

Ref. No. :

**NOTICE OF ANNUAL GENERAL MEETING** Date: .....

NOTICE is hereby given that the 28<sup>th</sup> Annual General Meeting of the Members of M/s AAYUSH FOOD AND HERBS LIMITED will be held on Saturday, 29<sup>th</sup> September, 2012 at 10:00 A.M. at 301, Aakash Tower, 2, LSC, Savita Vihar, Delhi - 110092 to transact the following business:

**ORDINARY BUSINESS:**

1. To consider and adopt the Audited Balance Sheet as at March 31, 2012 and the Profit and Loss Account for the year ended March 31, 2012 and the report of the Board of Directors and Auditors' thereon.
2. 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.

**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**

*(Signature)*  
**Auth. Sing./Director**  
(Sunil Kumar Chaturvedi)  
(Director)

Place: Delhi  
Date: 01.09.2012

**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.





**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. :

DIRECTORS' REPORT TO THE SHAREHOLDERS

To the Members,  
Aayush Food and Herbs Limited,  
Delhi

Your Directors present the 28<sup>th</sup> Annual Report of the Company together with the Audited Statements of Accounts for the year ended the March 31, 2012.

FINANCIAL RESULTS

	For the year ended 31 <sup>st</sup> March (in Rs.)	
	2012	2011
Profit before Interest & Depreciation	1,85,894.00	6,29,090.30
Less: Interest & Other Charges	6,400.00	4673.00
Less: Depreciation	78,215.00	1,07,575.00
Less: Extraordinary item	NIL	NIL
Profit before Tax	1,01,279.00	5,16,842.30
Fringe Benefit Tax	NIL	NIL
Deferred Tax	(589.00)	(3,979.00)
Provision for Taxation (net)	19,299.00	1,34,597.00
Tax adjusted for earlier years	NIL	NIL
Profit after Tax	82,569.00	3,86,224.30
Add/ (Less): Balance brought forward from previous year	6,09,074.00	2,22,849.57
Balance carried to Balance Sheet	6,91,643.00	6,09,073.87

DIVIDEND

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

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.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

As the Company's operations do not involve any manufacturing or processing activities, the particulars as per the Companies (Disclosures of Particulars in the Report of the Board of Directors) Rules, 1988, regarding conservation of energy, technology absorption, foreign exchange earnings and outgo are not applicable.

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.



### AUDITORS

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 2011-2012. They have confirmed that their appointment, if approved, shall be within the limits laid down under section 224 (1B) of the Companies Act, 1956.

### FIXED DEPOSITS

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

### 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, 2012 on a 'going concern basis'.

### PARTICULARS OF EMPLOYEES

No employee of the Company was in receipt of remuneration above the limit specified under Section 217(2A) of the Companies Act, 1956.

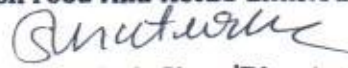
### ACKNOWLEDGEMENT

The Directors of your Company place on record their appreciation for the dedicated and sincere services rendered by the officers and staff at all levels.

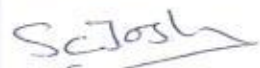
For and on behalf of the Board  
For Aayush Food and Herbs Limited

Aayush Food And Herbs Limited

For AAYUSH FOOD AND HERBS LTD.



Auth. Sing./Director  
(Sunil Kr Chaturvedi)  
(Director)



Auth. Sing./Director  
(Suresh Chandra Joshi)  
(Director)

Place: Delhi  
Date: 01.09.2012

Rajesh Laxmi & Associates  
Chartered Accountants

205, Basant Complex, 38,  
Veer Savarkar Block,  
Shakarpur, Delhi- 110092  
Ph- 011-22051299

AUDITORS' REPORT

To,  
The Shareholders,  
Aayush Food and Herbs Limited

We have audited the Balance Sheet of M/S AAYUSH FOOD AND HERBS LIMITED as at 31<sup>st</sup> March, 2012 and also the Profit & 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.

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 mis-statement. An audit includes examining, on test basis evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimate made by the management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

As required by the Companies (Auditors Report) Order, 2003 issued by the Company law Board in term of Section 227 (4A) of the Companies Act, 1956 we enclose in the annexure a statement of the matters specified in particulars in paragraph 4 & 5 of the said order to the extent applicable to this company.

Further to our comment in the annexure referred to in para above, we report that:

- i) We have obtained all the information and explanation, which to the best of our knowledge and belief were necessary for the purpose of the audit.
- ii) In our opinion, proper books of accounts as required by the law have so far as appears from our examination of the books are maintained.





- iii) The Balance Sheet and the Profit & Loss Account dealt with by the report are in agreement with the books of accounts.
- iv) In our opinion, Balance Sheet and Profit & Loss Account, referred to in this Report, comply with the applicable Accounting Standards referred to in Section 211(3C) of the Companies Act, 1956 (as amended).
- v) In our opinion, and based on information and explanations given to us, we report that none of the directors are disqualified as on 31<sup>st</sup> March 2011 from being appointed as Directors in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.
- vi) In our opinion and to the best of our information and according to the explanations given to us, the said statements of accounts, read together with the notes thereon, gives the information required by the Companies Act 1956, in the manner so required, and give a true and fair view in conformity with the accounting principles generally accepted in India:
  - (i) In the case of Balance Sheet of the state of affairs of the Company as at 31<sup>st</sup> March 2012.
  - (ii) In the case of Profit & Loss account of the Profit of the Company for the year ended on that date.

Place: Delhi  
Date: 01.09.2012

For Rajesh Laxmi & Associates  
Chartered Accountants



(Rajesh Gupta)  
Partner  
-M.No 090427-  
FRN- 012203N

#### ANNEXURE TO THE AUDITORS REPORT

- 1 (a) The company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
- 1 (b) All the assets have not been physically verified by the management during the year but there is a regular programme of verification which, in our opinion, is reasonable having regard to the size of the company and the nature of its assets. No material discrepancies were noticed on such verification.
- 1 (c) According to the Information and Explanation and on examination of Books of Accounts, company has not disposed off any/ substantial part of Fixed Assets during the Year.
- 2 (a) The inventory has been physically verified during the year by the management. In our opinion, the frequency of verification is reasonable.
- 2 (b) The procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the company and the nature of its business.
- 2 (c) The company is maintaining proper records of inventory. The discrepancies noticed on verification between the physical stocks and the book records were not material.
- 3 (a) The Company has not granted any Loans Secured or Unsecured to the other companies listed in the register maintained under section 301 of the Companies Act, 1956.
- 3 (b) As company has not granted any loan, hence it is not applicable
- 3 (c) As company has not granted any loan, hence it is not applicable
- 3 (d) As company has not granted any loan, hence it is not applicable
- 3 (e) The Company has not taken any Loans Secured or Unsecured from the other companies listed in the register-maintained under section 301 of the Companies Act, 1956.
- 3 (f) As company has not taken any loan, hence it is not applicable.
- 3 (g) As company has not taken any loan, hence it is not applicable.
- 4 In our opinion an 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 regard to purchases of inventory, fixed assets and with regard to the sale of goods and services. During the course of our audit, we have not observed any continuing failure to correct major weaknesses in internal controls.
- 5 (a) According to the information and explanations given to us, we are of the opinion that the transactions that need to be entered into the register maintained under section 301 of the Companies Act, 1956 have been so entered.
- 5 (b) In our opinion and according to the information and explanations given to us, the transactions made in pursuance of contracts of arrangements entered in the register maintained under section 301 of the Companies Act, 1956 in respect of any party during the year have been made at prices which are reasonable having regard to prevailing market prices at the relevant time.
- 6 As per the information and explanation given to us and as per our examination of books of accounts, the company has not taken any deposit, hence there is no contravention of the provisions of Section 58A, 58AA or any other relevant provisions of the Companies Act, 1956.
- 7 In our opinion, the company has an internal audit system commensurate with the size and nature of its business.
- 8 The Central Government has not prescribed the maintenance of cost records in respect of the Company under section 209 (1) (d) of the Companies Act, 1956.



- 9 (a) The company is regular in depositing with appropriate authorities undisputed statutory dues including provident fund, investor education protection fund, employees state insurance, income tax, sales tax, wealth tax, service tax, custom duty, excise duty, Cess and other material statutory dues applicable to it.
- 9 (b) According to the information and explanations given to us, no undisputed amounts payable in respect of income tax, wealth tax, sales tax, service tax, custom duty, excise duty and Cess were in arrears, as at 31.03.2012 For a period of more than six months from the date they became payable.
- 10 The Company do not have any accumulated losses at the end of financial year and has not incurred any cash losses in the financial year covered by our audit and in the immediately preceding financial year.
- 11 In our opinion and according to the information and explanations given to us, the company has not taken any loans or advances from a financial institution, bank or debenture holders, hence this point is not applicable.
- 12 The company has not granted loans and advances on the basis of security by way of pledge of shares, debentures and other securities. Hence maintenance of documents and records relating to such items are not applicable.
- 13 In our opinion, the company is not a chit fund or a nidhi/ mutual benefit fund/society. Therefore, the provisions of clause 4(xiii) of the Companies (Auditor's Report) Order, 2003 are not applicable to the company.
- 13 (a) N.A.
- 13 (b) N.A.
- 13 (c) N.A.
- 13 (d) N.A.
- 14 In our opinion, the company is not dealing in or trading in shares, securities, debentures and other investments. Accordingly, the provisions of clause 4(xiii) of the Companies (Auditor's Report) Order, 2003 are not applicable to the company.
- 15 As per the Explanation and as per the records of the company, no guarantee has been given by the company for loans taken by others.
- 16 As per the Explanation and as per the records of the company, the The Company has not taken any term loans during the Financial Year.
- 17 According to the information and explanations given to us, and on an overall examination of the balance sheet of the company, we report that the no funds raised on short-term basis have been used for long-term investment. No long-term funds have been used to finance short-term assets except permanent working capital.
- 18 Based on the audit procedures performed and information and explanations given to us by the management, we report that the Company has not made any preferential allotment of shares during the year.
- 19 According to the information and explanations given to us, the company has not issued any debentures during the year.

