematerialized form. In view of this and to eliminate all risks associated with the physical shares and for ease of portfolio management, Members holding shares in physical form are requested to consider converting their holdings to dematerialized form by contacting their Depository Participants ('DP').
2. Members are requested to register/update their email ID and addresses in respect of shares held in dematerialized form with their respective DP and in respect of shares held in physical form with the Company's RTA. Members holding shares in physical form, are requested to dematerialize their shares to avail the benefits of electronic trading/holding and to facilitate share transfer.
3. Purva Shareregistry (India) Private Limited, Unit No. 9, Shiv Shakti Industrial Estate, J.R. Boricha Marg, Near Lodha Excelus, Lower Parel, Mumbai, Maharashtra – 400 011 is the Company's Registrar and Share Transfer Agent ('RTA') for physical transfer of shares and all correspondence may be addressed directly to them. In respect of shares held in dematerialized form, the Members may send requests or correspond through their respective DPs.
4. Members who have multiple folios in identical names in the same order are requested to send all the Share Certificates either to the Company addressed to the Registered Office or to the Company's RTA for consolidation of such folios into one to facilitate better services.
5. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition.

Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4 for the above-mentioned requests and surrender their original securities certificate(s) for processing of service requests to the RTA. The RTA shall thereafter issue a 'Letter of confirmation' in





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lieu of physical securities certificate(s), to the securities holder/claimant within 30 days of its receipt of such request after removing objections, if any. The 'Letter of Confirmation' shall be valid for a period of 120 days from the date of its issuance, within which the securities holder/claimant shall make a request to the DP for dematerializing the said securities. Form ISR-4 is available on the website of RTA.

6. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form SH-14. Members are requested to submit the said form to their DP in case the shares are held in electronic form and to the Company's RTA at [support@purvashare.com](mailto:support@purvashare.com) in case the shares are held in physical form, quoting their folio number.
7. SEBI vide its Circulars dated July 31, 2023, and August 4, 2023, read with Master Circular dated July 31, 2023 (updated as on August 11, 2023), has established a common Online Dispute Resolution Portal ("ODR Portal") for resolution of disputes arising in the Indian Securities Market. Pursuant to above-mentioned circulars, post exhausting the option to resolve their grievances with the RTA/Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal (<https://smartodr.in/login>).

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

**Sd/-**

**Raghuvender  
Company Secretary**

**Place: Chennai  
Date: 03.09.2024**

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## **Explanatory statement Pursuant to section 102 of the companies act, 2013**

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### **Item No. 3**

In terms of the Regulation 17(1A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('Listing Regulations') with effect from 1st April 2019, no listed Company shall appoint or continue the appointment of a Non-executive director, who has attained the age of 75 years, unless a special resolution is passed to that effect.

Mr. Tatia Jain Pannalal Sampathlal (DIN: 01208913), has attained the age of 75 years in November 2024. The members have approved his appointment in the AGM held on 30th September 2019. In terms of provisions of the Companies Act, 2013, Mr. Tatia Jain Pannalal Sampathlal is liable to retire by rotation and being eligible, offers himself for re-appointment. Mr. Tatia Jain Pannalal Sampathlal is in good health and of sound and alert mind. The Board is also confident about him being able to function and discharge his duties in an able and competent manner.

Based on the recommendation of the Nomination and Remuneration Committee and taking in account Mr. Tatia Jain Pannalal Sampathlal's seniority, expertise and vast experience, which has immensely benefited the Company, the Board of Directors considered and approved the continuation of Mr. Tatia Jain Pannalal Sampathlal as a Non-Executive Director of the Company, liable to retire by rotation.

### **Brief profile of Mr. Tatia Jain Pannalal Sampathlal**

Mr. Tatia Jain Pannalal Sampathlal has been a Non-Executive Director of our Company since 2018. With a Background being a Chartered Accountant he gained corporate experience in extensive fields right from manufacturing, knowledge to financial, and project-based sectors. As the Founder of the Tatia Group of Companies, he brings over 40 years of expertise various fields from finance to infrastructure. His in depth experience in structuring financial strategies has benefited a lot, and the company shall be strengthen by his being on the board as a non - executive director.

Mr. Tatia Jain Pannalal Sampathlal is not disqualified in terms of section 164 of companies act 2013, and as given his consent to continue as a Non Executive director of the company.

There is no change in the terms and conditions since his previous appointment as Non-Executive Director in the AGM held on September 26, 2019.

The disclosures relating to Mr. Tatia Jain Pannalal Sampathlal, as required under the Listing Regulations are set out as an Annexure to the Notice. The Board recommends the Special Resolution set out at Item No. 3 of the Notice for the approval by the Members.

Except, Mr. Tatia Jain Pannalal Sampathlal and his relatives, none of the other Directors, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, in the resolution set out at Item No. 3 of the Notice.



**Item No. 4**

**As per section 180 & 185 of the Companies Act, 2013 borrowings/ lending of loan from/ to Related Parties requires the approval of the shareholder through Ordinary resolution:**

Further As per Regulation 23 of the SEBI (Listing Obligation and Disclosure Requirements) Regulation 2015, all Related Party Transactions shall require approval of shareholders through Resolution. Further as per SEBI Regulations listed above, a transaction with a Related Party shall be considered material if the transaction / transactions to be entered into individually or taken together with previous transactions during a financial year exceeds ten percent of the annual consolidated turnover of the listed entity as per its last audited financial statement.

The Annual Consolidated Turnover of the Company as per last Audited Financial Statements pertaining to the Financial Year 2023-24 is Rs.73.52 lakhs.

The provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “SEBI Listing Regulations”) as amended by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021, effective April 1, 2022, mandates prior approval of Members by means of an ordinary resolution for all material related party transactions, even if such transactions are in the ordinary course of the business of the concerned company and at an arm’s length basis.

Further as per SEBI Regulations listed above, a transaction with a Related Party shall be considered material if the transaction / transactions to be entered into individually or taken together with previous transactions during a financial year exceeds ten percent of the annual consolidated turnover of the listed entity as per its last audited financial statement.

In accordance with the statutory provisions mentioned above, and on the recommendation of the Audit Committee and the Board, the members approved the Related Party Transactions, in the previous Annual General meeting. Considering the nature of transactions requiring omnibus approval, which is in the ordinary course of business and at arm’s length basis, in which the approved limits may or may not be utilized by the Company, the Board propose the below mentioned limits for approval of the shareholders up to 15 months and till the conclusion of the next Annual General Meeting.

In accordance with the statutory provisions mentioned above, the Board at its meeting held on 31<sup>st</sup> August 2024 has approved Related Party Transactions, subject to approval of the members of the Company. Since the proposed transaction requires approval of members, your board recommends the Resolution set out as item No.4 for approval of members by way of Special Resolution.

All disclosures as required under the Companies Act, 2013 read with Companies (Meeting of Board and its power) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirement) Regulations 2015 and circulars issued by SEBI from time to time are given below:



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S.no	Name of the Related Party	Nature of Relationship	Nature of transaction	Maximum Limit Upto Rs.	Maximum Limit Per Transaction Rs.
1	Kreon Financial Services Limited	Enterprises over which Key Managerial Personnel are able to exercise significant influence	Lending of Loans	7,50,00,000/-	1,00,00,000/-
			Borrowing of Loans	5,00,00,000/-	1,00,00,000/-
2	Opti Products Private Limited	Enterprises over which Key Managerial Personnel are able to exercise significant influence	Lending of Loans	15,00,00,000/-	1,50,00,000/-
			Borrowing of Loans	10,00,00,000/-	1,00,00,000/-
3	Tatia Global Vennture Limited	Enterprises over which Key Managerial Personnel are able to exercise significant influence	Lending of Loans	15,00,00,000/-	1,00,00,000/-
			Borrowing of Loans	10,00,00,000/-	1,00,00,000/-
4	Mrs. Sangita Tatia	Whole Time Director (KMP)	Borrowing of Loans	10,00,00,000/-	1,00,00,000/-
5	Tatia Jain Pannalal Sampathlal	Director	Borrowing of Loans	10,00,00,000/-	1,00,00,000/-

As per Regulation 23 of the SEBI (LODR) Regulations 2015, the related parties shall abstain from voting on such resolution whether the entity is a related party to the particular transaction or not.

Accordingly, all related parties of the company, including the Directors or Key Managerial Personnel of the above mentioned Corporate's shall not participate or vote on this resolution. The board recommends this resolution set out in item No. 6 of this notice for approval of the members to be passed as ordinary resolution.

Apart from the above, none of the other Directors or Key Managerial Personnel, or their respective relatives is, in any way, concerned or interested, financially or otherwise, in the resolution as set out at item no. 4 of the notice.



## Annexure to the Notice

### Details of Directors seeking re-appointment at the 33<sup>rd</sup> Annual General Meeting [Pursuant to Regulation 36(3) of the SEBI (LODR) Regulations, 2015 and Secretarial Standard 2 issued by the Institute of Company Secretaries of India]

Item No.	2	4
Name of the Director	<b>Mr. Tatia Jain Pannalal Sampathlal</b>	<b>Mrs. Sangita Tatia</b>
Date of Birth	25 11 1949	10 01 1972
DIN	01208913	06932448
Date of Appointment	13 11 2018	31 07 2014
Nature of Appointment	Re-Appointment	Re-Appointment
Qualifications	Chartered Accountant	Bachelor of Commerce
Expertise in specific functional area	With Chartered Accountancy as Profession and later turned into corporate expert by being into Manufacturing industry financial and project based sectors and having gained rich experience in structuring financial strategies.	More than 15 years rich experience in Associating with Global Business
Relationship with Directors and Key Managerial Personnel	Father in law of Mrs. Sangita Tatia	Daughter in law of Mr. Tatia Jain Pannalal Sampathlal
No. of Shares in the Company	100	10,500
Directorship in other companies / LLP	<b>Public Limited Company:</b> 1.Tatia Global Vennture Limited <b>Private Limited Companies:</b> 1. Opti Products Private Limited 2. Sakareme Developers Private Limited 3. Navyug Developers Private Limited 4. Tatia Estates Private Limited 5. Makemy Innerwear India Private Limited 6. Sarvamangal Estates and Holdings Private Limited 7. Kreon info tech Private Limited 8. Woodchip Gaming Private Limited 9. Eastern Infotech Private Limited 10. Prismotic Kaps Private Limited	<b>Public Limited Company:</b> Nil <b>Private Limited Company:</b> 1.Jin Paad Developers Private Limited
Chairman / Member of the Committee of the Company	<b>Member in:</b> 1.Nomination and Remuneration Committee of the Company 2. Stakeholders Relationship Committee of the Company	<b>Member in:</b> 1.Audit Committee of the Company
Chairman / Member of Other Public Limited Companies which he / she is a Director	<b>Member in:</b> 1. Nomination and Remuneration Committee of Tatia Global Vennture Limited 2.Stakeholders Relationship Committee of Tatia Global Vennture Limited	NIL