

**AAYUSH FOOD AND
HERBS LIMITED**

ANNUAL REPORT

2018-19

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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
Non Executive Director
Independent Director
Independent Director
Independent Director

COMPANY SECRETARY

Ms. Preeti Kataria

CHIEF FINANCIAL OFFICER

Mr. Danish Ahmed

STATUTORY AUDITORS

M/s S R D P & 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

W-321, Ground Floor, Chirag Delhi,
New Delhi – 110017
Ph. #011-41009092, 46095455
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 DadaHarsukhDassMandir, New Delhi – 110062
Ph. # 011-29961281 Fax#011-29961284
E-Mail: beetalrta@gmail.com
Website: www.beetalfinancial.com

MANAGING DIRECTOR'S STATEMENT

Dear Esteemed Share holders,

It gives me pleasure to place before you the Annual Report of your Company for the financial year 2018–19. Your Company achieved a total turn-over of INR 133.06 Crores as against INR 187.93 Crore of last year, the lower turnover is on account of erratic global rice market conditions. The rice export value stood at INR 79.19 Crores as against INR 126.18 Crores of last year due to market conditions. However, our domestic sales value stood at INR 52.48 Crores as against domestic sales of INR 61.33 Crores during the previous year.

Basmati Rice Export is mainly driven by demand from some of the Middle East Countries like, Iran, Saudi Arabia, Yemen, Iraq, UAE, Israel, Sudan, Cotonou, Djibouti, Somalia, European Countries and USA etc.

India may see a decline in its rice exports in 2018-19, the first time in three years, due to a 13 percent hike in minimum support price (MSP) for paddy and a low demand in various major markets including Bangladesh. A higher MSP can dampen the competitiveness of Indian exports in the global markets.

Non-basmati shipments dropped 13 percent in April-September this year to 37.23 Lakh Tonne, while basmati rice exports fell 2.4 percent to 20.82 Lakh Tonne.

Exports for basmati rice, varieties of which account for 60 percent of overall rice exports, fell 18 percent in October. Price of non-basmati rice dropped in key export markets and so, traders decreased shipments. There is hope for recovery in the second half of the fiscal if China buys in significant quantities in December, according to sources.

The exports of basmati may recover during the second half. Iran has not yet started issuing import permits. Once the process is resumed, we can have an idea of how much it requires. India has the rupee arrangement with Iran and that is going to help them to buy from us said by president of the All-India Rice Exporters' Association. Shipments of white rice from India have nearly stopped altogether as Vietnam and Myanmar is offering more than \$30 per Tonne discount over Indian price.

The company is working aggressively on the said lines to improve its financial/business to achieve the seamless working. With the objective of bringing authentic Indian flavours to the people all over the world, we want your company Aayush Food and Herbs Ltd. to become a leading name in the food business globally as well. In pursuit of our vision to make Aayush the most trusted & preferred food brand in export markets, we would continue to develop products, increase operational efficiency and follow our successful strategies.

I am grateful to the Board of Directors for their unwavering support and guidance. I also take this opportunity to express my gratitude to all our consumers, business partners, employees and stakeholders who have shown their trust in us and have extended their constant support.

Pallavi Mittal

Managing Director

AAYUSH FOOD AND HERBS LIMITED

CIN: L01122DL1984PLC018307

Registered Office: W-321, Ground Floor, Chirag Delhi, New Delhi - 110017
Tel No.: 011-46095455, 011-41009092 **Email:** aayushfoodherbs@gmail.com
Website: www.aayushfoods.com

NOTICE 35TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the **THIRTY-FIFTH ANNUAL GENERAL MEETING** of the Company will be held at Madhuban Hotel, B-71, Greater Kailash-1 New Delhi- 110048 on **Thursday 26th September, 2019** at **09:30 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, 2019 together with the reports of the Board of Directors and Auditors' thereon.

ITEM NO. 2 – APPOINTMENT OF AUDITOR

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, read with rules made there under, M/s SRDP & Co. (Formerly known as Sudhir Agarwal & Associates), Chartered Accountants, (Firm registration no. 509930C), retiring auditor of the Company be and are hereby re-appointed as Statutory Auditors of the Company, to hold office from the conclusion of Thirty fifth (35th) Annual General Meeting until the conclusion of the Fortieth (40th) Annual General Meeting of the Company, subject to ratification of the appointment by the Members of the Company at every Annual General Meeting as per the provisions of the Companies Act, 2013, on such remuneration as maybe mutually agreed between the Board of Directors of the Company and the Auditors.

SPECIAL BUSINESS:

Item No. 3 – REGULARIZATION OF MS. KAMNA - ADDITIONAL DIRECTOR

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 152, 160 and all other applicable provisions of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and other applicable laws, Ms. Kamna (DIN: 07865460), who was appointed as an Additional Director of the Company with effect from 26.08.2019 by the Board of Directors pursuant to Section 161 of the Act and Articles of Association of the Company and as recommended by the Nomination and Remuneration Committee and who holds office only upto the date of the ensuing Annual General Meeting of the Company and in respect of whom the Company has received notice in writing under Section 160 of the

Act proposing the candidature of Ms. Kamna for the office of Director be and is hereby appointed as an Non-Executive Director of the Company, whose period of office will be liable to determination by retirement of directors by rotation.

Item No. 4 – Appointment of Mr. Vivek Saxena as Independent Director

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 Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and The Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification (s) or re-enactment(s) thereof for the time being in force), Mr. Vivek Saxena (DIN: 07903817), who was appointed as an Additional Director of the company on 26th August, 2019 pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and who holds office upto the date of this AGM, who has submitted a declaration that he meets the criteria of Independence as provided in Section 149(6) of the Companies Act, 2013 and who is eligible for appointment & 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 Independent Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office up to 31st March, 2024.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and to take all such steps as may be necessary, proper or expedient to give effect to this resolution."

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

Sd/-

**Place: Delhi
Date: 26.08.2019**

**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 Ordinary Business under Item Nos. 2 & 3 of the accompanying Notice are annexed hereto.
4. A statement giving the details of the Director seeking appointment / reappointment under Item Nos. 3 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 20, 2019 to September 26, 2019 (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 2018-19 is being sent to all the members whose email IDs are registered with the Company/Depository Participants(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 2018-19 are being sent in the permitted mode.
12. Electronic copy of the Notice of the 35TH 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 35th 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 35th AGM and the Annual Report for 2018-19 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 35th 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 35th 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 35th 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 Monday, September 23, 2019 at 10.00 a.m and ends on Wednesday, September 25, 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 19, 2019, 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 19, 2019, 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 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).

- X. After entering these details appropriately, click on “SUBMIT” tab.
- XI. 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.
- XII. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- XIII. Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- XIV. 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.
- XV. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- XVI. 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.
- XVII. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- XVIII. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- XIX. 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.
- XX. Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- XXI. 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.