

AAYUSH FOOD AND HERBS LIMITED

**31st ANNUAL REPORT
2014-15**

**ANNUAL
REPORT**



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CORPORATE INFORMATION

Board of Directors

| | |
|-----------------------|-------------------|
| Ashish Mittal | Managing Director |
| Sunil Mittal | Director |
| Neena Mittal | Director |
| Atul Kumar Chaturvedi | Director |
| Ajay Mathur | Director |

| | |
|----------------|-------------------------|
| Sachin Goyal | Chief Financial Officer |
| Khushbu Mittal | Company Secretary |

| | |
|-------------------------------|---|
| CIN | L01122DL1984PLC018307 |
| Registered Office | G-321, Chirag Delhi, New Delhi- 110017 |
| Telephone No. | 011-46095455 |
| E-mail | aayushfoodherbs@gmail.com |
| Website | www.aayushfoods.com |
| Registrar and Transfer Agents | Beetal Financial & Computer Services Pvt. Ltd |
| Telephone Nos. | 011- 29961281-283 |
| Statutory Auditors | M/s Sudhir Agarwal & Associates |

Annual General Meeting
02:00 PM, Wednesday, September 30, 2015
G-321, Chirag Delhi
Delhi- 110017

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 31st Annual General Meeting of the Members of M/s Aayush Food and Herbs Limited will be held on Wednesday, the 30th Day of September, 2015 at the Registered Office of the Company at G-321, Chirag Delhi, New Delhi 110017 at 02:00 p.m. to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements of the Company for the year ended March 31, 2015 together with reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Sunil Mittal (DIN 00124175) who retires by rotation and being eligible, offers himself for re-appointment.
3. To ratify the appointment of Auditors of the Company and in this regard 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 139 and such other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed there under, as amended from time to time and pursuant to the resolution passed by the Members at the 30th Annual General Meeting (AGM) held on September 20, 2014 in respect of appointment of the Auditors, M/s Sudhir Agarwal & Associates, Chartered Accountants, (Firm Registration No. 509930C), till the conclusion of the AGM to be held in the year 2019, the Company hereby ratifies and confirms the appointment of M/s Sudhir Agarwal & Associates, Chartered Accountants, as Auditors of the Company to hold office from the conclusion of this AGM till the conclusion of the 32nd AGM of the Company to be held in the year 2016 to examine and audit the accounts of the Company on such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors.”

SPECIAL BUSINESS

4. Appointment of Mr. Atul Kumar Chaturvedi as Independent 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 provision of Section 149, 150, 152 and any other provisions of Companies Act, 2013 and rules made there under (including statutory modifications(s) or re-enactment thereof for the time being in force) read with schedule IV to the Companies Act, 2013, Mr. Atul Kumar Chaturvedi (DIN 01759365), who was appointed as an Additional Director of the company by the Board of Directors w.e.f. 13.02.2015 and who holds office till the date of AGM, in terms of Section 161 of the Companies Act, 2013, in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for the term of 5 (five) consecutive years from the conclusion of this Annual General Meeting.

5. Appointment of Mr. Ajay Mathur as Independent 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 provision of Section 149, 150, 152 and any other provisions of Companies Act, 2013 and rules made there under (including statutory modifications(s) or re-enactment thereof for the time being in force) read with schedule IV to the Companies Act, 2013, Mr. Ajay Mathur (DIN 01609016), who was appointed as an Additional Director of the company by the Board of Directors w.e.f. 13.02.2015 and who holds office till the date of AGM, in terms of Section 161

of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for the term of 5 (five) consecutive years from the conclusion of this Annual General Meeting.

6. Approval of Borrowing Limits of the Company

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

“RESOLVED THAT in supersession of the earlier resolution passed by the Members of the Company at the General Meeting, if any, with respect to the borrowing powers of the Board of Directors and pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, and the Articles of Association of the Company, consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee of the Board), to borrow any sum or sums of money from time to time at its discretion, for the purpose of the business of the Company, from any one or more Banks, Financial Institutions and other Persons, Firms, Bodies Corporate, notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) may, at any time, exceed the aggregate of the paid-up share capital of the Company and its free reserves (that is to say reserves not set apart for any specific purpose), subject to such aggregate borrowings not exceeding the amount which is Rs. 25 crores (Rupees Twenty Five Crores only) over and above the aggregate of the paid-up share capital of the Company and its free reserves (that is to say reserves not set apart for any specific purpose) and that the Board be and is hereby empowered and authorized to arrange or fix the terms and conditions of all such monies to be borrowed from time to time as to interest, repayment, security or otherwise as it may, in its absolute discretion, think fit.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper, or desirable and to settle any question, difficulty, doubt that may arise in respect of the borrowing(s) 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.”

7. Approval for Creation of security on the properties of the Company, both present and future, in favour of Lenders

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

“RESOLVED THAT in supersession of the earlier resolution passed by the Members of the Company at the General Meeting, if any and pursuant to Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time, the consent of the Company be and is hereby accorded to the creation by the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall include any committee thereof for the time being exercising the powers conferred on the Board by this Resolution) of such mortgages, charges, pledge and hypothecations as may be necessary on such of the assets of the Company, both present and future, in such manner as the Board / Committee of the Board may direct, to or in favour of financial institutions, investment

institutions and their subsidiaries, banks, mutual funds, trusts, other bodies corporate (hereinafter referred to as the "Lending Agencies") and Trustees for the holders of debentures/ bonds and/or other instruments which may be issued on private placement basis or otherwise, to secure rupee term loans/foreign currency loans, debentures, bonds and other instruments of an outstanding aggregate value subject to the limits approved under Section 180(1)(c) of the Act together with interest thereon at the agreed rates, further interest, liquidated damages, premium on pre-payment or on redemption, costs, charges, expenses and all other moneys payable by the Company to the Trustees under the Trust Deed and to the Lending Agencies under their respective Agreements / Loan Agreements / Debenture Trust Deeds entered / to be entered into by the Company in respect of the said borrowings.”

“RESOLVED FURTHER that the Board be and is hereby authorized to finalize with the Lending Agencies / Trustees, the documents for creating the aforesaid mortgages, charges and/or hypothecations and to accept any modifications to, or to modify, alter or vary, the terms and conditions of the aforesaid documents and to do all such acts and things and to execute all such documents as may be necessary for giving effect to this Resolution.”

**By order of the Board of Directors
For Aayush Food and Herbs Limited**

**Ashish Mittal
Managing Director
DIN 02158722**

**Place:Delhi
Date:28.08.2015**

Notes:

1. The Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013 with respect to the special business set out in the notice is annexed.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (“the Meeting”) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND SUCH A PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
3. **THE INSTRUMENT APPOINTING PROXY/PROXIES IN ORDER TO BE EFFECTIVE MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
A PERSON CAN ACT AS A PROXY ON BEHALF OF NOT EXCEEDING 50 MEMBERS AND HOLDING IN AGGREGATE NOT MORE THAN 10 PER CENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY. A MEMBER HOLDING MORE THAN 10 PER CENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.
4. Corporate Members intending to send their authorized representative to attend the meeting are requested to send a certified copy of the Board Resolution to the Company authorizing their representative to attend and vote on their behalf at the meeting.
5. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
6. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under

Section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM.

7. The Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
8. The Register of Member and Share Transfer Books of the Company will remain closed from 25th September, 2015 to 30th September, 2015 (Both days inclusive).
9. Members who have not registered their e-mail address so far are requested to register their e-mail address for receiving all communication including Annual Report, Notice, 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.
10. Members are requested to notify change in address, if any, to the share Transfer Agent and to the Company quoting their Folio Numbers of shares held etc.
11. 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.
12. 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.
13. 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.
14. All documents referred to in the Notice will be available for inspection at the Company's Registered Office during normal business hours on working days up to the date of AGM.
15. Beetal Financial & Computer Services Pvt. Ltd. is the Registrar and Share Transfer Agents (RTA's) of the Company. All investor relation communication may be sent to RTA's at the following address:

Beetal Financial & Computer Services Pvt. Ltd.

Beetal House, 3rd Floor,
99, Madangir, Behind Local Shopping Centre,
Near Dada Harsukh Dass Mandir, New Delhi-110062
Ph. #011-29961281-283, Fax#011-29961284
Email id: beetalrta@gmail.com

16. Members are requested to notify all the changes, if any, in their addresses/particulars to their depository participants in respect of their holding in electronic form and to RTA's at the above address in respect of their holding in physical form.
17. Process and manner for Members opting for e-voting are as under:-
 - I. In compliance with provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the 31st Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by Central Depository Services (India) Limited (CDSL).
 - II. The facility for voting through ballot paper shall be made available at the AGM and the members

attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.

- III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 27th September, 2015 (9:00 am) and ends on 29th September, 2015 (5:00 pm). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 24th September 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

| | For Members holding shares in Demat Form and Physical Form |
|---|---|
| PAN | Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none">• Members who have not updated their PAN with the Company/Depository Participant are requested to use the the first two letters of their name and the 8 digits of the sequence number in the PAN field.• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field |
| Dividend Bank Details OR Date of Birth (DOB) | Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v). |

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL

platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <AAYUSH FOOD AND HERBS LIMITED> on which you choose to vote.
- (xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xix) Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. 24th September, 2015 may follow the same instructions as mentioned above for e-Voting. Such Member may visit the Company's website www.aayushfoods.com for 'Notice calling the 31st Annual General Meeting' or may write to our RTA's for copy of Notice.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com
18. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 24th September, 2015.
19. Mr. K O Siddiqui, Practicing Company Secretary (Membership No. F2229) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
20. The scrutinizer shall, immediately after the conclusion of voting at the general meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the

presence of at least two witnesses not in the employment of the company and make 'not later than three days of conclusion of the meeting' a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing who shall countersign the same and Chairman shall declare the results of the voting forthwith, which shall not be later than 5:00 PM, October 3, 2015.

21. The result declared, along with the Scrutinizer's Report shall be placed on the Company's website www.aayushfoods.com and on the website of CDSL after the results is declared by the Chairman and also be communicated to the Stock Exchanges where the company is listed.
22. Should any assistance be desired or clarification be sought, you may write at aayushfoodherbs@gmail.com.

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

The following explanatory statement sets out all material facts relating to the Special Businesses mentioned in the accompanying Notice:

Item No. 4.

Mr. Atul Kumar Chaturvedi (DIN No. 01759365) is a Non-Executive Independent Director of the Company. In terms of Section 149 and any other applicable provisions of the Companies Act, 2013, Mr. Atul Kumar Chaturvedi being eligible and offering himself for appointment, is proposed to be appointed as an Independent Director for five consecutive years for a term upto 31.03.2020. A notice has been received from a member proposing Mr. Atul Kumar Chaturvedi as a candidate for the office of Director of the Company.

In the opinion of the Board, Mr. Atul Kumar Chaturvedi satisfies the conditions specified in the Companies Act, 2013 and rules made there under for appointment as an independent director of the Company. He does not hold by himself or for on a beneficial basis, any shares in the Company. The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail service of Mr. Atul Kumar Chaturvedi as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Mr. Atul Kumar Chaturvedi as an Independent Director, for the approval by the shareholders of the Company.

Mr. Atul Kumar Chaturvedi has given a declaration to the Board that he is not disqualified from being appointed as a Director in terms of Section 164 (2) of the Act and has given his consent to act as a Director. In the opinion of the Board, he fulfills the conditions specified in the Act and the Rules framed there under for his appointment.

Except Mr. Atul Kumar Chaturvedi being an appointee, none of the Directors and Key Managerial Personnel and their relatives is concerned or interested financial or otherwise, in the resolution set out at item no. 4.

Item No. 5.

Mr. Ajay Mathur (DIN No. 01609016) is a Non-Executive Independent Director of the Company. In terms of Section 149 and any other applicable provisions of the Companies Act, 2013, Mr. Ajay Mathur being eligible and offering himself for appointment, is proposed to be appointed as an Independent Director for five consecutive years for a term upto 31.03.2020. A notice has been received from a member proposing Mr. Ajay Mathur as a candidate for the office of Director of the Company.

In the opinion of the Board, Mr. Ajay Mathur satisfies the conditions specified in the Companies Act, 2013 and rules made there under for appointment as an independent director of the Company. He does not

hold by himself or for on a beneficial basis, any shares in the Company. The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail service of Mr. Ajay Mathur as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Mr. Ajay Mathur as an Independent Director, for the approval by the shareholders of the Company.

Mr. Ajay Mathur has given a declaration to the Board that he is not disqualified from being appointed as a Director in terms of Section 164 (2) of the Act and has given his consent to act as a Director. In the opinion of the Board, he fulfills the conditions specified in the Act and the Rules framed there under for his appointment.

Except Mr. Ajay Mathur being an appointee, none of the Directors and Key Managerial Personnel and their relatives is concerned or interested financial or otherwise, in the resolution set out at item no. 5.

Item no. 6

In order to meet the enhanced working capital and other financial requirements and in supersession of the resolution passed earlier by the Company with respect to the borrowing powers of the Board of Directors, it is proposed to enhance the borrowing limits pursuant to Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 to the tune of Rs. 25 Crores.

Section 180(1)(c) of the Companies Act, 2013 requires that the Board of Directors shall not borrow money in excess of the Company's paid up share capital and free reserves, apart from temporary loans obtained from the Company's bankers in the ordinary course of business, except with the consent of the Company accorded by way of a special resolution.

Approval of members is being sought to borrow money up to the limit of Rs. 25 Crores in excess of the aggregate of the paid up share capital and free reserves of the Company. The resolution is accordingly recommended for approval by the members of the Company as a Special Resolution under the Act.

None of the Directors or KMP of the Company or their relatives are concerned or interested in this resolution.

Item no.7

In terms of the provisions of Section 180(1)(a) of the Companies Act, 2013, the consent of members by a Special Resolution is necessary to lease or otherwise dispose off the whole or substantially the whole of the undertaking of the Company. Since mortgaging by the Company of its movable or immovable properties in favour of various Financial Institutions/ Banks etc., for availing term loans/ other secured borrowings is regarded as disposal of the Company's properties/undertakings, it is necessary for the members to pass the resolution under section 180(1)(a) of the companies Act, 2013 by way of Special Resolution.

Accordingly, it is, therefore necessary for the members to pass a special resolution under section 180(1)(a) of the Companies Act, 2013 for creation of security up to the limit specified in the resolution passed under section 180(1)(c) of the Companies Act, 2013.

The Board of Directors, therefore, recommends the above resolution for your approval as a Special Resolution.

None of the Directors or KMP of the Company or their relatives are concerned or interested in this resolution.

THE INFORMATION OF DIRECTORS TO BE APPOINTED/RE-APPOINTED IN PURSUANCE OF SECRETARIAL STANDARD -2 ON GENERAL MEETINGS IS AS FOLLOWS:

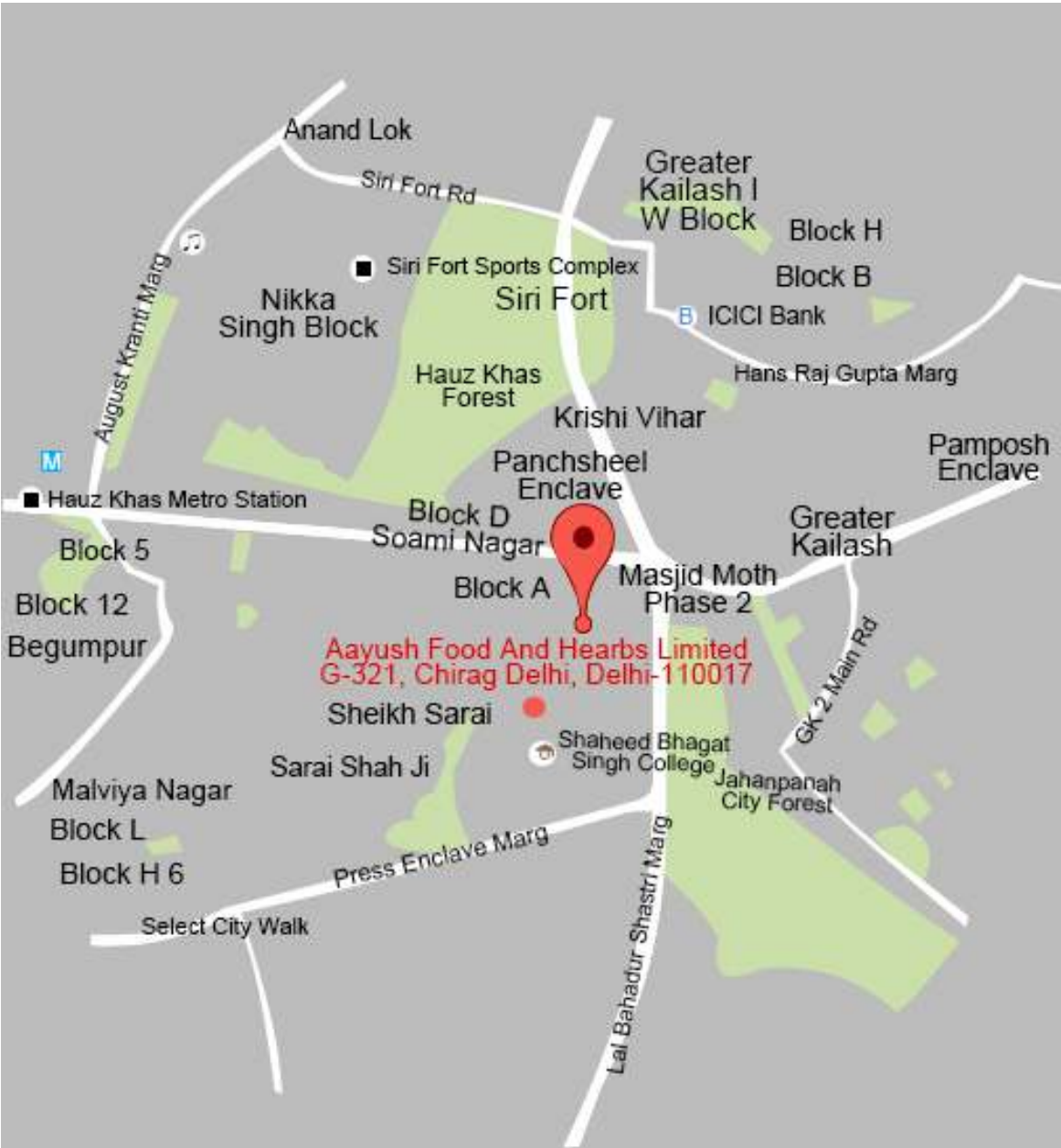
| Particulars | Sunil Mittal | Atul Kr Chaturvedi | Ajay Mathur |
|---|---|---|--|
| Age | 59 years | 58 years | 57 years |
| Qualification | Graduate | M.Sc from University of Indore | Economics honors from Delhi University |
| Experience | He possesses vast experience of more than 35 years in the field of Agricultural based Industry. | He had extensive experience of over 18 years in Administration, Production & Inventory and had been carrying out the activities relating to Company Administration. | He has been working as sales executive in one of the printing & publishing Company. He possesses good management techniques and rich experience. |
| Terms & Conditions of Appointment/Re-appointment along with details of remuneration sought to be paid and the remuneration last drawn by such person, if applicable | As mutually agreed by the parties. | As mutually agreed by the parties. | As mutually agreed by the parties. |
| Date of first appointment on the Board | 25/07/2014 | 13/02/2015 | 13/02/2015 |
| Shareholding in the Company | NIL | NIL | NIL |
| Relationship with other Directors, Manager and other KMP of the Company | Relative as per Section 2(77) of Companies Act, 2013 | N.A. | N.A. |
| Number of Meetings of the Board attended during the year | 13 | 1 | 1 |
| Other Directorships | 3 | 3 | 4 |
| Other Membership/Chairmanship of Committees of other Boards | 1 | 2 | 2 |

**By Order of the Board of Directors
For Aayush Food & Herbs Limited**

**Ashish Mittal
Managing Director
DIN 02158722**

**Place: Delhi
Date: 28.08.2015**

Route Map to the Venue of AGM



BOARD'S REPORT

To,
THE MEMBERS,
AAYUSH FOOD AND HERBS LIMITED

The Board of Directors have immense pleasure in presenting the 31st Annual Report on the business and operations of the Company, together with the Audited Statement of Accounts for the Financial Year ended on 31st March, 2015.

BUSINESS REVIEW

The Financial year 2014-15 concluded with a Net Loss of Rs. 135,906/- for the company as compared to Net Profit of Rs. 25,871/- earned by the company in the previous financial year 2013-14.

SUMMARY OF THE FINANCIAL RESULTS

The working results of the Company for the year are as follows:

| (Amount in Rs.) | | |
|--------------------------|-----------|----------|
| Particulars | 2014-15 | 2013-14 |
| Sales and other Income | 814,160 | 452,215 |
| Operating Profit (PBIDT) | (194,402) | 15,614 |
| Interest | NIL | NIL |
| Depreciation | 105,000 | 95,363 |
| Profit before Tax | (194,402) | 15,164 |
| Tax Expenses: | | |
| Current | NIL | 2,980 |
| Deferred | (58,495) | (13,237) |
| Profit/(Loss) after Tax | (135,906) | 25,871 |

DIVIDEND

In view of loss incurred, the Board regrets its inability to recommend payment of dividend to the shareholders.

RESERVES

The Company does not propose to transfer any sum to the General Reserve in view of Loss.

TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND

The provisions of Section 125(2) of the Companies Act, 2013 do not apply as there was no dividend declared and paid last year.

SHARE CAPITAL

The Paid-up Equity Share Capital as on 31st March, 2015 was Rs. 32,450,000/-. During the year the Company has made preferential allotment of 30,00,000 (Thirty Lacs) Equity Shares at Rs. 12.50/- (Rupees Twelve and Fifty Paise) per equity share (including premium of Rs. 2.50/- per share).