



**AAYUSH FOOD AND
HERBS LIMITED**

**ANNUAL
REPORT
2017-18**

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CORPORATE INFORMATION

CIN: L01122DL1984PLC018307

BOARD OF DIRECTORS

Ms. Pallavi Mittal

Ms. Reema Aggarwal

Mr. Atul Kumar Chaturvedi

Mr. Pawan Kumar Singh

Mr. Rajesh Goel

Managing Director

Director

Director

Director

Director

COMPANY SECRETARY

Ms. Preeti Kataria

STATUTORY AUDITORS

M/s SRDP & Co.

(Formerly known as Sudhir Agarwal & Associates)

INTERNAL AUDITORS

Ms. Disha Aggarwal

BANKERS

Kotak Mahindra Bank Limited

Union Bank of India

Axis Bank

Allahabad Bank

REGD. OFFICE

G-321, Chirag Delhi,

New Delhi – 110017

Ph. #011-41009092

E-Mail: aayushfoodherbs@gmail.com

Website: www.aayushfoods.com

REGISTRAR AND SHARE TRANSFER AGENT

Beetal Financial & Computer Services (P) Ltd.

Beetal House, 3rd Floor, 99 Madangir,

Behind Local Shopping Centre,

Near Dada Harsukh Dass Mandir,

New Delhi – 110062

Ph. # 011-29961281 | Fax#011-29961284

E-Mail: beetalrta@gmail.com

Website: www.beetalfinancial.com

MANAGING DIRECTOR'S STATEMENT

Dear Shareholders,

It gives me great satisfaction on the impressive performance of Aayush Food and Herbs Limited this financial year, as your company has delivered promising results compared to the previous year on account of its decision to commence operations in trading and export of Rice during FY 2015-16. The company has recorded a robust increase in revenues mainly due to our concerted effort in international markets.

Your company's export sales value stood at Rs. 126.18 Crores. Our domestic sales value stood at 61.33 Crores as against domestic sales of Rs. 8.19 crores during the previous year. The Company has recorded profits of Rs. 62.74 Lakhs as compared to the profits of Rs. 33.06 Lakhs earned in the previous financial year 2016-17.

Your company's growth in the Export markets was due to the major impetus & focused approach in the Middle East markets coupled with various promotional activities undertaken in key markets. The Company is taking significant measures to ensure continued strong growth through a combination of investments in distribution expansion.

Finally, I would like to thank each one of our shareholders for the continued support and confidence in the Company and the management. I also express my sincere gratitude to our customers and other stakeholders for the strong relationship built on trust. I am also thankful to the employees, the management team and my colleagues on the Board of Directors for their significant contribution to the Company over the last year.

Pallavi Mittal
Managing Director

AAYUSH FOOD AND HERBS LIMITED

CIN: L01122DL1984PLC018307

Registered Office: G-321, Chirag Delhi, New Delhi - 110017

Website: www.aayushfoods.com; Email: aayushfoodherbs@gmail.com; Tel No.: 011-46095455; 011-41009092

NOTICE OF 34TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the **THIRTY-FOURTH ANNUAL GENERAL MEETING** of the Company will be held at Madhuban Hotel, B-71, Greater Kailash-1 New Delhi- 110048 on **Tuesday 25th September, 2018 at 10:00 a.m.** to transact the following business:

ORDINARY BUSINESS:

Item No. 1 – Adoption of Financial Statements

To receive, consider and adopt the audited financial statements of the Company for the financial year ended 31st March, 2018 together with the reports of the Board of Directors and Auditors' thereon.

Item No. 2 – Ratification of appointment of Auditors

To consider and, if thought fit, approve with or without modification(s) the following resolution as an

Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and rules framed there under, (as amended from time to time or any other law for the time being in force) and pursuant to the resolution passed by the Members at the 30th Annual General Meeting held on September 20, 2014 in respect of appointment of the Auditors, M/s SRDP & Co. (Formerly known as 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 SRDP & Co. (Formerly known as Sudhir Agarwal & Associates), Chartered Accountants, as Auditors of the Company to examine and audit the accounts of the Company on such remuneration as maybe mutually agreed between the Board of Directors of the Company and the Auditors.

Item No.3 – Re-appointment of Mrs. Pallavi Mittal

To appoint as Director in place of Mrs. Pallavi Mittal (DIN: 07704583), Managing Director of the Company, who retires by rotation at the ensuing Annual General Meeting, and being eligible, offers herself for re-appointment and in this regard to consider and if thought fit, to pass the following resolution, as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013, and the rules made there under (including any statutory modification(s) & re-enactment thereof), the approval of the members of the Company be and is hereby accorded to the re-appointment of Mrs. Pallavi Mittal (DIN: 07704583), Managing Director of the Company, who retires by rotation and being eligible, offers herself for re-appointment.”

SPECIAL BUSINESS:

Item No. 4 – Revision of remuneration of Mrs. Reema Aggarwal (DIN: 01644142), Director

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

“RESOLVED THAT pursuant to Sections 197 and 198 read with Schedule V to the Companies Act, 2013, and other applicable provisions, if any, of the Companies Act, 2013 and relevant rules made there under, and other applicable enactments, as amended from time to time, consent and approval of members of the Company be and is hereby accorded for revision of remuneration of Mrs. Reema Aggarwal (DIN: 01644142), Director of the Company for the remainder of her term of office upto the extent of Rs. 50,000/- (Rupees Fifty Thousand only) per month as detailed in the Statement pursuant to Section 102(1) of the Companies Act, 2013 annexed to the Notice, which shall be effective

from April 01, 2018, with authority to the Board of Directors to revise the terms and conditions of appointment and remuneration from time to time based on the recommendations of the Nomination, Remuneration and Governance Committee.

RESOLVED FURTHER THAT any of the Directors or the Company Secretary and Compliance Officer of the Company be and are hereby severally authorized to do all such acts, deeds, things, matters, and to execute all such documents as may be required to give effect to this Resolution."

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

Sd/-

Place: Delhi

Date: 25.08.2018

**Preeti Kataria
Company Secretary
M. No. ACS 53025**

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/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** A person can act as proxy on behalf of members not exceeding fifty (50) in number and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person cannot act as a proxy for any other person or shareholder. Proxies in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the Meeting. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable. A Blank Proxy Form is annexed hereto.
2. Corporate Members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send a certified copy of the relevant Board Resolution together with specimen signatures of those representative(s) authorized under the said resolution to attend and vote on their behalf at the Meeting.
3. The Explanatory Statement setting out material facts, pursuant to Section 102 of the Companies Act, 2013, in respect of the Special Business under Item Nos. 4 of the accompanying Notice are annexed hereto.
4. A statement giving the details of the Director seeking appointment / reappointment under Item Nos. 4 of the accompanying Notice, as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Regulations") and Secretarial Standard - 2 issued by The Institute of Company Secretaries of India, is annexed hereto.
5. Relevant documents referred to in the accompanying Notice and in the Explanatory Statements are open for inspection by the Members at the Company's Registered Office on all working days (except Saturdays, Sundays and Public Holidays) between 11.00 a.m to 1.00 p.m upto the date of this Annual General Meeting ("AGM").
6. The Register of Members and Share Transfer Books of the Company will remain closed from September 19, 2018 to September 25, 2018 (both days inclusive), for purposes of AGM.
7. Members are requested to notify immediately any change in their address to the Company / Registrars and Transfer Agents of the Company.

8. 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.
9. Members are requested to bring their attendance slip along with their copy of Annual Report to the meeting. Members who have received the notice of AGM, Annual Report and Attendance Slip in electronic mode are requested to print the Attendance slip and submit a duly filled in Attendance slip at the registration counter to attend the AGM.
10. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to the Depository Participants with whom they maintain their demat accounts. Members holding shares in physical form should submit their PAN to the Company's Registrar and Share Transfer Agent / Company.
11. Electronic copy of the Annual Report for 2017-18 is being sent to all the members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes, unless any member has requested for a physical copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2017-18 are being sent in the permitted mode.
12. Electronic copy of the Notice of the 34TH AGM of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a physical copy of the same. For members who have not registered their email address, physical copies of the Notice of the 34TH AGM of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
13. Members may also note that the Notice of the 34TH AGM and the Annual Report for 2017-18 will also be available on the Company's website www.aayushfoods.com for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during all working days (except Saturdays, Sundays and Public Holidays) between 11.00 a.m to 1.00 p.m upto the date of this AGM. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: aayushfoodherbs@gmail.com
14. A route map showing directions to reach the venue of the 34TH AGM is given at the end of this Notice.
15. Voting through electronic means:

Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI Regulations, as amended from time to time, the Company is pleased to provide its members the facility of 'remote e-voting' (e-voting from a place other than venue of the AGM) to exercise their right to vote at the 34TH AGM. The business may be transacted through e-voting services rendered by Central Depository Services (India) Limited (CDSL).

The facility for voting, either through electronic voting system or through ballot/polling paper shall also be made available at the venue of the 34TH AGM. The members attending the AGM, who have not already cast their vote through remote e-voting shall be able to exercise their voting rights at the AGM. The members who have already cast their vote through remote e-voting may attend the AGM but shall not be entitled to cast their vote again at the AGM.

The Company has appointed Shri K. O. Siddiqui, Practicing Company Secretary (FCS: 2229, CP: 1284) as the Scrutinizer for conducting the remote e-voting and the voting process at the AGM in a fair and transparent manner.

The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and 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 shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman of the meeting or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company and on the website of CDSL immediately after the declaration of results by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited and Metropolitan Stock Exchange of India Limited, Mumbai.

The instructions to members for voting electronically are as under:-

- I. The voting period begins on Saturday, September 22, 2018 at 10.00 a.m and ends on Monday, September 24, 2018 at 5.00 p.m. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of September 18, 2018, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- II. Members holding shares in physical or in demat form as on September 18, 2018, shall only be eligible for e-voting.
- III. The shareholders should log on to the e-voting website www.evotingindia.com.
- IV. Click on Shareholders.
- V. 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.
- VI. Next enter the Image Verification as displayed and Click on Login.
- VII. 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.
- VIII. If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <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)	<p>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.</p> <ul style="list-style-type: none"> 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).

ANNEXURE TO THE NOTICE OF THE 34TH ANNUAL GENERAL MEETING**EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

Item No. 4

Item No. 4 Mrs. Reema Aggarwal (DIN: 01644142), was appointed as a Director of the Company vide a Board resolution passed in the financial year 2016-17. Mrs. Reema Aggarwal, 35, graduated from Delhi University and has an experience of more than 4 years in the field of Sales & Marketing. Mrs. Reema Aggarwal oversees the overall sales and marketing of the Company. In her term of office spanning, Mrs. Reema Aggarwal has contributed extensively towards the growth of the Company and has been actively involved in attaining of highest standards of quality. Further, during her tenure, the delivery and execution strength of the Company have displayed a manifold increase. Mrs. Reema Aggarwal was inducted as a member of the Board of Directors on January 24, 2017. In view of the contributions made by her, it is proposed to revise the remuneration payable to Mrs. Reema Aggarwal for the remainder of his term as in such manner as the Board may determine from time to time and upto the extent of Rs. 50,000/- (Rupees Fifty Thousand only) per month.

DETAILS OF DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT AT THE FORTHCOMING ANNUAL GENERAL MEETING

[In pursuance of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard - 2 issued by The Institute of Company Secretaries of India]

Name of the Director	Ms. Pallavi Mittal
DIN	07704583
Date of Birth	12/09/1989
Date of first appointment on the Board	13 th January, 2017
Qualifications	Graduate
Expertise	She has an experience of more than 04 years in Managerial Administration.
Number of Meetings of the Board attended during theYear	09
List of Directorship / Membership /Chairmanship ofCommittees of other Board	DIRECTORSHIP: Public Companies: Nil Private Companies: Nil COMMITTEE MEMBERSHIP: Nil
Shareholding in Aayush Food and Herbs Limited	16,63,901
Relationship between directors inter-se	Ms. Pallavi Mittal is sister-in-law of Ms. Reema Aggarwal– Director of the Company.
Terms and Conditions of appointment	As per Nomination and Remuneration Policy of the Company as displayed on the Company's website.

Date: 25.08.2018

Place:Delhi

By Order of the Board of Directors
For Aayush Food and Herbs Ltd.

Sd/-
Preeti Kataria
Company Secretary
M. No. ACS 53025

ROUTE MAP TO THE VENUE OF AGM

