



AAYUSH FOOD AND HERBS LIMITED

ANNUAL REPORT

2020-21

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CORPORATE INFORMATION

CIN: L01122DL1984PLC018307

BOARD OF DIRECTORS

Ms. Pallavi Mittal

Ms. Kamna

Mr. Shashank ShekharChaturvedi

Mr. Rajesh Goel

Managing Director

Non Executive Director

Independent Director

Independent Director

COMPANY SECRETARY

Ms.Preeti Kataria

STATUTORY AUDITORS

M/s G A M S & Associates LLP

INTERNAL AUDITORS

Ms. Disha Aggarwal

BANKERS

Kotak Mahindra Bank Limited

Union Bank of India

Axis Bank

Allahabad Bank

UCO Bank

RBL Bank

IndusInd Bank

REGD. OFFICE

370-A/2, First 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 Shareholders,

The year 2020-21 has been a very challenging year for India as a Country. Our overall economy has degrown by 7.3% due to the challenges caused by the Covid-19 pandemic. However, in this situation the agriculture sector has shown an impressive growth of 3.6% for the year 2020-21. We are fortunate as a Company to be largely operating in this sector and this has helped us to show an overall good performance for the year 2020-21 despite the prevailing risks and challenges posed by a devastating pandemic.

Against this backdrop of positive growth, there are many challenges facing the agricultural sector too. India is a Country with the second largest farm output. But shrinking farmland, rising population, shifting food patterns and increased per capita consumption of farm produce are necessitating higher agricultural yields. In addition, there is also a growth in demand for better quality and higher nutritional food products due to shifts in food consumption patterns.

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 2020-21.

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 151.61 Crores as against INR 123.47 Crore of last year. The rice export value stood at INR 132.03 Crores as against INR 83.13 Crores of last year due to market conditions. However, our domestic sales value stood at INR 19.56 Crores as against domestic sales of INR 44.25 Crores during the previous year.

Keeping pace with this growth in demand and consumption pattern requires a considerable shift from the traditional ways of farming. Both the State and the Central Government have been proactively and rightfully focusing on several policy measures and implementation programs to boost farm sector. Soil health card schemes, consumption-based subsidies, crop insurance, corpus for special irrigation fund, more crop per drop approach, sustainable ground water management, unified agricultural marketing e-platforms, Pradhan Mantri Kisan Sammann Nidhi etc., are only a few of the many interventions from our Government to the agri community.

On behalf of the Board of Directors, I would like to thank our customers, shareholders, banking partners, channel partners and the Government for reposing faith in us and supporting us throughout. I would like to whole heartedly thank my colleagues across factories and offices at Aayush for going above and beyond their call of duty to support the business during the pandemic. With your continued support, I eagerly look forward to the upcoming year.

Pallavi Mittal
Managing Director

AAYUSH FOOD AND HERBS LIMITED

CIN: L01122DL1984PLC018307

Registered Office: 370-A/2, First Floor, Chirag Delhi, New Delhi - 110017

Tel No.: 011-46095455, 011-41009092 **Email:** aayushfoodherbs@gmail.com

Website: www.aayushfoods.com

NOTICE OF 37TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the **THIRTY-SEVENTH ANNUAL GENERAL MEETING** of the Company will to be held on **Tuesday 30th November, 2021** 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, 2021 together with the reports of the Board of Directors and Auditors' thereon.

SPECIAL BUSINESS:

Item No. 2 – Appointment of Statutory Auditor of the Company

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

"RESOLVED THAT pursuant to Sections 139, 142 of the Companies Act, 2013 ("Act") and other applicable provisions, if any, of the said Act and Companies (Audit and Auditors) Rules, 2014 made thereunder and other applicable rules, if any, under the said Act (including any statutory modification(s) or re-enactment thereof for the time being in force) M/s. G A M S & Associates LLP, Chartered Accountants (Registration No 005104N), be and is hereby appointed as the Statutory Auditors of the Company commencing from the **conclusion of this Annual General Meeting till the conclusion of Next consecutive Annual General Meeting** at a remuneration to be fixed by the Audit Committee and/or Board of Directors of the Company, in addition to the re-imbursement of applicable taxes and actual out of pocket and travelling expenses incurred in connection with the audit and billed progressively.

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: 29.10.2021**

Notes:

1. In view of the outbreak of COVID-19 pandemic and the consequent restrictions and requirements like social distancing, and pursuant to the General Circular numbers 20/2020, 14/2020, 17/2020, 02/2021 issued by the Ministry of Corporate Affairs (MCA) and Circular numbers SEBI/HO/CFD/CMD1/CIR/P/2020/79, SEBI/ HO/CFD/CMD2/CIR/P/2021/11 issued by the Securities and Exchange Board of India (SEBI) (hereinafter collectively referred to as “the Circulars”), companies are allowed to hold Annual General Meeting (“AGM”) through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”). Hence, in compliance with the Circulars, the 37th AGM of the Company is being held through VC/OAVM, hereinafter called as electronic Annual General Meeting (“e-AGM”). The deemed venue for this e-AGM shall be the registered office of the Company. The detailed procedure for participating in the meeting through VC/OAVM is given below and will also be available at the Company’s website www.aayushfoods.com.
2. In compliance with the aforesaid Circulars, this e-AGM Notice along with the Annual Report for the financial year 2020-21 is being sent only through electronic mode to those Members whose E-mail addresses are registered with the Company / Depositories. The AGM notice and Annual Report of the Company are also made available on the Company’s website at www.aayushfoods.com and on the website of the Stock Exchanges where the shares of the Company have been listed viz., BSE Limited and Metropolitan Stock Exchange of India Limited at www.bseindia.com and www.msei.in respectively.
3. 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.
4. 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.

5. 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.
6. 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.
7. 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").
8. The Register of Members and Share Transfer Books of the Company will remain closed from November 24, 2021 to November 30, 2021 (both days inclusive), for purposes of AGM.
9. Members are requested to notify immediately any change in their all correspondence to the Company / Registrars and Transfer Agents of the Company.
10. 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.
11. 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.
12. 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.
13. Shareholders/investors may contact the Company on designated e-mail id aayushfoodherbs@gmail.com for speedy action from Company's end.
14. 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.

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 Mr. 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 Monday, November 28 2021, 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. 23 November, 2021(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 Saturday November 27, 2021 at 10.00 a.m and ends on Monday, November 29, 2021 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 November 23, 2021, 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 November 23, 2021, 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".
- XIV. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution(s), you will not be allowed to modify your vote. During the voting period, Members can login any number of time still they have voted on the resolution(s).
- XV. Corporate / Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution / Authority Letter etc., together with attested specimen signature(s) of the duly authorised representative(s), to the Company at aayushfoodherbs@gmail.com. The scanned image of the above mentioned documents should be in the naming format "Corporate Name_Event No".
- XVI. **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.**
- XVII. 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 linked in the login 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 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.
- XVIII. 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.
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