

BOARD OF DIRECTORS

Sri M. SAMBASIVA RAO

Sri SUNIL PAUL

Sri S. VAHEED BASHA

AUDITORS

CHAIRMAN

DIRECTOR

DIRECTOR

V. Ramachandra Rao.,
Chartered Accountants
H.No-3-6-547/4,
Ananda Nilayam, Street No.8,
Near Himayatnagar Post Office,
Himayatnagar, Hyderaabad-29,
Phone: 55547713
Cell: 98490 27690

BANKERS

Global Trust Bank Limited
Sarojinidevi Road
Secunderabad

State Bank of Mysore
Hi-tech Agricultural Finance Branch
No. 20, 1st Main, K.H.M Block,
Ganganagar, banglore-560 032

REGISTERED OFFICE

PLOT NO 6, 8-2-248/B/2,
JOURNALIST COLONY,
Hyderabad – 500 034.

NOTICE

Notice is hereby given that the 15th Annual General Meeting of the Company will be held on Wednesday the 30th Day of September, 2009 at 11.00 A.M at Plot No. 6, H.No. 8-2-248/B/2, Journalists Colony, Road No. 3, Banjara Hills, Hyderabad – 500 034 to transact the following business:

A. ORDINARY BUSINESS:

1. To receive, consider, approve and adopt the Audited Profit and Loss Account for the year ended 31st March, 2009 Balance sheet and Cash Flow Statement as on that date together with the reports of the Directors' and Auditors' thereon.
2. To re-appoint M/s. V. Ramachandra Rao , Chartered Accountants, as Auditors to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to authorize the Board to fix their remuneration.
4. To Appoint Director in place of Sri Sunil Paul, who retires by rotation and being eligible, offers himself for re-appointment

By order of the Board
For ASIAN FLORA LIMITED



SAMBASIVA RAO
Chairman/ Director

Place: Hyderabad
Date: 05-09-2009

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. THE PROXIES, SHOULD HOWEVER BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN 48 HOURS BEFORE COMMENCEMENT OF THE MEETING.
2. The Register of members of the company will remain closed from 23rd September, 2009 to 30th September 2009 (both days inclusive).
3. Members are requested to bring their copies of Annual Report to the Annual General Meeting.
4. Members/Proxies should bring the attendance slip sent here with duly filled in for attending the Meeting.
5. No gifts will be distributed at the meeting.

By order of the Board
For ASIAN FLORA LIMITED



M. SAMBASIVA RAO
Chairman/ Director

Place: Hyderabad
Date: 05-09-2009.

DIRECTORS' REPORT

Your Directors have pleasure in presenting the 15th Annual Report together with the Audited Statement of Accounts of your Company for the year ended 31st March, 2009.

FINANCIAL RESULTS:

The Financial highlights for the year under review are given below:

(Rs. in lacs)

	2008-09 (12Months)	2007-08 (12 Months)
Sales and Other Income	0	0
EBIDT	-1.08	-1.37
Interest	0	0
Depreciation	27.96	28.03
Profit Before Tax	-29.04	-29.40
Provision for Tax*	0	0
Profit After Tax	-29.04	-29.40
Net Worth**	511.10	511.10

OPERATIONS

The company has no business activity during the year.

DIVIDEND

Due to Inadequate profits, the directors do not recommend dividend for the year 2008-2009.

Future Outlook:

The premises of operations are under the control of KSIIDC, Bangalore, there is no possibility of continuation of business operations till the loans are cleared. Hence interest on loans has not been provided.

DIRECTORS' RESPONSIBILITY STATEMENT:

Pursuant to the provisions of Section 217 (2AA) of the Companies Act, 1956 the Board of Directors state:

- i) that in preparation of the Annual Accounts, applicable accounting standards have been followed and there were no material departures there from except as otherwise explained in the notes to accounts.
- ii) that the directors have selected such accounting policies and adopted them consistently, except as stated in the notes on accounts, and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company as on 31st March, 2009 and Profit & Loss account of the company for the year ended 31st March, 2009. The auditor's comments in this regard are self explanatory
- iii) that the directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities:

DIRECTORS

Sri. Sunil Paul retires by rotation and being eligible, offers himself for re-appointment.

AUDITORS

Sri. V. Ramachandra Rao., Chartered Accountant, Auditors of the Company are eligible for re-appointment as statutory auditors of the Company to audit the accounts of the Company for the financial year 2009-10.

PARTICULARS OF EMPLOYEES

No employee of the company is in the receipt of remuneration as specified under the provision of section 217 (2A) of the companies Act, 1956, read with companies (particulars of employees) rules, 1975 as amended.

ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

The company does not have any manufacturing operations. It is engaged in plantation activity business. All these activities are not energy intensive, consequently, the provisions regarding furnishing of details of conservation of energy are not applicable.

Technology absorption and foreign exchange earning and outgo "NIL" during the year under review.

ACKNOWLEDGEMENTS

Your Directors thank the customers, vendors, investors and bankers for their continued support to your company's growth. The Board of Director also thanks all Government/Statutory Organization for their support extended to the company.

Your Board of Directors would like to place on record their appreciation to all the employees for their co-operation and contribution.

Place: Hyderabad

Date: 05-09-2009



By order of the Board
For **ASIAN FLORA LIMITED**

M. SAMBASIVA RAO

Chairman/ Director

REPORT ON CORPORATE GOVERNANCE

1. Company's Philosophy on Corporate Governance

The Company philosophy on the code of Corporate Governance is:

- (i) To ensure that adequate control system exists to enable the board to **effectively discharge** its responsibility to all the shareholders of the company.
- (ii) To ensure that the decision making process is fair and transparent.
- (iii) To ensure that the fullest commitment of the Management and the board to the maximization of shareholders value.
- (iv) To ensure that the employees of the company subscribe to the corporate values and apply them in their conduct and to ensure that the company **follows** globally recognized Corporate Governance practices.

2. Board of Directors:

(i) Composition: the details of composition and categories of Directors are:

Name	Category	Designation held	No. of Meetings Held	No. of Meetings Attended	Whether Attended Last AGM (Y/N)	No. of Directorships In other Boards	No. of Memberships In other committees
Sri.MUPPALLA SAMBASIVA RAO	Executive Director	Director	4	4	Yes	2	Nil
Sri SUNIL PAUL	Non-Executive Director	Director	4	4	Yes	2	Nil
Sri S. Vaheed Basha	Non-Executive Director	Director	4	4	Yes	Nil	Nil

Meeting of Board of Directors

During the Financial year 2008-09 Board of Directors met on the following dates: 28th April 2008, 05th September 2008, 29th December 2008 and 31st March 2009.

3.Audit committee: As a measure of good Corporate Governance and to provide assistance to the Board of Directors in fulfilling the Board's oversight responsibilities, an Audit Committee has been constituted consisting of two Independent Directors and one Executive Director as Sub-Committee to the Board and considers the terms of reference as stipulated under Clause 49 of the Listing Agreement :

Composition and other details: The Audit Committee of the Company was constituted with two Independent Directors and one Executive Director viz.,

Chairman	-	Sri M. SAMBASIVA RAO	-	Executive Director
Member	-	Sri SUNIL PAUL	-	Independent Director
Member	-	Sri S.VAHEED BASHA	-	Independent Director

During the year the Audit Committee met 4 times on the following Dates:

28th April 2008,
05th September 2008,
29th December 2008 and
31st March 2009.

Attendance of the Directors in the Audit Committee Meeting:

Name of the Director	No. of Meetings held	No. of Meetings attended
Sri M. SAMBASIVA RAO	4	4
Sri SUNIL PAUL	4	4
Sri S.VAHEED BASHA	4	4

4. Remuneration Committee:

a) Composition, Name of the Chairman and members:

Sri M. SAMBASIVA RAO
Sri SUNIL PAUL
Sri S.VAHEED BASHA

b) The Terms of reference stipulated by the Board to the Remuneration Committee:

To formulate a remuneration policy and approve the remuneration or revise the remuneration payable to the Directors, The remuneration policy of the Company is directed towards motivating and retaining the senior officers of the Company by rewarding performance.

5. Share Holders / Investors Grievance Committee

a. Constitution: The shareholders grievance committee was constituted by the Board of Directors in accordance with the requirement of clause 49 of the listing agreement.

b. **Composition** :The composition of the Committee is as follows:

Chairman	-	Sri M. SAMBASIVA RAO	-	Chairman
Member	-	Sri SUNIL PAUL	-	Director
Member	-	Sri S.VAHEED BASHA	-	Director

c. **Functions** : The functions of the committee are as follows: oversees

- (i) Share Transfer with in stipulated time.
- (ii) Non-receipt of Dividends, if any.
- (iii) To consider Replacement of lost/ stolen/ mutilated share certificates.
- (iv) Non-receipt of rights/ bonus / share certificates.
- (v) Other related issues.

6. GENERAL BODY MEETINGS

a. Details of Location and Time of holding the last three Annual General Meetings.

Date	Venue	Time	No. of Special Resolutions
September 30, 2006	PLOT NO 6, 8-2-248/B/2, JOURNALIST COLONY, HYDERABAD-500 034	11.00 AM	Nil
September 29, 2007	PLOT NO 6, 8-2-248/B/2, JOURNALIST COLONY, HYDERABAD-500 034	11.00 AM	Nil
September 30, 2008	PLOT NO 6, 8-2-248/B/2, JOURNALIST COLONY, HYDERABAD-500 034	11.00 AM	Nil

7. DISCLOSURES

- (a) **RELATED PARTY TRANSACTIONS:** The Company has no related party transactions during the year 2008-2009.

8. MEANS OF COMMUNICATION:

- a. In compliance with the requirements of Listing Agreement, the Company regularly intimates Un-audited as well as audited financial results to the Stock Exchange immediately after they are taken on record by the Board.
- b. The Management Discussion and Analysis Report is part of this Annual Report.

9. GENERAL SHAREHOLDERS INFORMATION:

(a) Annual General Meeting:

Date & Time : 30th September, 2009 at 11.00 A.M
Venue : PLOT NO 6, 8-2-248/B/2, JOURNALIST COLONY,
HYDERABAD-500 034

(b) Financial year - April - March

(c) Date of Book Closure : 23rd September, 2009 to 30th September, 2009 (both days inclusive)

(d) Listing on Stock Exchange : The Equity Shares of the company are listed on:

The Bombay Stock Exchange, Mumbai,
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai- 400 001

(g) Registrars & Transfer Agents: Share Transfers & Communication regarding Share Certificates and Change of address etc.

M/s EXCELSOFT

(h) The listing fee for the year 2008-09 has not been paid to Bombay Stock Exchange.

(i) Address for Correspondence :

- For suggestions / Grievances/ Queries to

ASIAN FLORA LIMITED
Regd. Office: PLOT NO 6, 8-2-248/B/2,
JOURNALIST COLONY, HYDERABAD-500 034
E-mail ID: khpl@satyam.net.in

- For Share Transfer / Dematerialization / Consolidation / Split of Shares, Issue of Duplicate Share Certificates and Change of Address of members:

M/s EXCELSOFT

MANAGEMENT'S DISCUSSION AND ANALYSIS REPORT

Management Discussion and Analysis Report on the Business of the Company as applicable and to the extent relevant is given below:

The company is not doing business and hence the Management cannot comment on this.

By order of the Board
For **ASIAN FLORA LIMITED**



A handwritten signature in black ink, appearing to read "Sambasiva Rao".

M. SAMBASIVA RAO
Chairman/ Director

Place: Hyderabad
Date: 05-09-2009

CEO / MD CERTIFICATE

The Board of Directors

ASIAN FLORA LIMITED

I certify that :

1. I have reviewed the financial statement, read with the cash flow statement of ASIAN FLORA LIMITED (the Company) for the year ended 31st March, 2009 and to the best of my knowledge and belief :
 - (i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - (ii) these statements and other financial information included in this report present a true and fair view of the Company's affairs and are in compliance with the existing accounting standards, applicable laws and regulations.
2. **There are**, to the best of my knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's Code of Conduct;
3. Based on the recent most evaluation on internal controls and systems I have to state:
 - (i) that there were no deficiencies in the design or operation of internal controls, which I am aware;
 - (ii) that there have been adequate internal controls in the company,
 - (iii) that there was no fraud, which I have become aware of and that involves managements or other employees who have a significant role in the companies internal control systems.

Place: Hyderabad

Date: 05-09-2009



A handwritten signature in black ink, appearing to read "M Sambasiva Rao".

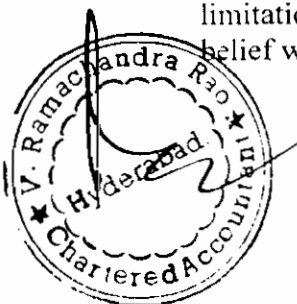
M SAMBASIVA RAO
Chairmen/Director



AUDITOR'S REPORT

To
The Members of
Asian Flora Limited,
Hyderabad.

1. We have audited the attached Balance Sheet of "M/s Asian Flora Limited". As at 31st March, 2009 and also the Profit and Loss Account for the year ended on that date annexed thereto. These financial statements are the responsibility of the company's Management. Our responsibility is to express an opinion on these financial statements based on our audit.
2. We have conducted our audit in accordance with auditing standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit included examining, on a test basis, evidence supporting the amounts and disclosures in financial statements. An audit also includes assessing the accounting principles used and significant estimates made by Management, as well as evaluating the overall financial statements presentation. We believe that our audit provides a reasonable basis for our opinion.
3. As required by the companies (Auditor's Report) Order 2003 issued by the Central Government of India in terms of Section 227 (4A) of the Companies Act, 1956, we enclose in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the order.
4. Further to our comments in Annexure referred to above, we report that:
 - a. We have obtained only the available information and explanations to the extent furnished and as is made available to us. In view of the closure of the unit since long and non availability of staff; the availability of information and explanation have got effected to a certain extent and subject to these limitations we could elicit the information to the best of our knowledge and belief which were necessary for the purpose of our audit.



CA. V. RAMACHANDRA RAO
F.C.A.
CHARTERED ACCOUNTANT



H.No. 1-2-56/55, Plot No. 1039,
Ground Floor, Street No. 5,
Advocates Colony,
Himayatnagar, Hyderabad-29.
Cell : 99490 57690
raoramachander@yahoo.com
raoramachander@gmail.com

- b. In our opinion, proper books of accounts as required by Law "Prima-facie" appear to have been kept; by the company; so far as appears from our examination of those books. We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit.
- c. In our opinion proper books of accounts as required by law have been kept by the company so far as appears from our examination of the books.
- d. The Balance Sheet and the Profit & Loss account dealt with by the report are in agreement with the books of account.
- e. On the basis of written representation received from the Directors and taken on record by the Board of Directors, we report that none of the Director is disqualified as on March 31st, 2009 from being appointed as a Director under clause (g) of sub-section (1) of section 274 of the companies Act, 1956.
- f. The company is not having manufacturing activity since 2001. Hence this matter shows the impact / effect on the "Going Concern Concept".
- g. In view of examination of books of accounts the company has not provided the interest on secured loans. And thus not followed the "accrual concepts".
- h. The loan outstanding to KSIIDC, Bangalore, NHB, Bangalore are secured against the assets of the company and the same are under the possession of the KSIIDC, Bangalore.





ANNEXURE TO AUDITORS' REPORT

1. According to the information and explanation given to us the assets of the company are under the possession of the KSIIDC, Bangalore. Since the assets are secured against the Loans with KSIIDC.
2. As explained to us, there are no stocks of Goods, stores, spare parts and materials as physically verified and certified by the management.
3. a. The Company has not taken any loans, secured or unsecured, from companies, firms, or other parties listed in the register maintained under Section 301 of the Companies Act, 1956, or from Company under the same management within the meaning of Section 370 (1B) of the Companies Act, 1956, where the rate of interest and other terms and conditions are, in our opinion, prima facie prejudicial to the interests of the Company except that on amount of Rs. 214.83 lacs has been taken as unsecured loans from companies in which Directors are interested and from others.

b. The company has not granted any loans, secured or unsecured, to companies, firms, or other parties listed in the register maintained under section 301 of the Companies Act, 1956, or to company under the same management within the meaning of Section 370 (1B) of the Companies Act, 1956, where the rate of interest and other terms and conditions are, in our opinion, prima facie prejudicial to the interests of the Company.

c. The company has not granted any advances in the nature of loans.
4. In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the Company and the nature of its business with regards to purchases of stores, raw materials including components, plant and machinery, equipment and other assets and with regard to sale of goods.
5. Whether transactions that need to be entered into a register in pursuance of Section 301 of the Act have been so entered. **Not applicable.**

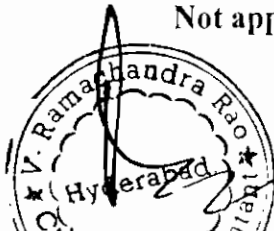


CA. V. RAMACHANDRA RAO
F.C.A.
CHARTERED ACCOUNTANT



H.No. 1-2-56/55, Plot No. 1039,
Ground Floor, Street No. 5,
Advocates Colony,
Himayatnagar, Hyderabad-29.
Cell : 99490 57690
raoramachander@yahoo.com
raoramachander@gmail.com

6. According to the information and explanations given to us, the Company has not accepted any deposits as define under Section 58 A of the Companies Act, 1956 and the rules framed there under during the period under review.
7. **The company is having a paid-up capital exceeding Rs. 50 lacs as at the commencement of the financial year concerned and has no Internal Audit System commensurate with its size and nature of business.**
8. According to the information explanation given to us maintenance of cost records has not been prescribed by the Central Government under section 209 (1) of the Companies Act, 1956, for any of activities of the Company.
9. a. According to the information and explanations given to us Provisions of the Provident Fund Act and Employees State Insurance Act are not applicable to the company.
b. **According to the information and explanations given to us, and the records of the company examined by us there are no undisputed amounts payable in respect of Wealth-Tax, sales tax, customs duty and excise duty which have remained outstanding, as at 31st March, 2009, for a period of more than six months from the date they became payable except the amounts of TDS of Rs. 25,100/- and Income Tax of Rs. 6,37,598/-.**
10. **The company has been registered for a period of not less than 5 years and its accumulated losses at the end of the financial year is more than 50% of the net worth.**
The company is a Sick Industrial Company within the meaning of clause (o) of sub-section (1) of section 3 of the Sick Industrial Companies (Special Provisions) Act, 1985 and the same has not been reported to the BOARD FOR INDUSTRIAL RECONSTRUCTION by the Directors of the Company.
11. Whether the company has defaulted in repayment of dues to a financial institution or bank or debenture holders? If yes, the period and amount of default to be reported.
Not applicable.
12. Whether adequate documents and records are maintained in cases where the company has granted loans and advances on the basis of security by way of pledge of shares, debentures and other securities; If not, the deficiencies to be pointed out.
Not applicable.



CA. V. RAMACHANDRA RAO
F.C.A.
CHARTERED ACCOUNTANT

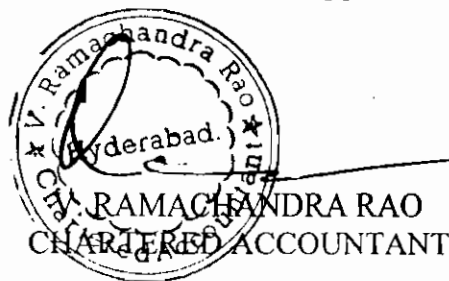


H.No. 1-2-56/55, Plot No. 1039,
Ground Floor, Street No. 5,
Advocates Colony,
Himayatnagar, Hyderabad-29.
Cell : 99490 57690
raoramachander@yahoo.com
raoramachander@gmail.com

13. Whether the company has given any guarantee for loans taken by others from bank or financial institutions, the terms and conditions where of are prejudicial to the interest of the company. **Not applicable.**
14. Whether term loans were applied for the purpose for which the loans were obtained. **Not applicable.**
15. Whether the funds raised on short-term basis have been used for long term investment and vice versa; If yes, the nature and amount is to be indicated. **Not applicable.**
16. Whether the company has made any preferential allotment of shares to parties and companies covered in the Register maintained under section 301 of the Act and if so whether the price at which shares have been issued is prejudicial to the interest of the company. **Not applicable.**
17. Whether securities have been created in respect of debentures issued. **Not applicable.**
18. Whether the management has disclosed on the end use of money raised by public issues and the same has been verified. **Not applicable.**
19. Whether any fraud on or by the company has been noticed or reported during the year; If yes, the nature and the amount involved is to be indicated. **Not applicable.**

Date: 05.09.2009

Place: Hyderabad



Annexure 1

Information under section 217(1)(e) of the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 and forming part of Directors' Report.

FORM - A

Form for disclosure of particulars with respect to conservation of energy

A. Power and Fuel

1. ELECTRICITY

a) Purchased

Unit (NO)	:	N.A
Total Amount (Rs.)	:	N.A
Rate/Unit (Rs.)	:	N.A

b) Own generation

i) Through Diesel Generator		
Unit (no)	:	Nil
Unit per Ltr. of Diesel Oil (NO.)	:	0.00
Cost/Unit (Rs.)	:	0.00
ii) Through the steam turbine/Generator	:	NIL

B. Consumption per Unit of Production.

Electricity (No. of Units)	:	N.A
----------------------------	---	-----

C. FOREIGN EXCHANGE EARNINGS AND OUTGO

i) Foreign exchange Earned (Rs.lacs) (FOB Value of exports)	:	NIL
ii) Foreign exchange Used (Rs.lacs) Capital Goods	:	NIL
iii) Foreign Travel (Rs. lacs)	:	NIL

FORM - B

Research and Development (R&D)	:	During the year under consideration the company has not taken up any R&D Activity.
--------------------------------	---	--

Technology absorption, adaptation and innovation :

- Efforts, in brief made towards Technology absorption, adaptation and innovation : Not applicable
- Benefits derived as a result of the above efforts. : Not applicable

3. In case of imported technology
(imported during the last 5 years
reckoned from the beginning of the
last 5 years financial year),
following information may be furnished :

- a) Technology imported : Imported technology from
Stork Horst B.V. Holland for
planting and cultivation.
- b) Year of import. : 1996.
- c) Has technology been fully
absorbed ? : Yes
- d) If not fully absorbed, areas : Not applicable.
where this has not taken place
reasons therfor and future
plans of action.

Foreign exchange earnings and out go

Activities relating to exports : Unit not operational
initiatives taken to increase
exports, development of new export
markets for production and service
and export plans

AUDITORS' REPORT

To
The Board of Directors
ASIAN FLORA LIMITED
Hyderabad.

We have examined the attached Cash Flow Statement of ASIAN FLORA LIMITED for the year ended 31.03.2009. The statement has been prepared by the Company in accordance with the requirements of Listing Agreement Clause 32 with Hyderabad, Bombay and Bangalore Stock Exchange and is based on and in agreement with the corresponding Balance Sheet of the Company covered by our report of 05.09.2002 to members of the Company.

Place : Hyderabad
Date : 05.09.2009.



V. RAMACHANDRA RAO
M. No: 203292 F.C.A.,
H. No: 1-2-56/55. Plot No: 1039,
Advocates Colony, Street No: 5,
Himayathnagar, Hyderabad-29.

Auditors Report :

As regards non-payment of TDS amount of Rs.25,100/- mentioned at 7.18 of the Auditors Report, the Directors wish to inform the members that the same was delayed due to paucity of Funds and the same will be remitted to Govt. shortly.

Auditors:

Auditors of the Company M/s. V.Ramachandra Rao ,Chartered Accountants, Hyderabad are retiring at the conclusion of this Annual General Meeting and being eligible offer themselves for reappointment

DIRECTORS' RESPONSIBILITY STATEMENT:

In pursuance of the provisions of section 217(2AA) of the Companies Act, 1956 the Directors of your company hereby furnish the following responsibility statement with regard to Annual accounts, Accounting policies, maintenance of adequate accounting records etc.

- I. That the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any, therefrom;
- II. That the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year ended 31st March 2009 and of the profit & loss of the company for that period;
- III. That the directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;

for and on behalf of the Board




M. SAMBASIVA RAO
DIRECTOR


SUNIL PAUL
DIRECTOR

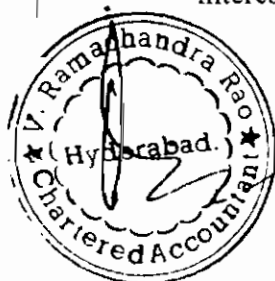
ASIAN FLORA LIMITED

SCHEDULES ATTACHED TO AND FORMING PART OF ACCOUNTS

SIGNIFICANT ACCOUNTING POLICIES:

The following are the significant accounting policies adopted by the Company in the preparation and presentation of financial statements:

- a. The accounts have been prepared using historical cost Convention in accordance with Generally Accepted Accounting Principles and provisions of the Companies Act, 1956 as applicable to the Company.
- b. The company is not having manufacturing activity since 2001. Since this is the only activity it shows the impact / effect on the "Going Concern Concept".
- c. The company has not provided the interest on secured loans and thus not followed the "accrual concepts".
- d. All fixed Assets are stated at cost less depreciation.
- e. Depreciation:
 - i) Depreciation is provided for on straight line method on pro-rata basis at the rates specified in Schedule XIV of the Companies Act, 1956 on all the assets except Rose Plants.
 - ii) The Company has not provided Depreciation on Vehicle since the same is not kept in use during the year.
 - iii) The Company could not continue the operations in the Firm yard since December 2001 due to interference of Main Financiers M/s KSIIDC, Bangalore in the event of Loans extended. It resulted to complete damage to all Rose Plants and hence the value of Rose Plants as on 01.04.08 is written off during the previous year 2008-09.
- f. As the premises of operations are under the control of KSIIDC, Bangalore, there is no possibility of continuation of business Operations till the loans are cleared. Hence interest on loans has been provided for accrued basis.



11. Notes on Accounts

1. Contingent Liabilities on a account of litigation with creditors/Parties is to the extent of Rs. 6.15 lakhs from 1998-99. Income Tax Liability demanded by the Department for an amount of Rs.11,13,063/- has not been provided in the Books of Accounts.
2. Deferred Revenue Expenditure will be written off over a period of 5 years.
3. Preliminary and Public Issue Expenses will be written off over a period of 10 years.
4. Amount invested by Moerheim Roses & Trading India, Bangalore has been shown in Current Liabilities Account.
5. Particulars of Remuneration paid to Directors:

	2009-2010	2008-2009
	Rs.	Rs.
Managing Director :		
Salary :	NIL	NIL
Perks :	NIL	NIL

6. Particulars of Payment to Auditors:

	Rs.	Rs.
Audit Fee	10,000	10,000
Service Tax	800	800

7. Balances under the heads Sundry Debtors, Sundry Creditors, Term Loans, Bank Balances and advances given by the company are subject to confirmations.
8. Estimated amount of contracts to be executed on Capital Account and not provided for on 31st March, 2009 is Rs. NIL (Previous Year : NIL)
9. Value of Imports calculated on CIF basis:

	2007-2008	2008-2009	2009 - 2010
	Rs.	Rs.	Rs.
a) Capital Goods :	NIL	NIL	NIL
b) Expenditure in foreign currency			
Travelling Expenses :	NIL	NIL	

10. Gratuity is not accounted during the year as there are no employees.

11. The loans advanced by KSIIDC, Bangalore are under the proposal of OTS.



ASIAN FLORA LIMITED

SCHEDULES ATTACHED TO AND FORMING PART OF ACCOUNTS

12. Provision for deferred Tax liability/asset has not been provided for as the same does not arise in the case of the company.
13. The loan outstanding to KSIIDC, Bangalore , NHB, Bangalore are secured against the assets of the company and the same are under the personal guarantee of Mr. K. Bhanu Prasad, Mr. D. Raghava Rao & Mr. K. Madhava Rao.
14. ADDITIONAL INFORMATION PURSUANT TO CHAPTER VI OF COMPANIES ACT, 1956

QUANTITATIVE AND OTHER DETAILS:

1. LICENCED CAPACITY CUT FLOWERS (ROSES) **88 lacs Nos.**
2. INSTALLED CAPACITY CUT FLOWERS (ROSES) **88 lacs Nos.**
3. PRODUCTION CUT FLOWERS (ROSES) **NIL**
4. INFORMATION REGARDING OPENING STOCK, CLOSING STOCK, SALES ETC

	QUANTITY	AMOUNT
OPENING STOCK		
FERTILISERS, CHEMICALS & PESTICIDES	NIL	NIL
COMPOST	NIL	NIL
FINISHED GOODS	NIL	NIL
TURNOVER		
CUT FLOWER SALES	NIL	NIL

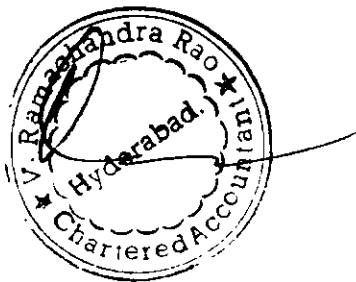
DETAILS OF RAW MATERIAL CONSUMED :

FERTILISERS AND COMPOST	}	NIL
PESTISIDES AND CHEMICALS	}	



15. Previous Year's figures have been regrouped wherever considered necessary.
16. Figures have been rounded off to the nearest Rupee.
17. Schedules 1-11 referred to in the Balance Sheet and Profit and Loss Account form an integral part of accounts.

VIDE OUR REPORT OF EVEN DATE



FOR AND ON BEHALF OF THE BOARD

A handwritten signature in black ink, appearing to read "M. Sambasiva Rao".

M. SAMBASIVA RAO
DIRECTOR

A handwritten signature in black ink, appearing to read "Sunil Paul".

SUNIL PAUL
DIRECTOR

PLACE : HYDERABAD
DATED : 05.09.2009

C. CASH FLOW FROM FINANCING ACTIVITIES:

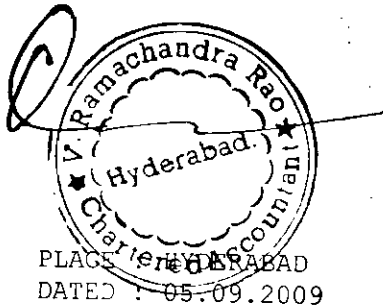
Increase/(Decrease) in Share Capital	0.00	0.00
Increase/(Decrease) in Term Loans	0.00	0.00
Increase/(Decrease) in Unsecured Loans	0.00	0.16

TOTAL C	0.00	0.16
----------------	------	------

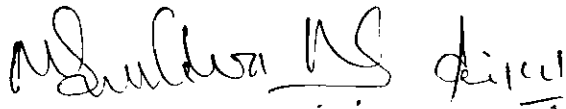
Net Increase/(Decrease) in cash and cash equivalents (A+B-C)	0.00	0.00
Opening Balance of Cash & Cash Equivalents	0.00	0.00
Closing Balance of Cash & Cash Equivalents	0.00	0.00

VIDE OUR REPORT OF EVEN DATE

FOR AND ON BEHALF OF THE BOARD



 V. Ramachandra Rao
 Chartered Accountant
 Hyderabad.
 PLACE: HYDRABAD
 DATED: 05.09.2009


 M. SAMBASIVA RAO SUNIL PAUL
 DIRECTOR DIRECTOR

ASIAN FLORA LIMITED
PLOT NO 6, JOURNALISTS' COLONY,
ROAD NO 3, BANJARA HILLS, HYDERABAD - 500 039.

BALANCE SHEET AS AT 31st March, 2009

PARTICULARS	SCH NO	AS AT 31.03.2009 Rs.	AS AT 31.03.2008 Rs.
I. SOURCE OF FUNDS			
A. SHARE HOLDERS' FUNDS			
SHARE CAPITAL	1	51110000	51110000
B. LOAN FUNDS			
SECURED LOANS	2	129053155	129053155
UNSECURED LOANS	3	22311020	22311020
TOTAL		202474175	202474175
II. APPLICATION OF FUNDS			
A. FIXED ASSETS			
GROSS BLOCK		75886740	75886740
LESS : DEPRECIATION	4	43251079	40454641
NET BLOCK		32635661	35432099
B. CURRENT ASSETS, LOANS & ADVANCES			
CASH & BANK BALANCES	5	868643	868643
LOANS & ADVANCES	6	4803810	4803810
		5672453	5672453
Less : CURRENT LIABILITIES & PROVISIONS	7	11163162	11152362
NET CURRENT ASSETS		(5490709)	(5479909)
C. MISCELLANEOUS EXPENDITURE			
(To the extent not written off or adjusted)			
MISCELLANEOUS EXPENDITURE	8	799248	896331
PROFIT / (LOSS) ACCOUNT		(174529975)	(171625654)
TOTAL		202474175	202474175

NOTES ON ACCOUNTS

11

VIDE OUR REPORT OF EVEN DATE

For V. RAMACHANDRA RAO
 CHARTERED ACCOUNTANTS

V. RAMACHANDRA RAO
 PROPRIETOR

PLACE : HYDERABAD
 DATE : 05.09.2009

For AND ON BEHALF OF THE BOARD

SUNIL PAUL
 DIRECTOR

M. SAMBASIVA RAO
 DIRECTOR

ASIAN FLORA LIMITED
PLOT NO 6, JOURNALISTS' COLONY,
ROAD NO 3, BANJARA HILLS, HYDERABAD - 500 039.

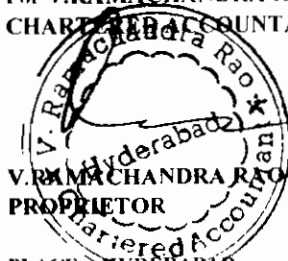
PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED 31st March,2009

PARTICULARS	SCH NO	FOR THE YEAR ENDED 31.03.2009 Rs.	FOR THE YEAR ENDED 31.03.2008 Rs.
INCOME			
SALES		0	0
OTHER INCOME		0	0
TOTAL		<u>0</u>	<u>0</u>
EXPENDITURE			
PRODUCTION, ADMINISTRATION, SELLING AND OTHER EXPENSES	9	10800	26800
FINANCIAL CHARGES	10	0	0
MISCELLANEOUS EXPENDITURE WRITTEN OF DEPRECIATION		97083	109939
TOTAL		<u>2796438</u>	<u>2802820</u>
		<u>2904321</u>	<u>2939559</u>
NET PROFIT/(LOSS) FOR THE YEAR		(2904321)	(2939559)
		(2904321)	(2939559)
LOSS OF PREVIOUS YEARS BROUGHT FORWARD		(171625654)	(168686095)
PROFIT/(LOSS) CARRIED TO BALANCE		<u>(174529975)</u>	<u>(171625654)</u>

SHEET

VIDE OUR REPORT OF EVEN DATE

For **V.RAMACHANDRA RAO**
CHARTERED ACCOUNTANTS



V.RAMACHANDRA RAO
PROPRIETOR

PLACE : HYDERABAD
DATE : 05.09.2009

For **AND ON BEHALF OF THE BOARD**


SUNIL PAUL
DIRECTOR


M.SAMBASIVA RAO
DIRECTOR

ASIAN FLORA LIMITED

SCHEDULES ATTACHED TO AND FORMING PART OF ACCOUNTS

PARTICULARS	AS AT	AS AT
	31.03.2009	31.03.2008
	Rs.	Rs.

1. SHARE CAPITAL :

AUTHORISED :

(6750000 EQUITY SHARES OF Rs.10/- EACH

67500000

67500000

ISSUED SUBSCRIBED AND PAID UP :

(3880900 EQUITY SHARES OF Rs.10/- EACH

38809000

38809000

Add : SHARES FORFEITED (2460200 EQUITY SHARES

12301000

12301000

OF Rs.5/ EACH

TOTAL

51110000

51110000

2. SCHEDULE OF SECURED LOANS

KSIIDC LIMITED. TERM LOAN

30000000

30000000

KSIIDC LIMITED. BRIDGE LOAN

3000000

3000000

KSIIDC LIMITED FUNDED INTEREST T/L

13510513

13510513

KSIIDC LIMITED FUNDED INTEREST B-L

621816

621816

(Secured against paripassu charge on all the movable Plant & Machinery, Machinery Spares, Tools, Accessories and other Movable both present and future and by Equitable Mortgage of Land and Buildings registered in the name of the Company)

CASH CREDIT - STATE BANK OF MYSORE

9130605

9130605

(Secured against hypothecation of Crops, Movable, Raw materials, Semi Finished & Finished goods, created out of the finance and margin money)

GLOBAL TRUST BANK LTD - A C II

9000000

9000000

KUBER FINANCE

550000

550000

(Secured against hypothecation of Vehicle)

INTEREST ACCRUED AND DUE

63240221

63240221

TOTAL

129053155

129053155

3. UNSECURED LOANS

FROM DIRECTORS

812251

812251

FROM OTHERS

21498769

21498769

TOTAL

22311020

22311020



SIAN FLORA LIMITED

SCHEDULES ATTACHED TO AND FORMING PART OF ACCOUNTS

FIXED ASSETS :

STATEMENT OF DEPRECIATION ON FIXED ASSETS FOR THE YEAR 2008-2009 (STRAIGHT LINE METHOD)

PARTICULARS	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	ORIGINAL COST AS ON 01.04.2008	ADDITIONS TO 30.09.2008	DELETIONS DURING THE YEAR 31.03.2009	TOTAL GROSS AS ON 31.03.2009	UP TO 31.03.2008	FOR THE YEAR 2008-09	ON YEAR DELETIONS AS ON 31.03.2009	TOTAL DEPRECIATION AS ON 31.03.2009	AS AT 31.03.2009	AS AT 31.03.2008
LAND & SITE DEVELOPMENT	5726292	0	0	5726292	0	0	0	0	5726292	5726292
BUILDINGS	5313938	0	0	5313938	1981927	177486 ✓	0	2159413	3154525	3332011
GREEN HOUSE EQUIPMENT	44613407	0	0	44613407	23572475	2120137 ✓	0	25692612	18920795	21040932
CONDITIONING PLANT	5120900	0	0	5120900	2736796	243243 ✓	0	2980039	2140861	2384104
WATER PLANTS	8909357	0	0	8909357	8909357	0	0	8909357	0	0
IRRIE EQUIPMENT	332310	0	0	332310	124096	15512 ✓	0	139608	192702	208214
GENERATORS	993279	0	0	993279	526854	47181 ✓	0	574035	419244	466425
ELECTRICAL INSTALLATIONS	1000953	0	0	1000953	790232	70767 ✓	0	860999	139954	210721
WATER WORKS & IRRIGATION	2528789	0	0	2528789	1140858	115974	0	1256832	1271957	1387931
EQUIPMENT	0	0	0	0	0	0	0	0	0	0
FURNITURE & FIXTURES	96964	0	0	96964	68541	6138	0	74679	22285	28423
OFFICE EQUIPMENT	186709	0	0	186709	186709	0	0	186709	0	0
VEHICLES	1063842	0	0	1063842	416796	0	0	416796	647046	647046
TOTAL	75886740	0	0	75886740	40454641	2796438	0	43251079	32635661	35432099



ASIAN FLORA LIMITED

SCHEDULES ATTACHED TO AND FORMING PART OF ACCOUNTS

PARTICULARS	AS AT	AS AT
	31.03.2009	31.03.2008
	Rs.	Rs.
5. CASH & BANK BALANCES		
CASH ON HAND	26000	26000
BALANCES WITH SCHEDULED BANKS		
--IN CURRENT ACCOUNTS	13072	13072
--IN DEPOSITS ACCOUNTS	118321	118321
--IN MARGIN MONEY	711250	711250
TOTAL	868643	868643
6. LOANS & ADVANCES		
(Unsecured. Considered good recoverable in Cash or Kind)		
ADVANCE FOR CAPITAL GOODS	688600	688600
ADVANCE FOR EXPENSES	1295432	1295432
DEPOSITS	2055664	2055664
TAX DEDUCTED AT SOURCE	64114	64114
OTHER ADVANCES	700000	700000
TOTAL	4803810	4803810
7. CURRENT LIABILITIES & PROVISIONS		
CREDITORS FOR CAPITAL GOODS	1586078	1586078
CREDITORS FOR EXPENSES	9551185	9540385
GLOBAL TRUST BANK LTD-BANGALORE	799	799
TAX DEDUCTED AT SOURCE -PAYABLE	25100	25100
TOTAL	11163162	11152362
8. MISCELLANEOUS EXPENDITURE		
PRELIMINARY EXPENSES	73303	81448
PUBLIC ISSUE EXPENSES	748531	831701
DEFERRED REVENUE EXPENDITURE	74497	93121
	896331	1006270
Less : WRITTEN OFF		
PRELIMINARY EXPENSES	7330	8145
PUBLIC ISSUE EXPENSES	74853	83170
DEFERRED REVENUE EXPENDITURE	14899	18624
TOTAL	799248	896331



ASIAN FLORA LIMITED

SCHEDULES ATTACHED TO AND FORMING PART OF ACCOUNTS

PARTICULARS	FOR THE YEAR ENDED 31.03.2009	FOR THE YEAR ENDED 31.03.2008
9. PRODUCTION, ADMINISTRATION, SELLING & OTHER EXPENSES		
POSTAGE & CABLES		
CONVEYANCE		
GENERAL CHARGES - HYD OFFICE		
ROC FILING FEE		
LICENCES, RATES & TAXES		
AUDIT FEE	10800	10800
PROFESSIONAL CHARGES		16000
TOTAL	10800	26800
10. FINANCIAL CHARGES		
BANK CHARGES	0	0
INTEREST ON TERM LOANS	0	0
INTEREST TO OTHERS	0	0
INTEREST ON FUNDED INTEREST	0	0
OVERDUE INTEREST	0	0
TOTAL	0	0



BALANCE SHEET ABSTRACT AND COMPANY'S GENERAL PROFILE

Figures in thousands

I. Registration Details

Registration No	18562
	01
Balance Sheet Date	31.03.2009

II. Capital raised during the Year (Amount in Rs. Thousands)

Public Issue	Nil
Rights Issue	Nil
Bonus Issue	Nil
Private Placement	Nil

III. Position of mMobilisation and Deployment of Funds (Amount in Rs. Thousands)

Total Liabilities	202474.00
Total Assets	202474.00

Sources of Funds

Paid-up Capital	51110.00
Secured Loans	129053.00
Unsecured Loans	22311.00

Total 202474.00

Application of Funds

Net Fixed Assets	32636.00
Investments	Nil
Net Current Assets	(5491.00)
Misc. Expenditure	799.00
Accumulated Losses	174530.00

Total 202474.00

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

Turnover including other Income & Stocks	0.00
Total Expenditure	2904.00
Loss before Tax	(2904.00)
Loss after Tax	(2904.00)
Earning per Share in Rs.	N.A
Dividend Rate %	NIL

V. Generic Names of Three Principal Products/Services of Company (as per monetary terms)

Item Code No.	0603-00
Product Description	Cut Flower Roses

