



AAYUSH
FOOD AND HERBS LIMITED

Regd. Off. : 301, Aakash Tower, 2, LSC,
Savita Vihar, Delhi-110092
Works : Village Jamalpur, Jwalapur,
Distt. Haridwar (U.K.)

Ref. No. :

NOTICE OF ANNUAL GENERAL MEETING

Date :

NOTICE is hereby given that the 27th Annual General Meeting of the Members of M/s AAYUSH FOOD AND HERBS LIMITED will be held on Friday, 30th September, 2011 at 11:00 A.M. at the registered office of the company at 301, Aakash Tower, 2, LSC, Savita Vihar, Delhi - 110092 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at March 31, 2011 and the Profit and Loss Account for the year ended March 31, 2011 and the reports of the Board of Directors and Auditors' thereon.
2. To appoint a Director in the place of Mr. Sanjeev Kumar who retires by rotation and being eligible, offers himself for re-appointment
3. To appoint M/s Rajesh Laxmi & Associates, Chartered Accountants, Delhi, as Statutory Auditors of the Company from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company and to fix their remuneration.

SPECIAL BUSINESS:

4. To consider and if thought fit to pass with or without modification(s), the following resolution as an ordinary resolution:

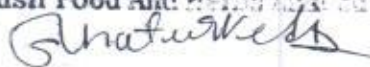
"RESOLVED THAT Mr. Suresh Chandra Joshi, who was appointed as an Additional Director of the Company with effect from 4th April, 2011, be and is hereby appointed as a Director of the Company liable to retire by rotation."

5. To consider and if thought fit to pass with or without modification(s), the following resolution as an Ordinary Resolution.

COMPLIANCE CERTIFICATE

"RESOLVED THAT, the compliance certificate under section 383A, as issued by Mr. R.S. Bhatia, a Practicing Company Secretary, be and is hereby received, considered and adopted."

By order of the Board
For Aayush Food and Herbs Limited
Aayush Food And Herbs Limited



(Sunil Kumar Chaturvedi)
Director
Director

Place: Delhi
Date: 02.09.2011

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.
2. THE PROXIES, IN ORDER TO BE VALID AND EFFECTIVE, MUST BE DELIVERED TO THE REGISTERED OFFICE OF THE COMPANY AT LEAST FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A BLANK PROXY FORM IS ENCLOSED.
3. ANY MEMBER REQUIRING INFORMATION ABOUT THE ACCOUNTS ETC. SHOULD INFORM THE REGISTERED OFFICE OF THE COMPANY AT LEAST 7 DAYS BEFORE THE DATE OF MEETING SO AS TO ENABLE THE MANAGEMENT TO KEEP THE INFORMATION.
4. AN EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956 IS ANNEXED HERewith THE NOTICE.

EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956:

Item No. 4

Mr. Suresh Chandra Joshi was appointed as Additional Director of the Company with effect from 4th April, 2011, to hold office up to the date of the forthcoming Annual General Meeting of the Company. Mr. Suresh Chandra Joshi, being eligible, offers himself for appointment as regular Director of the Company. As required by the section 257 of the companies Act 1956, a notice along with a deposit of rupees five hundred has been received from member signifying his intention to propose his appointment as a Director. The Board considers it desirable that the company should continue to avail itself of his services.

Your Directors recommend the resolution under Item No. 4 to be passed as Ordinary Resolution.


Except Mr. Suresh Chandra Joshi, no other director is interested in the said resolution.

Item No. 5

The Central Government vide notification dated 31/01/2001 has pronounced the companies (Compliance Certificate) Rules 2001. According to these Rules your company is required to get a Compliance Certificate from a Practicing Company Secretary. Accordingly, Company has obtained a certificate from Mr. R. S. Bhatia, a Company Secretary in Practice. The said certificate in the prescribed format has been attached with the Director's Report as required under the provisions of section 383A of the Companies Act, 1956. As per said rules the Compliance Certificate is required to be laid before the company in its general meeting. Your Directors recommend the adoption of the same.

None of the Directors is concerned/interested in the Resolution.

By order of the Board
For Aayush Food and Herbs Limited



(Sunil Kumar Chaturvedi)
Director

Place: Delhi
Date: 02.09.2011

Ref. No. :

Date :

DIRECTORS' REPORT TO THE SHAREHOLDERS

To the Members,
Aayush Food And Herbs Limited,
Delhi

Your Directors present the 27th Annual Report of the Company together with the Audited Statements of Accounts for the year ended on March 31, 2011.

1. FINANCIAL RESULTS

For the year ended 31st March (in Rs.)

	<u>2011</u>	<u>2010</u>
Profit before Interest & Depreciation	6,29,090.30	4,43,601.59
Less: Interest & Other Charges	4,673	NIL
Less: Depreciation	1,07,575.00	1,49,378.00
Less: Extraordinary item	NIL	NIL
Profit before Tax	5,16,842.30	2,94,223.59
Fringe Benefit Tax	NIL	NIL
Deferred Tax	(3979.00)	(7,745.00)
Provision for Taxation (net)	1,34,597.00	80,572.00
Tax adjusted for earlier years	NIL	14,007.00
Profit after Tax	3,86,224.30	2,07,389.59
Add/ (Less): Balance brought forward from previous year	2,22,849.57	15,459.98
Balance carried to Balance Sheet	6,09,073.87	2,22,849.57

2. DIVIDEND

In the absence of adequate profit, Directors are unable to recommend dividend on equity shares.

3. MATERIAL CHANGES

There is no material changes, affecting the financial position of the company which have occurred between the end of the financial year of the company to which the balance sheet relates and the date of report

4. DIRECTORS

Mr. Suresh Chandra Joshi, who retires by rotation and being eligible, offer himself for re – appointment. Mr. Suresh Chandra Joshi has been appointed as Additional Director with effect from 4th April, 2011 to hold office up to the date of forthcoming Annual General Meeting. The Board recommends appointment of Mr. Suresh Chandra Joshi as Regular Director of the company.

5. COMPLIANCE CERTIFICATE

Compliance Certificate pursuant to the provision of the Section 383A of Companies Act, 1956, a Certificate from Practicing Company Secretary has been obtained and annexed hereto and the same forms an integral part of the report.

6. AUDITORS & AUDITORS REPORT

The Board recommends the appointment of M/s Rajesh Laxmi & Associates, Chartered Accountants, Delhi who is to hold office until the conclusion of ensuing Annual General Meeting and being eligible, offer themselves for re-appointment as the Auditors of the company for the financial year 2010-2011. They have confirmed that their appointment, if approved, shall be within the limits laid down under section 224 (1B) of the Companies Act, 1956. The Auditors' Report does not have any adverse remarks and do not call for any clarification.

7. FIXED DEPOSITS

The Company has not invited or availed Fixed Deposits from the public during the year under review.

8. DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirement under Section 217(2AA) of the Companies Act 1956, with respect to Directors' Responsibility Statement, it is hereby confirmed:

- i) That in the preparation of annual accounts, the applicable accounting standards have been followed along with proper explanation relating to any departures;
- 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 and of the profit or loss of the Company for the year under review;
- 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;
- iv) That the Directors have prepared the annual accounts for the year ended on March 31, 2011 on a 'going concern basis'.