

AAYUSH FOOD AND HERBS LIMITED

Regd. off: 301, Akash Tower, 2, LSC Savita Vihar, New Delhi- 110092,

E-mail: ayushfoodherbs@gmail.com CIN: L01122DL1984PLC018307, Ph: 011-41390000

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 30th Annual General Meeting of the members of **M/s Aayush Food and Herbs Limited**, will be held on **Saturday, the 20th day of September, 2014** at registered office of the Company at **301, Akash Tower, 2, LSC Savita Vihar, New Delhi- 110092 at 12:00 A.M.** to transact the following businesses:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2014 and Profit & Loss Account for the period ended on that date together with report of the Directors and Auditors thereon.
2. To appoint Auditors of the Company and to fix their remuneration and for that purpose to pass with or without modification(s), the following resolution as an ordinary resolution:

"RESOLVED THAT pursuant to the provisions of Section 139, 141 & 142 of the Companies Act, 2014, and Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), **M/s Sudhir Agarwal & Associates, Chartered Accountants**, be and are hereby appointed as the Statutory Auditors of the Company, in place of **M/s Rajesh Laxmi and Associates, Chartered Accountants**, to hold office from the conclusion of this Annual General Meeting until the conclusion of the sixth Annual General Meeting, considering this Annual General Meeting as 1st Annual General Meeting of the Company, subject to the ratification by the Members at every AGM held after this AGM and on such remuneration as may be decided by the Board of Directors with mutual consent of the appointee Auditors".

3. To appoint Director in place of **Mr. Mahendra Pratap Singh**, who retires by rotation and being eligible, has offered himself for re-appointment.
4. To appoint Director in place of **Mr. Devi Prasad**, who retires by rotation and being eligible, has offered himself for re-appointment

SPECIAL BUSINESS

5. **To Increase Authorized Share Capital**

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

"RESOLVED THAT pursuant to the provisions of Section 61(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, provisions of the Memorandum and Articles of Association of the Company and the Listing Agreement entered into by the Company with the

For Aayush Food and Herbs Limited

Director



Stock Exchange(s), the Authorized Capital of the Company be increased from Rs. 2,00,00,000/- (Rupees Two Crores only) divided into 20,00,000 (Twenty Lac) Equity Shares of Rs. 10/- each to Rs. 3,50,00,000/- (Rupees Three Crores Fifty Lacs only), divided into 35,00,000 (Thirty Five Lacs) Equity Shares of Rs. 10/- each, ranking pari passu with the existing Equity Shares of the Company in all respects."

6. Alteration In Memorandum of Association

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

"RESOLVED THAT pursuant to the provisions of Section 13 and other applicable provisions of the Companies Act, 2013, the existing Clause V of the Memorandum of Association of the Company be replaced by the following clause:

V. The Authorized Share Capital of the Company is Rs. 3,50,00,000/- (Rupees Three Crores Fifty Lacs Only) divided into 35,00,000 (Thirty Five Lacs) Equity Shares of Rs. 10/- (Rupees Ten Only) each."

7. Alteration In Articles of Association

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions of the Companies Act, 2013, the existing Clause 4 of Articles of Association of the Company be replaced by the following clause:

The authorized share capital of the Company is such as stated in Clause V of the Memorandum of Association of the Company or altered thereat, from time to time. The Company has the power to sub-divide, consolidate, increase or reduce its share capital from time to time. Any of the said shares and new shares hereafter to be created, from time to time, be divided into shares of several classes in such manner as may be provided hereinafter."

8. Preferential Allotment of Equity Shares

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to Section 42, 62(1) (c) and all other applicable provisions of the Companies Act, 2013, including any statutory modification or re-enactment thereof, for the time being in force (the "Act"), and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended from time to time (hereinafter referred as "SEBI ICDR Regulations"), the Securities and Exchange Board of India (Substantial Acquisition of shares and Takeover) Regulations, 2011, including any amendment, modification, variation or re-enactment thereof, and the provisions

For Aayush Food and Herbs Limited



Director



of any rules/regulations/guidelines issued/framed by the Central Government, Reserve Bank of India, Foreign Investment Promotion Board, Securities and Exchange Board of India, the stock exchange where the shares of the company are listed and any other appropriate authorities (hereinafter collectively referred to as the "Appropriate Authorities"), enabling provisions of the Memorandum and Articles of Association of the Company and the Listing Agreement entered into by the Company with the Stock Exchange(s) and subject to the Company obtaining all approvals from the Appropriate Authorities; and subject to such conditions and modifications, as may be prescribed by any one of them while granting any such approval, consent, permission, and / or sanction (hereinafter referred to as the "requisite approvals"), which may be agreed to by the Board of Directors of the Company (hereinafter referred to as "**the Board**" which expression shall include any Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the power conferred by this Resolution), the approval of the members of the Company be and is hereby accorded to the Board to offer, issue, and allot up to 30,00,000 (Thirty Lac) Equity Shares of Rs. 10/- (Rupees Ten) each on preferential basis at a premium of Rs. 2.5 (Two Rupees Fifty Paise) per share, to the allottees as per list annexed with the notice as '**Annexure-I**', at such time or times and on such terms and conditions and in such manner as may be decided by the Board in this connection.

RESOLVED FURTHER THAT the Equity Shares shall rank *pari passu* in all respects with the existing Equity Shares of the Company.

RESOLVED FURTHER THAT the said Equity Shares shall be listed on the stock exchange on which the existing equity shares of the Company are listed.

RESOLVED FURTHER THAT the Board/any Committee thereof, be and is hereby authorized to determine, vary, modify or alter any of the terms and conditions of the issue and allotment of the Equity Shares including reduction of the size of the issue, as it may deem expedient.

RESOLVED FURTHER THAT the **Relevant Date** for the preferential issue, in relation to the aforesaid Equity Shares, for the purpose of determining the issue price under the ICDR Regulations is **20th of August, 2014** i.e. 30 days prior to the date of this Annual General Meeting.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby authorized on behalf of the Company to take all such actions and do all such deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient including in relation to the issue or allotment of aforesaid securities and listing thereof with the Stock Exchange as appropriate and to resolve and settle all questions and difficulties that may arise in the proposed issue, offer and allotment of the said securities, utilization of the issue proceeds, to sign all documents and undertakings as may be required and generally to do all such acts, deeds, matters and things in connection therewith and incidental thereto as the Board in its absolute discretion deem fit, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

For Aayush Food and Herbs Limited

Director



RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred by this resolution to any Director or Directors or to any Committee of Directors or to any Officer or Officers of the Company to give effect to the aforesaid resolution."

9. Appointment of Mr. Sunil Mittal as Director

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

"RESOLVED THAT pursuant to the provisions of Section 149, Section 152, Section 160 and other applicable provisions of the Companies Act, 2013, if any, Mr. Sunil Mittal who was appointed as an Additional Director of the Company by the Board of Directors w.e.f. 25th July, 2014, whose term of office expires at the ensuing Annual General Meeting and in respect of whom the Company has received a notice in writing proposing his candidature for the office of Director of the Company, be and is hereby appointed as Director liable to retire by rotation on the Board of the Company."

10. Appointment of Mr. Ashish Mittal as Director

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

"RESOLVED THAT pursuant to the provisions of Section 149, Section 152, Section 160 and other applicable provisions of the Companies Act, 2013, if any, **Mr. Ashish Mittal** who was appointed as an Additional Director of the Company by the Board of Directors w.e.f. 25th July, 2014, and whose term of office expires at the ensuing Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director of the Company, be and is hereby appointed as Director, being liable to retire by rotation, on Board of the Company."

11. Appointment of Mr. Ashish Mittal as Managing Director

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

"RESOLVED THAT pursuant to the provisions of Section 196, 197, 203 of the Companies Act, 2013, and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013, **Mr. Ashish Mittal**, being eligible to be appointed as such, be and is hereby appointed as Managing Director of the Company with effect from 20th September, 2014 for a period of 5 years, upon such terms and conditions (without remuneration) as set out in the statement annexed to this Notice with the liberty to the Board to alter and vary the terms as it may deem fit and as may be acceptable to Mr. Ashish Mittal."

RESOLVED FURTHER THAT the Board is authorized to do all deeds, acts and things as are necessary to execute this appointment with various authorities including Registrar of Companies, NCT of Delhi & Haryana."

For Aarush Food and Herbs Limited

Director



12. Appointment of Ms. Neena Mittal as Director

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

"RESOLVED THAT pursuant to the provisions of Section 149, Section 152, Section 160 and other applicable provisions of the Companies Act, 2013, if any, **Ms. Neena Mittal**, who was appointed as an Additional Director of the Company by the Board of Directors w.e.f. 10th August, 2014, and whose term of office expires at the ensuing Annual General Meeting be and is hereby appointed as Director liable to retire by rotation on the Board of the Company."

13. Approval of Borrowing Limits of the Company

To consider and if thought fit to pass, with or without modification(s), the following as **Special Resolution**:

"RESOLVED THAT in supersession of all the resolutions passed by the Company with respect to the borrowing powers of the Board of Director, consent of the Company for fresh approval for borrowing limits, be and is hereby accorded pursuant to Section 180(1)(c) and other applicable provisions, if any, of the Companies Act 2013 or any statutory modification or re-enactment thereof, to the Board of Directors of the Company including a Committee thereof (hereinafter referred to as "the Board") for borrowing moneys (apart from temporary loans from time to time obtained from the Company's Bankers in the ordinary course of business) in excess of the aggregate of paid up share capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, as the Board may, from time to time, deem necessary and/or expedient for the purpose of the Company, provided that the sum or sums so borrowed and remaining outstanding at any one time on account of principal shall not exceed in the aggregate Rs. 2 Crores (Rupees Two Crores only)."

14. Approval For Creation of Charge/ Mortgage on the Assets of the Company

To consider and if thought fit to pass, with or without modification(s), the following as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of section 180(1)(a) and all other applicable provisions if any of the Companies Act, 2013 or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof) and in terms of Articles of Association of the Company, the consent of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter called as "the Board") for mortgaging / charging all or any of the immovable and/or movable properties of the Company both present and future and the whole or substantially the whole of the undertaking or the undertakings of the Company on such terms and conditions, as may be agreed to between the Board and Lender(s) to secure the loans / borrowings obtained or as may be obtained, which may exceed the paid-up capital and free reserves in the ordinary course of business but not exceeding **Rs. 2,00,00,000/- (Rupees Two Crores only)** at any point of time.

For Aayush Food and Herbs Limited

Director



RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board or any of its duly constituted committee be and is hereby authorized to do all such acts, deeds and things as it may in its absolute discretion may deem fit, necessary, proper or desirable and to settle any question, difficulty, doubt that may arise in respect of the charge/mortgage aforesaid and further to do all such acts, deeds and things and to execute all documents and writings as may be necessary, proper, desirable or expedient to give effect to this resolution."

Place: New Delhi
Date: 14th August, 2014



By Order of the Board

A handwritten signature in blue ink, appearing to read "Sunil Mittal".

Sunil Mittal
Chairman

DIN: 00124175

D-250, Anupam

Garden, Sainik Farms,
New Delhi- 110062

NOTES

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND TO VOTE ON A POLL INSTEAD OF HIMSELF/ HERSELF. THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A BLANK PROXY FORM IS ENCLOSED. THE PROXY FORM DULY STAMPED AND EXECUTED SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY AT LEAST 48 HOURS BEFORE THE TIME FIXED FOR THE COMMENCEMENT OF THE MEETING.**
2. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 is annexed.
3. A certificate from the Statutory Auditors of the Company to the effect that the preferential issue is being made in accordance with the requirements contained in the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 shall be placed before the Annual General Meeting.
4. The Register of Members and Share Transfer Books of the Company will remain closed from **19th September, 2014 to 20th September, 2014** (both days inclusive).
5. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically. The physical copy of the notice along with instructions for Attendance Slip and Proxy Form is being sent to such members vide courier.
6. Members are requested to notify change in address, if any, to the Share Transfer Agent and to the Company quoting their Folio Numbers, number of share held etc.
7. Members / Proxy holders are requested to produce at the entrance, the attached admission slip for admission into the meeting hall. Duplicate admission slips will not be provided at the hall.
8. Members holding shares in demat form are requested to submit their Permanent Account Number (PAN) to their respective Depository Participant and those holding shares in physical form are requested to submit their PAN details to the company / RTA in order to comply with the SEBI guidelines.
9. In case of joint holders attending the meeting, only such joint holder who is higher on the order of names will be entitled to vote.
10. Corporate Members intending to send their authorized representative to attend the meeting are requested to send a certified copy of the Board Resolution/Power of Attorney authorizing their representative to attend and vote on their behalf at the meeting.

For Aayush Food and Herbs Limited

Director



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

ITEM NO.5

To Increase Authorized Share Capital

Since the Company is proposing an issue of Equity Shares of Rs. 3,00,00,000/- (Rupees Three Crores only) divided into 30,00,000 (Thirty Lacs) Equity Shares of Rs. 10/- at a premium of Rs. 2.5 per share, on preferential basis, the Authorized Share Capital of the Company needs to be increased and consequently, Capital Clause of the Memorandum of Association of the Company needs to be altered accordingly. As per Section 61 of the Companies Act, 2013, enhancement in Authorized Share Capital requires shareholder's approval by way of an Ordinary Resolution.

Thus, your Directors recommend the aforesaid resolution for your consideration and approval.

None of the Directors are concerned or interested in any way, in the proposed resolution.

ITEM NO. 6 & 7

Alteration in Memorandum of Association & Articles of Association

The Authorized Share Capital of the Company is proposed to be increased and consequently, the Capital Clause of the Memorandum of Association of the Company and Clause 4 of Articles of Association needs to be amended accordingly.

As per Section 13 & 14 of the Companies Act, 2013, amendment in Memorandum of Association and Article of Association of the Company requires approval of the Shareholders by way of Ordinary Resolution and Special Resolution respectively.

Thus, your Directors recommend the said resolution for your consideration and approval.

None of the Directors are concerned or interested in any way, in the proposed resolution.

ITEM NO. 8

Preferential Allotment of Equity Shares

The Company needs to mobilize funds for funding current and future expansion plans, potential acquisitions, working capital requirements and general corporate purposes.

Therefore, in order to meet the above mentioned requirements and also to meet the working capital requirements, it is proposed to raise funds through preferential allotment of Equity Shares from the investors whose names are mentioned in the list of proposed allottees attached herewith vide **Annexure-I**.

For Aayush Food and Herbs Limited

Director



The issue of Equity shares on preferential basis requires approval of members of the Company by way of Special resolution.

Thus, your Directors recommend the said resolution for your consideration and approval as a Special Resolution.

None of the Directors except **Mr. Ashish Mittal** to the extent of proposed offer of shares in the present preferential allotment to him is concerned or interested in any way, in the proposed resolution.

Disclosures/Information as required under Regulation 73 of the SEBI ICDR Regulations for Preferential Allotment is given below:

(a) Object of the Issue:

The proceeds for preferential allotment shall be used to fund the Company's growth, capital requirements, capital expenditure and maintenance of adequate liquidity for the future requirements in line with the growth strategy of the Company and therefore, will strengthen the long term financial position of the Company.

(b) The proposal of the promoters, directors or key management personnel of the issuer to subscribe to the offer:

None of the Directors/ Promoters/ Key Management Personnel of the Company except **Mr. Ashish Mittal** intends to subscribe to the preferential offer.

(c) The shareholding pattern of the issuer before and after the preferential issue;

The shareholding pattern before and after preferential issue is annexed with this notice as **Annexure II**.

(d) Proposed time within which allotment will be completed:

The Company will complete the allotment of Equity Shares within a period of 15 days from the date of passing of the special resolution by the shareholders or where the allotment on preferential basis requires any approval by any regulatory authority or Central Government, the allotment of Equity Shares will be completed within 15 days from the date of such approval.

(e) Identity of the proposed allottees of the issue and the percentage of post preferential issue capital that may be held by them:

The details as specified hereinabove are annexed with this notice as **Annexure II**.

For Aayush Food and Herbs Limited

Director



(f) Change in Control/ Management:

The preferential allotment will not result in a change in control or management of the Company pursuant to the aforesaid preferential issue.

(g) Lock-in- Period:

The proposed allottees do not belong to promoter and promoter group. Therefore, the Equity Shares to be allotted to the proposed allottees shall be subject to lock-in for a period of one year from the date of Trading Approval, as prescribed under Regulation 78(2) SEBI ICDR Regulations.

(h) Pricing of Equity Shares:

Each equity share of the **face value of Rs. 10/- (Rupees Ten) each** shall be issued at a price of **Rs. 12.5/- (Rupees Twelve and Fifty Paise only)** including premium of **Rs. 2.5 per Share. Regulation 76 of SEBI (ICDR) Regulations** in respect of issue of shares on preferential basis could not be followed because the shares of the Company are listed only on Delhi Stock Exchange (DSE) where no trading is being carried on presently.

Therefore, the minimum price of the share has been calculated on the basis of fair value method consisting of average of the Book Value Method, Earning per Share Method and Return on Net worth Method. The pricing certificate from **M/s Rajesh Laxmi and Associates, Chartered Accountants** practicing Chartered Accountant is attached with the Notice as **Annexure III**.

(i) Auditor's Certificate:

A Certificate from **M/s Rajesh Laxmi and Associates, Chartered Accountants, New Delhi**, certifying that the preferential issue is being made in accordance with the requirements contained in **SEBI (ICDR) Regulations** shall be available for inspection at the registered office of the Company on all the working days except the Saturdays, Sundays and public holidays between 11:00 A.M. to 01:00 P.M. prior to the date of Annual General Meeting and will also be available for inspection at the Meeting.

Preferential allotment of shares under Section 62 (1) of the Companies Act, 2013, requires approval of Shareholders of the Company by way of Special Resolution.

Thus, your Directors recommend the said resolution for your consideration and approval as a Special Resolution.

None of the Directors except Mr. Ashish Mittal are in any way concerned or interested in proposed resolution.