

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 : 26.09.2024

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

Re: Minutes of the 34th Annual General Meeting held on 25th Sept., 2024 through VC/OAVM

Dear Sirs,

Please find enclosed Minutes of the 34th Annual General Meeting of the shareholders of the company held through VC/OAVM at 11 AM on 25th September, 2024 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.

Reg. Office : No. 792/5, Eswari Hotel Complex, Bangalore High Road, Sunguvarchatram,
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CIN : L15142TN1990PLC076202

MINUTES BOOK

ASHIANA AGRO INDUSTRIES LIMITED

MINUTES OF THE 34th ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF THE COMPANY HELD ON WEDNESDAY, THE 25th SEPTEMBER, 2024 AT 11 AM THROUGH VIDEO CONFERENCING/OTHER AUDIO VISUAL MEANS

Present : Shri.Kranti Kumar Chimakurthi, Chairman

Shri.Pavan Kumar Matli , Whole Time Director

Shri.Vangallu Kodanda Ram, Director

Shri.Vamsidhar Reddy Mandipati, Independent Director

Smt.Matli Srutha Keerthi, Director

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

Another 101 Members present through Video Conferencing/Other audio visual means.

In Attendance : Mr. Mahesh 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 34th Annual General Meeting is being held through video conference (VC) in accordance with the circular issued by the Ministry of Corporate Affairs and SEBI. 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(VC/OAVM) 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 Company Secretary informed the shareholders there are 3 OBSERVATIONS IN THE SECRETARIAL AUDIT REPORT.

1. Delay in filing forms

Wherever necessary additional fees have been paid for delayed filing.

2. BSE Penalty

BSE has levied a penalty of Rs.4720 for delayed filing of Shareholding Pattern which was paid on 22.3.2024.

3. Re-Appointment of Independent Directors.

Shri Kranthi Kumar Chimakurthi and Shri Vamsidhar Reddy Mandipati, Independent Directors for the second term was done by way of Ordinary Resolution.

The independent Directors were entitled for a second term of five years as per Regulations and out of which one year is almost over. The company has included Special Resolutions in the Notice for holding the 34th AGM for re-appointment of these Independent Directors for the residual term of four years.

He further informed that there were no other qualifications, observations or adverse comments on financial statements and matters, which have any material bearing on the functioning of the Company. The Statutory Auditors' report on financial statements is available in the annual report. Secretarial Auditor report is enclosed as Annexure to the Board's report.

The Whole Time Director, Shri Pavan Kumar Matli 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., 18, 2024), 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 all the shareholders, directors and others for attending the AGM.

There being no other business, the Meeting concluded at 11.17 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: 25.09.2024

Place: Balucetty Chatram



Kranthi Kumar C
(KRANTHI KUMAR CHIMAKURTHI)
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 at the time of AGM	No. of votes cast (shares)- at the time of AGM	Total No. of votes cast (Shares)through e-voting & AGM	% of total no. of valid votes cast
5	1218592	91	11200	1229792	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 31.03.2024 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 SMT.MATLI SRUTHAKEERTHI (DIN: 07159336) AS DIRECTOR WHO IS SUBJECT TO RETIREMENT OF DIRECTORS BY ROTATION- ORDINARY RESOLUTION

No. of Members voted through 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 cast(SHARES) through e-voting & AGM	% of total no. of valid votes cast
5	1218592	91	11200	1229792	100

Votes against the Resolution - Nil

No. of invalid votes - Nil

No. of votes abstained - Nil

“RESOLVED THAT Smt.Matli Sruthakeerthi (DIN:07159336) a 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”.



**ITEM NO.3 : TO FIX THE REMUNERATION OF M/S. K.GOPAL RAO & CO., CHARTERED ACCOUNTANTS .
STATUTORY AUDITORS FOR FINANCIAL YEAR 2024-25 – ORDINARY RESOLUTION**

No. of Members voted through 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 cast (shares)through e-voting & AGM	% of total no. of valid votes cast
5	1218592	91	11200	1229792	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 (Firm Registration No.00956S with the Institute of Chartered Accountants of India) who were appointed by the Shareholders in the 32nd Annual General Meeting held in Sept., 2022 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, be paid a remuneration of Rs.50,000/- (Rupees Fifty thousand only) to conduct the audit for the financial year 2024-25, payable in one or more installments plus goods and services tax as applicable , and reimbursement of out-of-pocket expenses incurred if any.”

“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

**ITEM NO.4 : RE-APPOINTMENT OF SHRI KRANTHI KUMAR CHIMAKURTHI AS INDEPENDENT DIRECTOR
– SPECIAL RESOLUTION**

No. of Members voted through 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 cast (shares)through e-voting & AGM	% of total no. of valid votes cast
5	1218592	91	11200	1229792	100

Votes against the Resolution - Nil

No. of invalid votes - Nil

No. of votes abstained - Nil



"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013 and the Rules framed thereunder, read with Schedule IV of the Act, as amended from time to time, Shri Kranthikumar Chimakurthi (DIN:0008194180), an Independent Director of the Company, who has submitted a declaration that he meets the criteria for an independent Director as provided in Section 149(6) of the Act and who was appointed by the Board of Directors in their meeting held on 9th August, 2018 as an Independent Director and who is eligible for appointment and who holds office as an Independent Director upto 8th August, 2023 but has been re-appointed as Independent Director by Ordinary Resolution for a term of five years effective from 9th Aug., 2023, be and is hereby re-appointed as an Independent Director of the Company for a term of four years w.e.f.9th August, 2024 or till such earlier date as may be determined to conform with statutes, rules, regulations or guidelines".

"RESOLVED FURTHER THAT the Board of directors 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.

ITEM NO.5 - RE-APPOINTMENT OF SHRI VAMSIDHAR REDDY MANDIPATI AS INDEPENDENT DIRECTOR - SPECIAL RESOLUTION

No. of Members voted through 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 cast (shares)through e-voting & AGM	% of total no. of valid votes cast
5	1218592	91	11200	1229792	100

Votes against the Resolution - Nil

No. of invalid votes - Nil

No. of votes abstained - Nil

RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013 and the Rules framed thereunder, read with Schedule IV of the Act, as amended from time to time, Shri.Vamsidhar Reddy Mandipati (DIN:08268843), an Independent Director of the Company, who has submitted a declaration that he meets the criteria for an independent Director as provided in Section 149(6) of the Act and who is eligible for appointment and whose term as Independent Director expired on 7th Nov., 2023, but has been re-appointed as Independent Director by Ordinary Resolution for a term of five years effective from 8th Nov., 2023, be and is hereby re- appointed as an Independent Director of the Company for a term of four years effective from 8th Nov., 2024 or till such earlier date as may be determined to conform with statutes, rules, regulations or guidelines".

RESOLVED FURTHER THAT the Board of directors 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."



EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES' ACT, 2013

ITEM NO.4

The Company had pursuant to the provisions of Clause 49 of the Listing Agreement entered with the Stock Exchanges where the company's shares are listed, appointed Shri Krantikumar Chimakurthi as Independent Director w.e.f. 9th August, 2018. Pursuant to the provisions of Section 149 of the Act, which came into effect from April 1, 2014, every listed public company is required to have at least one third of the total number of directors as independent directors, who are not liable to retire by rotation. Shri Kranthikumar Chimakurthi, a Post Graduate Engineer who is a Senior Consultant was holding office only upto 8th August, 2023. As per Regulations, Mr.Kranthikumar Chimakurthi is entitled for another term of five years. Accordingly, the Shareholders in the last AGM re-appointed Shri Kranthi Kumar Chimakurthi w.e.f. 9th August, 2023 upto 8th August, 2028 by ordinary Resolution as recommended by the Board. As per the Regulations, the second term of an Independent Director must be approved by Shareholders through Special Resolution. Therefore, the board recommends the re-appointment of Shri Kranthikumar Chimakurthi (DIN:0008194180), as an Independent Director for the residual term of four years w.e.f. 9th August, 2024 by Special Resolution.. He has given a declaration to the Board that he meets the criteria of independent director as provided under Section 149(6) of the Act. In the opinion of the Board, Shri Kranthikumar Chimakurthi fulfills the conditions specified in the Act and the Rules framed there under for appointment as Independent Director and he is independent of the management.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of this director as Independent Director is now being placed before the Members for their approval by Special Resolution.

Shri Kranthikumar Chimakurthi being the appointee is interested in the Resolution. None of the other Directors are interested or concerned directly or indirectly in the Resolution. The resolution is recommended for the approval of Members by way of Special Resolution.

ITEM NO.5

The Company had pursuant to the provisions of Clause 49 of the Listing Agreement entered with the Stock Exchanges where the company's shares are listed, appointed Shri Vamsidhar Reddy Mandipatti Independent Director in compliance with the requirements of the clause upto 7th Nov.2023. Pursuant to the provisions of Section 149 of the Act, which came into effect from April 1, 2014, every listed public company is required to have at least one third of the total number of directors as independent directors, who are not liable to retire by rotation. Accordingly, Shri Vamsidhar Reddy Mandipati, an MCA who is a Senior Consultant was appointed as Independent Director after complying with Rules and Regulations on 08th Nov., 2018 and he held office upto 7th Nov., 2023. As per Regulations, Mr.Vamsidhar Reddy Mandipatti is entitled for another term of five years. Accordingly, the Shareholders in the last AGM has re-appointed him, as recommended by Board, as Independent Director for a term of five years upto 7th Nov., 2028. As per the Regulations, the second term of an Independent Director must be approved by Shareholders through Special Resolution. Therefore, the board recommends the appointment of Shri.Vamsidhar Reddy Mandipati(DIN:08268843), as an Independent Director for another term of four years upto 7th Nov., 2028. He has given a declaration to the Board that he meets the criteria of independent director as provided under Section 149(6) of the Act. In the opinion of the Board, Shri.Vamsidhar Reddy Mandipati fulfills the conditions specified in the Act and the Rules framed there under for appointment as Independent Director and he is independent of the management.



In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of this director as Independent Director is now being placed before the Members for their approval by way of Special Resolution.

Shri.Vamsidhar Reddy Mandipati being the appointee is interested in the Resolution. None of the other Directors are interested or concerned directly or indirectly in the Resolution. The resolution is recommended for the approval of Members by way of Special Resolution.

Date: 25.09.2024

Place: Balucetty Chatram



Kranthi Kumar C
(KRANTHI KUMAR CHIMAKURTHI)
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.34, Andal Nagar, BaluchettyChatram, KancheepuramTaluk,
Kancheepuram Dist., Pincode -631551, Tamil Nadu.

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 Fourth Annual General Meeting of the Equity Shareholders of M/S. ASHIANA AGRO INDUSTRIES LIMITED held on 25th September, 2024 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 Fourth Annual General Meeting of the Equity Shareholders of M/s. ASHIANA AGRO INDUSTRIES LIMITED held on 25th September, 2024 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 34th AGM by electronic means through the e-voting platform provided by LINK INTIME PRIVATE LIMITED. E- Voting remained open from Sunday, the 22nd September, 2024 (9.30 AM) to Tuesday, 24th September, 2024 (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
M.No: 6316; Cop No: 15458

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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 evoting, 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 evoting 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, 2024 and the Profit & Loss Account for the year ended on that date together with Reports of Auditors and Directors thereon.





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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
5	1218592	91	11200	1229792	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 Sruthakirthi (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
5	1218592	91	11200	1229792	100

(ii) Voted against the resolution: NIL





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(iii) Invalid votes: NIL

(c) Resolution

Resolution No.	Ordinary Resolution Description
3	To fix the remuneration of M/s. K. Gopal Rao & Co, Chartered Accountants, T. Nagar, Chennai (Firm Registration No.00956S with the Institute of Chartered Accountants of India), Statutory Auditors of the Company for the Financial Year 2024-25.

(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
5	1218592	91	11200	1229792	100

(ii) Voted against the resolution: NIL

(iii) Invalid votes: NIL

(d) Resolution

Resolution No.	Special Resolution Description
4	To re-appoint Shri Kranthi Kumar Chimakurthi (DIN:0008194180) as Independent Director for a term of four years .





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(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
5	1218592	91	11200	1229792	100

(ii) Voted against the resolution: NIL

(iii) Invalid votes: NIL

(e) Resolution

Resolution No.	Special Resolution Description
5	To re-appoint Shri Vamsidhar Reddy Mandipati (DIN:08268843) as Independent Director for a term of four years .

(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
5	1218592	91	11200	1229792	100

(ii) Voted against the resolution: NIL

(iii) Invalid votes: NIL





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

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6. Based on the above said votes, we report that, the 3 Ordinary Resolutions and 2 Special Resolutions as contained in the Notice dated 22nd August 2024 have been passed with requisite majority.

**Thanking you,
Yours faithfully,**



**T.Durga Prasad
M.No.6316, C.O.P No. 15458
UDIN: F006316F001314216**

Place: Chennai

Dated: 25th September 2024