

ASHIANA AGRO INDUSTRIES LTD.

Reg. Office : No. 792/5, Eswari Hotel Complex, Bangalore High Road, Sunguvarchatram,
Sriperumbudur Taluk, Kancheepuram Dist-602 106. (Tamil Nadu)
CIN : L15142TN1990PLC076202

Date : 29.09.2022

To
B S E Ltd.
Corp.Compliance Dept.
PJ Towers, Dalal St., Fort
MUMBAI -400 001.

Re: Minutes of the 32nd Annual General Meeting held on 28th Sept., 2022 through VC/OAVM

Dear Sirs,

Please find enclosed Minutes of the 32nd Annual General Meeting of the shareholders of the company held through VC/OAVM at 11 AM on 28th September, 2022 along with Report of Scrutinizer Mr.T.Durga Prasad, Practising Company Secretary. This is being filed online with BSE website. These minutes are also available on the website of the company.

This is for your information and records.

Thanking you,

Yours faithfully
For ASHIANA AGRO INDS.LTD.



(Pavan Kumar Matli)
Whole Time Director

Encl: a/a

ASHIANA AGRO INDUSTRIES LTD.

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MINUTES BOOK

ASHIANA AGRO INDUSTRIES LIMITED

MINUTES OF THE 32nd ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF THE COMPANY HELD ON WEDNESDAY, THE 28th SEPTEMBER, 2022 AT 11 AM THROUGH VIDEO CONFERENCING/OTHER AUDIO VISUAL MEANS

Present: Shri.Kranti Kumar Chimakurthi, Chairman

Shri.VangalluKodanda Ram,Director

Shri.Pavan Kumar Matli , Whole Time Director

Shri.Vamsidhar Reddy Mandipati, Independent Director

Dr. Matli Srutha Keerthi, Director

Shri.E.D.M.Menon, CS & Member

Another 50 Members present through Video Conferencing/Other audio visual means.

In Attendance: Ms.Priyadarshini representing Mr.T.Durga Prasad, Practising Company Secretary, Scrutinizer and Shri Nandivarman, CFO.

Shri Kranthi Kumar Chimakurthi, chaired the meeting.

The Chairman welcomed all the Members to the Annual General Meeting and informed them that 32nd Annual General Meeting is being held through video conference (VC) in accordance with the circular issued by the Ministry of Corporate Affairs and SEBI due to the pandemic Covid-19 which is on the decline. On the request of Chairman all participants introduced themselves.

As informed by the Company Secretary, the requisite quorum was present through video conference to conduct the proceedings of this meeting. Participation of members through video conference is being reckoned for the purpose of quorum as per the circulars issued by MCA and Section 103 of the Companies Act, 2013. The quorum being present, the Chairman called the meeting to order.

The Company secretary informed the Members that this Annual General Meeting is being held through video conference in accordance with the Companies Act 2013 and circulars issued by the Ministry of Corporate Affairs and SEBI. Facility for joining this meeting through video conference or other audio-visual means is made available for the members on a first-come-first-served basis. He further informed the Members that Register of Directors and Key Managerial Personnel and the Register of Contracts or Arrangements have been made available electronically for inspection by the members during the AGM.



With the permission of the Members present, the Notice convening the meeting, Directors Report, Audited Annual Accounts, Statutory Auditors Report and Secretarial Audit Report were taken as read.

The Whole Time Director briefly addressed the shareholders. The Whole Time director informed the shareholders that in accordance with the provisions of Section 108 of the Companies Act, 2013, read with the Companies (Management & Administration) Rules, 2014 and Clause 35 of the Listing Agreement with the stock exchanges, the company had offered e-voting facility to the shareholders and the Scrutinizer Mr.T.Durga Prasad, Practising Company Secretary had already submitted his interim report.

The Chairman mentioned that the resolutions as mentioned in the notice convening the AGM had been already put to vote through remote e-voting. The Chairman then informed the Members that those Members who held shares of the Company as on the cut-off date (i.e. Sept., 21,2022), were present through VC/OAVM and had not voted through remote e-voting could vote electronically in the next thirty minutes and requested the Members to cast their vote. The Chairman further informed that the combined results of entire e-voting process would be displayed on the website of the Company and BSE.

The Chairman thanked to all shareholders, directors and others for attending the AGM.

There being no other business, the Meeting concluded at 11.25 AM with a vote of thanks to the Chair.

The result of the e-voting on each of the resolutions, (Annexure - I) was declared on the same day based on the report of Scrutinizer Mr.T.Durga Prasad, Practising Company Secretary. The said result is enclosed as **Annexure – I** to these Minutes.

Date: 28.09.2022
Place:Sriperumbudur



Kranthi Kumar C
(KRANTHI KUMAR CHIMAKURTI)
CHAIRMAN

ANNEXURE -I

ITEM NO. 1. ADOPTION OF ANNUAL ACCOUNTS – ORDINARY RESOLUTION

No. of Members voted through e-voting	No. of votes cast (shares)- e-voting	No. of Members voted through- Poll	No. of votes cast (shares)- Poll	Total No. of votes cast through e-voting & Poll	% of total no. of valid votes cast
7	1262392	43	4800	1267192	100

Votes against the Resolution - Nil

No. of invalid votes - Nil

No. of votes abstained - Nil

“RESOLVED THAT the Balance Sheet Balance Sheet as at 31.03.2022 and the Profit & Loss A/c for the Year ended on that date together with Auditors Report thereon and Directors Report attached thereto including the Annexure and Schedules be and are hereby received, considered and adopted.”

ITEM NO.2 RE-APPOINTMENT OF SMT MATLI SRUTHA KEERTHI - RETIRING DIRECTOR- ORDINARY RESOLUTION

No. of Members voted through e-voting	No. of votes cast (shares)- e-voting	No. of Members voted through- Poll	No. of votes cast (shares)- Poll	Total No. of votes cast through e-voting & Poll	% of total no. of valid votes cast
7	1262392	43	4800	1267192	100

Votes against the Resolution - 700

No. of invalid votes - Nil

No. of votes abstained - Nil

“RESOLVED THAT, Smt.Matli Sruthakeerthi (DIN:07159336), retiring director of the company be and is hereby re-appointed as a Director of the Company whose period of office shall be determined by retirement of Directors by rotation”



3. APPOINTMENT OF M/S.K.GOPAL RAO & CO., CHARTERED ACCOUNTANTS, CHENNAI, AS STATUTORY AUDITOR IN THE CASUAL VANCY.

No. of Members voted through e-voting	No. of votes cast (shares)- e-voting	No. of Members voted through-Poll	No. of votes cast (shares)- Poll	Total No. of votes cast through e-voting & Poll	% of total no. of valid votes cast
7	1262392	43	4800	1267192	100

Votes against the Resolution - Nil

No. of invalid votes - Nil

No. of votes abstained - Nil

"RESOLVED FURTHER THAT pursuant to the provisions of Section 139, 142 and other applicable provisions of the Companies Act, 2013 and the Rules framed there under, as amended from time to time, M/s.K.Gopal Rao & Co, Chartered Accountants, T.Nagar, Chennai-600017 (Firm Registration No.00956S with the Institute of Chartered Accountants of India) be and are hereby appointed as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of V.M.V.S.Rao & Co, Chartered Accountants, Nellore to hold office for a term of five years from the conclusion of the 32nd Annual General Meeting until the conclusion of the 37th Annual General Meeting to be held in Sept., 2027, on a remuneration of Rs.50000/- (Rupees Fifty thousand only) for conduct of audit for the financial year 2022-23, payable in one or more installments plus GST as applicable."

"RESOLVED FURTHER THAT the Audit Committee be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, proper or expedient, to give effect to this resolution."



Kranthi Kumar
(KRANTHI KUMAR CHIMAKURTI)
CHAIRMAN

Date: 28.09.2022

Place: Sriperumbudur

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES' ACT, 2013 IN
RESPECT OF ORDINARY BUSINESS**

ITEM NO.3

Appointment of Statutory Auditors

This explanatory statement is provided in terms of Regulation 36(5) of the Listing Regulations, however, the same is strictly not required as per Section 102 of the Companies Act, 2013. Shareholders have in their last 31st AGM held on 29th Sept., 2021 approved the appointment of M/s.V.M.V.S.Rao & Co, Chartered Accountants, Nellore (Firm Registration No.006647S with the Institute of Chartered Accountants of India) as the Statutory Auditors of the Company to hold office for a term of five years from the conclusion of the 31st Annual General Meeting until the conclusion of the 36th Annual General Meeting to be held in Sept., 2026, on the remuneration as may be mutually agreed between the Audit Committee and M/s. V.M.V.S. Rao & Co. M/s.V.M.V.S. Rao & Co, Chartered Accountants, Nellore have expressed their inability to continue as Statutory Auditors from the conclusion of the 32nd AGM.

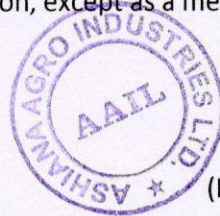
To fill the casual vacancy caused by the resignation of M/s.V.M.V.S. Rao & Co, Chartered Accountants, Nellore, The Audit Committee have identified M/s.K.Gopal Rao & Co, Chartered Accountants, Chennai (Firm Registration No.000956S with the Institute of Chartered Accountants of India). M/s.K.Gopal Rao & Co., Chartered Accountants, Chennai vide their letter dt.17th August, 2022 have confirmed that they fulfill the conditions prescribed under Section 141 of the Companies Act, 2013 and willing to be considered as Statutory Auditors. Resolution to appoint them as Statutory Auditors for a term of five years from the conclusion of the 32nd Annual General Meeting until the conclusion of the 37th Annual General Meeting to be held in Sept., 2027 on a remuneration of Rs.50,000/- (Rupees Fifty thousand only) agreed between the Audit Committee and the Statutory Auditors, M/s.K.Gopal Rao & Co, Chartered Accountants, Chennai (Firm Registration No.000956S with the Institute of Chartered Accountants of India) forms part of this Notice Revision, if any, to the statutory audit fees for the remaining part of the tenure, shall be approved by the Audit Committee, as may be required.

The Resolution is recommended for the approval of Members by way of Ordinary Resolution.

None of the Directors and key managerial personnel of neither your Company nor any of their relatives are interested in the aforesaid Resolution, except as a member, if any of the Company.

Date: 28.09.2022

Place: Sriperumbudur



Kranthi Kumar C
(KRANTHI KUMAR CHIMAKURTI)
CHAIRMAN



T. DURGA PRASAD B.Com., BL., MBA., FCS.,
Practising Company Secretary
M.No: 6316; Cop No: 15458

📍 No: 36, 1st Floor, North Usman Road,
T Nagar, Chennai - 600 017, Tamilnadu.
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Report of Scrutinizer

To

The Board of Directors

M/S. ASHIANA AGRO INDUSTRIES LIMITED

No.792/5, Eswari Hotel Complex, Bangalore High Road, Sunguvarchatram,
Sriperumbudur Taluk, Kancheepuram Dist., Pincode -602 106

Sub: Consolidated Scrutinizer's Report on remote e-voting and e-voting at the time of AGM pursuant to the provisions of the Companies Act, 2013 and circulars issued by Ministry of Corporate Affairs and Securities and Exchange Board of India (SEBI).

Thirty Second Annual General Meeting of the Equity Shareholders of M/S. ASHIANA AGRO INDUSTRIES LIMITED held on 28th September, 2022 Wednesday at 11 AM through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM").

Dear Sir,

I, T. Durgaprasad, having office at No.36,1st Floor, North Usman Road, T. Nagar, Chennai-600017, appointed as Scrutinizer for the purpose of the remote e- voting and e- voting at the time of AGM, taken on the below mentioned resolution(s), at the Thirty Second Annual General Meeting of the Equity Shareholders of M/s. ASHIANA AGRO INDUSTRIES LIMITED held on 28th September, 2022 Wednesday at 11 AM through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM"), submit my report as under:

1. The Company had provided the facility to exercise members' right to vote at the 32nd AGM by electronic means through the e-voting platform provided by LINK INTIME PRIVATE LIMITED. E- Voting remained open from Sunday the 25th September, 2022 (9.00 AM) to Tuesday, 27th September, 2022 (5.00 PM) and the shareholders were required to cast their votes electronically conveying their assent or dissent in respect of the resolutions.






T. DURGA PRASAD B.Com., BL., MBA., FCS.,
Practising Company Secretary
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2. The Company had also provided e- voting facility to the members at the time of AGM for the members who have not cast their votes through remote e-voting.
3. In keeping with Regulation 44(1) and 44(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as prescribed under Rule 20 (4)(xiii) of the Companies (Management and Administration) Rules, 2014 for the purpose of ensuring that Members who have cast their votes through remote e-voting do not vote again during the general meeting, the Scrutinizer shall have access after closure of period of remote e-voting and before the start of general meeting, to only such details relating to Members who have cast their votes through remote e-voting, such as their names, DP ID & Client ID / folios, number of shares held but not the manner in which they have voted.

Accordingly, LINK INTIME PRIVATE LIMITED, the remote e-voting agency provided us with the names, DP ID & Client ID / folios and shareholding of the members who had cast their votes through remote e-voting.

4. On completion of e-voting during the AGM, we unblocked the results of the remote e-voting and e-voting by members at the AGM, on the LINK INTIME PRIVATE LIMITED e-voting platform and downloaded the results.
5. The results of the remote e-voting and voting at the AGM are as under:

(a) Resolution

Resolution No.	Ordinary Resolution Description
1	To receive, consider and adopt the Audited Balance Sheet of the company as at 31st March, 2022 and the Profit & Loss Account for the year ended on that date together with Reports of Auditors and Directors thereon.



T. DURGA PRASAD B.Com., BL., MBA., FCS.,

Practising Company Secretary

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(i) Voted in the favour of the resolution:

No. of Members voted through Remote e-voting	No. of votes cast (shares) - e-voting	No. of Members voted at the time of AGM	No. of votes cast (shares) -at the time of AGM	Total No. of votes	% of total no. of valid votes cast
7	1262392	43	4800	1267192	100

(ii) Voted against the resolution: NIL

(iii) Invalid votes: NIL

(b) Resolution



Resolution No.	Ordinary Resolution Description
2	To appoint a Director in place of Smt. Matli Srutha Keerthi (DIN:07159336) who retires by rotation and being eligible offers herself for re-appointment.

(i) Voted in favour of the resolution:

No. of Members voted through Remote e-voting	No. of votes cast (shares) - e-voting	No. of Members voted at the time of AGM	No. of votes cast (shares) -at the time of AGM	Total No. of votes	% of total no. of valid votes cast
6	1261692	43	4800	1266492	100

(ii) Voted against the resolution:

No. of Members voted through Remote e-voting	No. of votes cast (shares) - e-voting	No. of Members voted at the time of AGM	No. of votes cast (shares) -at the time of AGM	Total No. of votes	% of total no. of valid votes cast
1	700	0	0	700	100



T. DURGA PRASAD B.Com., BL., MBA., FCS.,
Practising Company Secretary
M.No: 6316; Cop No: 15458

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(iii) Invalid votes: NIL

(c) Resolution

Resolution No.	Ordinary Resolution Description
3	To appoint Statutory Auditors to fill the casual vacancy.

(i) Voted in favour of the resolution:


No. of Members voted through Remote e-voting	No. of votes cast (shares) - e-voting	No. of Members voted at the time of AGM	No. of votes cast (shares) -at the time of AGM	Total No. of votes	% of total no. of valid votes cast
7	1262392	43	4800	1267192	100

(ii) Voted against the resolution: NIL

(iii) Invalid votes: NIL

8. Based on the above said votes, we report that, the 3 Ordinary Resolutions as contained in the Notice dated 24thAugust 2022 have been passed with requisite majority.

**Thanking you,
Yours faithfully,**




**M.No.6316, C.O.P No. 15458
UDIN: F006316D001068685**

Place: Chennai

Dated: 28th September 2022