

AAYUSH FOOD AND HERBS LIMITED

ANNUAL REPORT
2019-20



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CORPORATE INFORMATION

CIN: L01122DL1984PLC018307

BOARD OF DIRECTORS

Ms. Pallavi Mittal

Ms. Kamna

Mr. Shashank Shekhar Chaturvedi

Mr. Rajesh Goel

Managing Director

Non Executive Director

Independent Director

Independent Director

COMPANY SECRETARY

Ms. Preeti Kataria

CHIEF FINANCIAL OFFICER

Mr. Danish Ahmed

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

UCO Bank

RBL Bank

IndusInd Bank

Woori 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 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 Esteemed Share holders,

The year saw a challenging business environment with lower GDP growth and slowdown in consumption. The novel corona virus has affected not just human health but severely impacted businesses and the society at large. Our consumers, employees, suppliers and other stakeholders have all been affected in ways we still don't fully appreciate. In all our major markets including the Middle East, Gulf, Europe and America the virus has struck hard, taken lives, destroyed jobs, and created a challenging future for millions. For a lot of us, the future is both uncertain and challenging. However, before I go into what the post-Covid world can look like for your company, let's briefly review our performance for the year gone by. I am pleased to share with you an update on your Company's performance for 2019-20.

Against this backdrop, your Company has delivered competitive and responsible growth. Our growth fundamentals are in a good shape with gains in penetration and distribution. Your Company achieved a total turn-over of INR 127.34 Crores as against INR 133.06 Crore of last year, the lower turnover is on account of pandemic conditions. The rice export value stood at INR 83.13 Crores as against INR 79.19 Crores of last year due to market conditions. However, our domestic sales value stood at INR 44.25 Crores as against domestic sales of INR 52.48 Crores during the previous year.

We know that some things in the post pandemic world will change forever, but not all for the worse. Governments, industry and consumers will each recalibrate in some fundamental ways. All of these will have a profound influence on our industry and on your company. However, I believe Aayush Food will continue to evolve, for the better, and do its part to stay mission aligned "to build a socially responsible company that will provide consumer delight".

The food sector has been affected in very different ways depending on the country and the segment they are in. Farmers, traders, processors, transporters, restaurants, wholesalers, distributors, retailers are each confronting difficult everyday choices even as they know that some changes they have made are likely to be more permanent. Companies are asking fundamental questions about their business model, many will reconfigure their supply chains, renegotiate contracts and struggle to hold on to their consumers, all the time wondering how to deal with the changing demands of their stakeholders. We will witness not just a change in strategy but a shift incorporate missions as well.

Consumers too have faced a new reality. Maintaining a social distance that is unnatural to humankind, working from home, terrified of the virus and yet discovering a quieter, cleaner and healthier planet has given us all time to pause. We may have transformed in some fundamental ways. From profligate spenders to savers, polluters to cleansers, mere consumers to producers at home, physical to digital and magically from indifference to engagement. All of these changes will have a profound effect on the food industry globally and on your company.

The company is working 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 OF 36TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the **THIRTY-SIXTH ANNUAL GENERAL MEETING** of the Company will be held on **Wednesday 23rd September, 2020 at 11.00 a.m.** through Video Conferencing ('VC')/Other Audio Visual Means ('OAVM') facility 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, 2020 together with the reports of the Board of Directors and Auditors' thereon.

SPECIAL BUSINESS:

Item No. 2 – Regularization of Mr. Shashank Shekhar Chaturvedias 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. Shashank Shekhar Chaturvedi (DIN: 08605043), who was appointed as an Additional Director of the company on 12TH November, 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/-

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

**Place: Delhi
Date: 26.08.2020**

Notes:

1. In view of the continuing Covid - 19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its circular dated 5 May 2020 read with circulars dated 8 April 2020 and 13 April 2020 (collectively referred to as "MCA Circulars") permitted the holding of the Annual General Meeting ("AGM") through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and MCA Circulars, the AGM of the Company is being held through VC / OAVM.
2. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his / her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to the Notice.
3. Corporate Members (i.e. other than individual / HUF, NRI etc.) intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company, a duly certified copy of the Board Resolution authorizing their representative to attend the AGM through VC / OAVM and to vote through remote e - voting.
4. 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 of the accompanying Notice are annexed hereto.
5. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote, provided the votes are not already cast by remote e - voting facility by first holder.
6. 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").

7. The Register of Members and Share Transfer Books of the Company will remain closed from September 17, 2020 to September 23, 2020 (both days inclusive), for purposes of AGM.
8. Members are requested to notify immediately any change in their all correspondence to the Company / Registrars and Transfer Agents of the Company.
9. 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.
10. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from 1 April 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrar and Transfer Agent ("RTA"), Beetal Financial & Computer Services (P) Ltd. for assistance in this regard.
11. Members desirous of obtaining any detailed information concerning the accounts and operations of the Company are requested to address their queries to the Company Secretary so as to reach the Company at least seven days before the date of the meeting so that the required information may be made available at the meeting.
12. Shareholders/investors may contact the Company on designated e-mail id aayushfoodherbs@gmail.com for speedy action from Company's end.
13. In support of the "Green Initiative", announced by the Government of India, electronic copies of the Annual Report and this Notice inter alia indicating the process and manner of e - voting are being sent by e - mail to those members whose e - mail addresses have been made available to the Depository Participants / Company / RTA.
Members holding shares in physical form are requested to submit their e - mail address to the RTA, duly quoting their Folio number and Members holding shares in electronic form who have not registered their e - mail address with their DP are requested to do so at the earliest so as to enable the Company to send the said documents in electronic form, thereby supporting the green initiative of the MCA.
14. In compliance with the aforesaid MCA Circulars and SEBI Circular dated 12 May 2020, Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company / Depositories. Members may note that the Notice and Annual Report 2019-20 will also be available on the Company's website www.aayushfoods.com, website of the Stock Exchanges i.e. BSE Limited and Metropolitan Stock Exchange of India Limited at www.bseindia.com and www.msei.in respectively.
15. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

16. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.

17. Voting through electronic means:

- (i) Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and any other rule as may be applicable including amendments thereof, a member may exercise right to vote by electronic means (remote e - voting) in respect of the Resolutions contained in this notice.
- (ii) The Company is providing the e - voting facility to its members to enable them to cast their votes electronically. The Company has engaged the services of by Central Depository Services (India) Limited (CDSL) as the authorised agency to provide e - voting facility which is approved by Ministry of Corporate Affairs and has also obtained a Certificate from the Standardisation Testing and Quality Certification Directorate, Department of Information Technology, Ministry of Communications and Information Technology, Government of India, as prescribed under the Companies (Management and Administration) Amendments Rules, 2015.
- (iii) The members who opt to cast their votes by remote e - voting prior to the meeting, may attend the meeting through VC / OAVM however, shall not be entitled to cast their vote again.
- (iv) 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.
- (v) Members are requested to carefully read the instructions for e - voting before casting their vote.
- (vi) The e - voting module shall be disabled for voting on Tuesday, September 22 2020, at 5.00 pm. Once the vote on the resolution is cast, the Member shall not be allowed to change it subsequently. The voting right of the shareholders shall be in proportion to their share in the paid up capital of the Company as on the cut - off date i.e. 16September, 2020 (end of day).
- (vii) The Scrutinizer shall after the conclusion of voting at the general meeting, will 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.

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

- I. The voting period begins on Sunday, September 20, 2020 at 10.00 a.m and ends on Tuesday, September 22, 2020 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 16, 2020, 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 16, 2020, 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 User ID will be EVEN (E-Voting Event Number) followed by folio number registered with the Company.
- VI. Next enter the Image Verification as displayed and Click on Login.
- VII. You will now reach password change menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
- VIII. You need to login again with the new credentials.
- IX. On successful login, the system will prompt you to select the "EVENT" i.e., "Name of the Company".
- X. On the voting page, enter the number of shares (which represents the number of votes) as on the cutoff date under "FOR / AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR / AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option "ABSTAIN". If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
- XI. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat accounts.
- XII. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
- XIII. You may then cast your vote by selecting an appropriate option and click on "Submit".