

**AAYUSH FOOD AND HERBS LIMITED**

**31<sup>st</sup> 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

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Sachin Goyal	Chief Financial Officer
Khushbu Mittal	Company Secretary

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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

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## 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](mailto: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](http://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](http://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:

<b>For Members holding shares in Demat Form and Physical Form</b>	
<b>PAN</b>	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"> <li>• 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.</li> <li>• 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</li> </ul>
<b>Dividend Bank Details OR Date of Birth (DOB)</b>	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](http://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](mailto: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](mailto: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](http://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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto: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](http://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](mailto:aayushfoodherbs@gmail.com).

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#### **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:

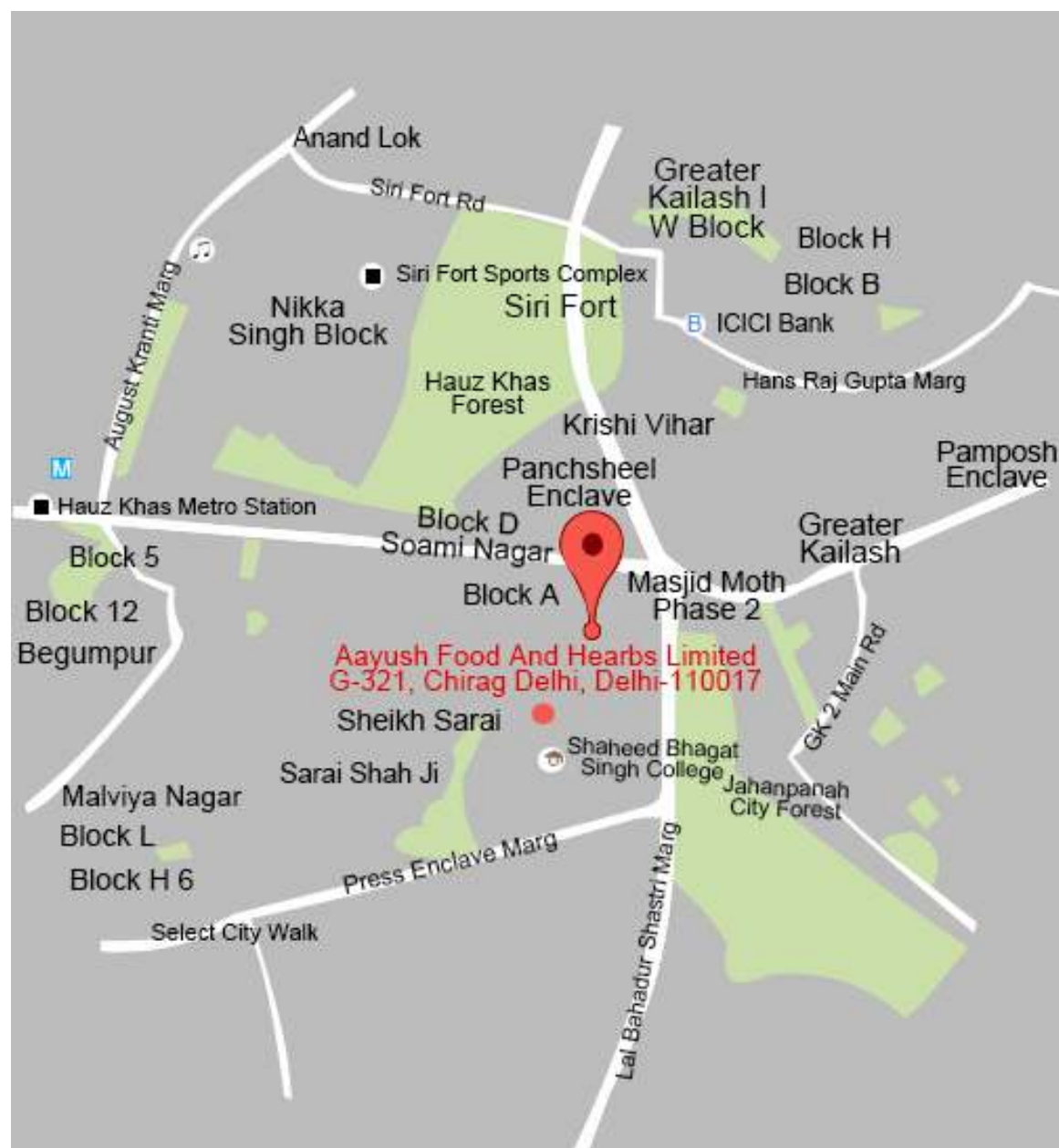
Particulars	Sunil Mittal	Atul Kr Chaturvedi	Ajay Mathur
Age	59 years	58 years	57 years
Qualification	Graduate	M.Sc from University of Indore	Economics honors from Delhi University
Experience	He possesses vast experience of more than 35 years in the field of Agricultural based Industry.	He had extensive 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).



The Company has not issued shares with differential voting rights nor granted stock options nor sweat equity during the year.

#### **MATERIAL CHANGES AND COMMITMENT IF ANY AFFECTING THE FINANCIAL POSITION OF THE COMPANY OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR TO WHICH THIS FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT**

No material changes and commitments affecting the financial position of the Company occurred between the end of the financial year to which this financial statements relate and the date of this report.

#### **DEPOSIT**

During the financial year 2014-15, your Company has not accepted any deposit within the meaning of Sections 73 and 74 of the Companies Act, 2013 read together with the Companies (Acceptance of Deposits) Rules, 2014.

#### **BUSINESS RISK MANAGEMENT**

The Company has adopted a Risk Management Policy in accordance with the provisions of the Act. It establishes various levels of accountability and overview within the Company.

The Audit Committee of the Board of the Company has been entrusted with the task to frame, implement and monitor the risk management plan for the Company and it is responsible for reviewing the risk management plan and ensuring its effectiveness with an additional oversight in the area of financial risks and controls.

#### **CORPORATE SOCIAL RESPONSIBILITY**

The Company is not required to constitute a Corporate Social Responsibility Committee as it does not fall within purview of Section 135(1) of the Companies Act, 2013 and hence it is not required to formulate policy on corporate social responsibility.

#### **PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS**

Loans, guarantees and investments covered under Section 186 of the Companies Act, 2013 form part of the notes to the financial statements provided in this Annual Report.

#### **CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO**

Particulars required by the Section 134(3)(m) of the Companies Act, 2013 ("the Act") read with rule 8(3) of the Companies (Accounts) Rules, 2014 and forming part of the Directors' Report for the year ended March 31, 2015 are as follows:

##### **A. Conservation of energy-**

- |  |            |
|--|------------|
| (i) the steps taken or impact on conservation of energy:                       | <b>NIL</b> |
| (ii) the steps taken by the company for utilizing alternate sources of energy: | <b>NIL</b> |
| (iii) the capital investment on energy conservation equipments:                | <b>NIL</b> |

##### **B. Technology absorption-**

- |   |            |
|---|------------|
| (i) the efforts made towards technology absorption:                 | <b>NIL</b> |
| (ii) the benefits derived like product improvement, cost reduction, |            |

- |  |            |
|--|------------|
| product development or import substitution:  | <b>NIL</b> |
| (iii) in case of imported technology (imported during the last three years reckoned from the beginning of the financial year): | <b>NIL</b> |
| (iv) the expenditure incurred on Research and Development:   | <b>NIL</b> |

##### **C. Foreign Exchange Earning and outgo:**

- |   |            |
|---|------------|
| (i) activities relating to exports; Initiative taken to increase exports, development of new markets for products and services; and export plans: | <b>NIL</b> |
| (ii) Total Foreign Exchange Earned:   | <b>NIL</b> |
| (iii) Total Foreign Exchange Used:  | <b>NIL</b> |

#### **INDUSTRIAL RELATIONS**

During the year under review, your Company enjoyed cordial relationship with workers and employees at all levels.

#### **PARTICULARS OF CONTRACTS AND ARRANGEMENT WITH RELATED PARTIES**

Company did not enter in any contract or arrangement with related party therefore, disclosure with reference to Section 188 of Companies Act, 2013 is not applicable on the Company.

#### **SUBSIDIARY COMPANIES, JOINT VENTURES & ASSOCIATE COMPANIES**

The Company does not have any Subsidiary, Joint Venture and Associate Company.

#### **EXTRACT OF ANNUAL RETURN**

The extracts of Annual Return pursuant to the provisions of Section 92 read with Rule 12 of the Companies (Management and administration) Rules, 2014 is furnished in **Annexure A** and is attached to this Report.

#### **DIRECTORS' RESPONSIBILITY STATEMENT**

Pursuant to Section 134 of the Companies Act, 2013, with respect to Director's Responsibility Statement, it is hereby confirmed that:

- In the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- Appropriate accounting policies have been selected and applied consistently and have made judgments and estimates that are reasonable and prudent, so as to give a true and fair view of the state of affairs of the Company as at March 31, 2015 and of the profit and loss of the Company for the year ended March 31, 2015;
- Proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- Annual Accounts of the Company had been prepared on a going concern basis.
- Internal Financial Controls had been laid down to be followed by the Company and that such internal financial controls are adequate and were operating effectively.
- Proper systems are devised to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

## DIRECTORS AND KEY MANAGERIAL PERSONNEL

During the year under review, following changes occurred in the position of Directors/KMP's of the Company:

- Ms. Neena Mittal, (DIN 01645878) was appointed as Director by the Board w.e.f. 10.08.2014. Shareholders confirmed her appointment in the AGM held on 20.09.2014.
- Mr. Sunil Mittal (DIN 00124175) and Mr. Ashish Mittal (DIN 02158722) were appointed as Directors by the Board w.e.f. 25.07.2014. We thank shareholders for confirming their appointment as Director and Managing Director, respectively in the AGM held on 20.09.2014.
- Mr. Sunil Mittal (DIN 00124175) is liable to retire by rotation at the ensuing Annual General Meeting and being eligible offer himself for re-appointment. The Board recommends his re-appointment.
- Mr. Atul Kumar Chaturvedi (DIN 01759365) and Mr. Ajay Mathur (DIN 01609016) was appointed as Additional Director w.e.f. 13.02.2015 and holds the said office till the date of the Annual General Meeting. Notice has been received from members proposing candidature for their reappointment. The Board recommends their appointment in the ensuing AGM.
- Also during the year Ms. Ruchi Aggarwal was appointed as Company Secretary (KMP) of the Company w.e.f. 02.02.2015.
- Further, Mr. Sanjeev Kumar (DIN 00947101) and Mr. Sanjay Kumar Sharma (DIN 02955139) have resigned from the post of Director w.e.f. 02.08.2014. Also, Mr. Devi Parsad (DIN 01963667) and Mr. Mahendra Pratap Singh (DIN 05318653) have resigned from the post of Director w.e.f. 30.03.2015. The Board places on record its deep appreciation for the services rendered by them during their association with the Company.

## MEETING OF BOARD OF DIRECTORS

A calendar of Meetings is prepared and circulated in advance to the Directors. During the year 15 (Fifteen) Board Meetings were convened and held on 29.05.2014, 25.07.2014, 04.08.2014, 10.08.2014, 14.08.2014, 04.09.2014, 13.10.2014, 31.10.2014, 14.11.2014, 25.11.2014, 24.12.2014, 05.01.2015, 02.02.2015, 13.02.2015, and 30.03.2015. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013. The details of the Board Meetings are given herein below:

Name of Directors	Category	No. of Board Meeting attended during 2014-15
Sunil Mittal <sup>(1)</sup> (DIN 00124175)	Non-Independent, Non-Executive	13
Ashish Mittal <sup>(2)</sup> (DIN 02158722)	Non-Independent, Executive	13
Neena Mittal <sup>(3)</sup> (DIN 01645878)	Non-Independent, Non-Executive	11
Atul Kr Chaturvedi <sup>(4)</sup> (DIN 01759365)	Independent, Non-Executive	1
Ajay Mathur <sup>(4)</sup> (DIN 01609016)	Independent, Non-Executive	1
Devi Parsad <sup>(5)</sup> (DIN 01963667)	Independent, Non-Executive	10
Mahendra Pratap Singh <sup>(5)</sup> (DIN 05318653)	Independent, Non-Executive	12
Sanjeev Kumar <sup>(6)</sup> (DIN 00947101)	Independent, Non-Executive	2
Sanjay Kumar Sharma <sup>(6)</sup> (DIN 02955139)	Independent, Non-Executive	2

(1) Appointed as Director w.e.f. 25.07.2014. Regularized by shareholders in the AGM held on 20.09.2014

(2) Appointed as Director w.e.f. 25.07.2014. Regularized by shareholders in AGM held on 20.09.2014 as Managing Director.

(3) Appointed as Director w.e.f. 10.08.2014. Regularized by shareholders in the AGM held on 20.09.2014.

(4) Appointed as Additional Director w.e.f. 13.02.2015.

(5) Ceased to be Director w.e.f. 30.03.2015

(6) Ceased to be Director w.e.f. 02.08.2014

## COMMITTEES OF THE BOARD:

### A. Audit Committee

The Board of Directors has duly constituted Audit Committee as per the requirement of Companies Act, 2013. During the year Four Audit Committee Meetings were convened and held on 29.05.2014, 14.08.2014, 14.11.2014 and 13.02.2015.

The Composition of the Audit Committee and the details of meetings attended by its members are given below:

Name	Category	No. of Meeting attended during 2014-15	
		Held	Attended
Devi Parsad <sup>(1)</sup>	Independent, Non-Executive	4	3
Mahendra Pratap Singh <sup>(1)</sup>	Independent, Non-Executive	4	4
Sanjeev Kumar <sup>(2)</sup>	Independent, Non-Executive	4	1
Sanjay Kumar Sharma <sup>(2)</sup>	Independent, Non-Executive	4	1
Atul Kumar Chaturvedi <sup>(3)</sup>	Independent, Non-Executive	4	-
Ajay Mathur <sup>(3)</sup>	Independent, Non-Executive	4	-
Neena Mittal <sup>(4)</sup>	Non-Independent, Non-Executive	4	3

(i) Ceased to be Director w.e.f. 30.03.2015.

(ii) Ceased to be Director w.e.f. 02.08.2014

(iii) Appointed as Additional Director w.e.f. 13.02.2015.

(iv) Appointed as Director w.e.f. 10.08.2014. Regularized by shareholders in the AGM held on 20.09.2014.

In pursuance to the provisions of section 177(9) & (10) of the Companies Act, 2013, the Company has established a **vigil mechanism** and oversees through the committee, the genuine concerns expressed by the employees and other Directors. The Company has also provided adequate safeguards against victimization of employees and Directors who express their concerns. The Company has also provided direct access to the chairman of the Audit Committee on reporting issues concerning the interests of co employees and the Company. The Board has adopted all the recommendations of the Audit Committee.

### B. Nomination and Remuneration Committee

The Board of Directors has duly constituted a Nomination & Remuneration Committee as per the requirement of Companies Act, 2013. During the year Five Meetings of the Nomination and Remuneration Committee were convened and held on 23.07.2014, 08.08.2014, 03.01.2015, 31.01.2015 and 11.02.2015. The Composition of the Nomination and Remuneration Committee and the details of meetings attended by its members are given below:

Name	Category	No. of Meeting attended during 2014-15	
		Held	Attended
Devi Parsad <sup>(1)</sup>	Independent, Non-Executive	5	5
Mahendra Pratap Singh <sup>(1)</sup>	Independent, Non-Executive	5	5
Sanjay Kumar Sharma <sup>(2)</sup>	Independent, Non-Executive	5	1
Atul Kumar Chaturvedi <sup>(3)</sup>	Independent, Non-Executive	5	-
Ajay Mathur <sup>(3)</sup>	Independent, Non-Executive	5	-
Neena Mittal <sup>(4)</sup>	Non-Independent, Non-Executive	5	4

(i) Ceased to be Director w.e.f 30.03.2015.

(ii) Ceased to be Director w.e.f. 02.08.2014

(iii) Appointed as Additional Director w.e.f. 13.02.2015.

(iv) Appointed as Director w.e.f. 10.08.2014. Regularized by shareholders in the AGM held on 20.09.2014.

### C. Stakeholder Relationship Committee

The Board of Directors has duly constituted a Stakeholder Relationship Committee as per the requirement of Companies Act, 2013. One meeting of Stakeholder Relationship Committee was held during the year on 31.03.2015. The Composition of the Stakeholder relationship Committee and the details of meetings attended by its members are given below:

Name	Category	No. of Meeting attended during 2014-15	
		Held	Attended
Devi Parsad <sup>(1)</sup>	Independent, Non-Executive	1	-
Mahendra Pratap Singh <sup>(1)</sup>	Independent, Non-Executive	1	-
Sanjeev Kumar <sup>(2)</sup>	Independent, Non-Executive	1	-
Sanjay Kumar Sharma <sup>(2)</sup>	Independent, Non-Executive	1	-
Atul Kumar Chaturvedi <sup>(3)</sup>	Independent, Non-Executive	1	1
Ajay Mathur <sup>(3)</sup>	Independent, Non-Executive	1	1
Neena Mittal <sup>(4)</sup>	Non-Independent, Non-Executive		

(i) Ceased to be Director w.e.f 30.03.2015.

(ii) Ceased to be Director w.e.f. 02.08.2014

(iii) Appointed as Additional Director w.e.f. 13.02.2015.

(iv) Appointed as Director w.e.f. 10.08.2014. Regularized by shareholders in the AGM held on 20.09.2014.

### POLICY ON DIRECTORS APPOINTMENT AND REMUNERATION

The Policy of the Company on Director's Appointment and Remuneration, including criteria for determining qualifications, positive attributes, independence of a director and other matters provided under section 178 of the Companies Act, 2013, adopted by the Board is appended as **Annexure B** to the Board Report.

### SELECTION CRITERIA OF BOARD MEMBERS

The Nomination and Remuneration Committee works with the Board to determine the appropriate characteristics, skills and experience required for the Board as a whole and for individual member. Board members are expected to possess expertise, leadership skills required to manage and guide a high growth. The members are not related to any Independent Director.

### BOARD EVALUATION

The performance evaluation of the Board, its Committees and individual directors was conducted and the same was based on questionnaire and feedback from all the Directors on the Board as a whole, Committees and self-evaluation.

Directors, who were designated, held separate discussions with each of the Directors of the Company and obtained their feedback on overall Board effectiveness as well as each of the other Directors. Based on the questionnaire and feedback, the performance of every director was evaluated in the meeting of the Nomination and Remuneration Committee.

A separate meeting of the independent directors was convened, which reviewed the performance of the Board (as a whole), the non-independent directors and the Chairman. Post the Annual ID meeting, the collective feedback of each of the Independent Directors was discussed by Aayush Food and Herbs Limited.

### DECLARATION OF INDEPENDENT DIRECTORS

The Independent Directors have submitted their disclosures to the Board that they fulfill all the requirements as stipulated in Section 149(6) of the Companies Act, 2013 so as to qualify themselves to be appointed as Independent Directors under the provisions of the Companies Act, 2013 and the relevant rules.

### MEETING OF INDEPENDENT DIRECTORS

The Company's Independent Directors meet at least once in every financial year without the presence of Executives Directors or management personnel. Such meetings are conducted informally to enable Independent Directors to discuss matters pertaining to the Company's affair and put forth their views to the Chairman and Managing Director. One meeting of Independent Directors was held during the year.

### STATUTORY AUDITORS

M/s Sudhir Agarwal and Associates, (Firm Registration No. 509930C), Chartered Accountants, who are the statutory auditors of the Company, hold office until the conclusion of the ensuing AGM and are eligible for re-appointment. Members of the Company at the AGM held on 20th September, 2014 had approved the appointment of M/s Sudhir Agarwal and Associates, Chartered Accountants, as the Statutory Auditors for a period of five financial years i.e., up to 31st March, 2019. As required by the provisions of the Companies Act, 2013, their appointment should be ratified by members each year at the AGM. Accordingly, requisite resolution forms part of the notice convening the AGM.

### EXPLANATION OR COMMENTS ON QUALIFICATIONS, RESERVATIONS OR ADVERSE REMARKS OR DISCLAIMERS MADE BY THE AUDITORS

No qualification, reservations or adverse remarks are made by the Auditors in their report.

### SECRETARIAL AUDIT REPORT

Pursuant to provisions of section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed M/s Siddiqui & Associates, Company Secretary in whole Time Practice to undertake the Secretarial Audit of the

Company. The Secretarial Audit Report is annexed herewith as “Annexure C”.

The Secretarial Audit report does not contain any qualification, reservation or adverse remark.

#### **INTERNAL AUDIT & CONTROLS**

The Company continues to engage Ms. Disha Aggarwal, Chartered Accountant, having Membership no. 523124 as its Internal Auditor. During the year, the Company continued to implement their suggestions and recommendations to improve the control environment. Their scope of work includes review of processes for safeguarding the assets of the Company, review of operational efficiency, effectiveness of systems and processes, and assessing the internal control strengths in all areas. Internal Auditors findings are discussed with the process owners and suitable corrective actions taken as per the directions of Audit Committee on an ongoing basis to improve efficiency in operations.

#### **SIGNIFICANT AND MATERIAL ORDERS**

There are no significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and Company's operations in future.

#### **INSIDER TRADING REGULATIONS**

Based on the requirements under SEBI (Prohibition of Insider Trading) Regulations, 1992, as amended from time to time, the code of conduct for prevention of insider trading and the code for corporate disclosures (“Code”), as approved by the Board from time to time, are in force by the Company. The objective of this Code is to protect the interest of shareholders at large, to prevent misuse of any price sensitive information and to prevent any insider trading activity by dealing in shares of the Company by its Directors, designated employees and other employees. The Company also adopts the concept of Trading Window Closure, to prevent its Directors, Officers, designated employees and other employees from trading in the securities of Aayush Food and Herbs Limited at the time when there is unpublished price sensitive information.

#### **PARTICULARS OF THE EMPLOYEES**

In terms of Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, there are no employees drawing remuneration in excess of the limits set out in the said rules.

The information required pursuant to Section 197 of Companies Act, 2013 read with rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of Employees of the Company, will be provided upon request. In terms of Section 136 of the Act, the reports and accounts are being sent to the members and other entitled thereto, excluding the information on employee's particulars which is available for inspection by the members at the Registered office of the Company during business hours on working days of the Company up to the date of ensuing Annual General Meeting. If any member is interested in inspecting the same, such member may write to the Company Secretary in advance.

#### **PREVENTION OF SEXUAL HARASSMENT POLICY**

The Company has zero tolerance for sexual harassment at workplace and has adopted a policy on prevention, prohibition and redressal of sexual harassment at workplace in line with the provisions of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the rules framed there under.

During the year 2014-2015, no complaints were received by the Company related to sexual harassment.

#### **LISTING WITH STOCK EXCHANGES**

The Company confirms that it has paid the Annual Listing Fees for the year 2015-2016 to Metropolitan Stock Exchange of India Limited where the Company's Shares are listed.

#### **ACKNOWLEDGEMENT**

Your Directors place on record their sincere thanks to bankers, business associates, consultants, and various Government Authorities for their continued support extended to your Companies activities during the year under review. Your Directors also acknowledges gratefully the shareholders for their support and confidence reposed on your Company.

**For and on behalf of the Board**

**Sunil Mittal**  
**Director**  
**DIN 00124175**

**For and on behalf of the Board**

**Ashish Mittal**  
**Managing Director**  
**DIN 02158722**

**Place: Delhi**

**Date: 28.08.2015**

**Annexure-A to the Board's Report**

FORM NO. MGT 9

**EXTRACT OF ANNUAL RETURN**

As on financial year ended on 31.03.2015

Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014.

<b>I. REGISTRATION &amp; OTHER DETAILS:</b>									
1.	CIN	L01122DL1984PLC018307							
2.	Registration Date	2/Jun/1984							
3.	Name of the Company	AAYUSH FOOD AND HERBS LIMITED							
4.	Category/Sub-category of the Company	COMPANY LIMITED BY SHARES							
5.	Address of the Registered office & contact details	G-321,CHIRAG DELHI, NEW DELHI 110017							
6.	Whether listed company	YES							
7.	Name, Address & contact details of the Registrar & Transfer Agent, if any.	BEETAL FINANCIAL & COMPUTER SERVICES PVT. LTD. BEETAL HOUSE, 3RD FLOOR, 99, MADANGIR, BEHIND LSC, NEW DELHI- 110062 Tel: 011- 29961281							
<b>II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY</b>									
(All the business activities contributing 10 % or more of the total turnover of the company shall be stated)									
S. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company						
1	Manufacture of Ayurvedic' or 'Unani' Pharmaceutical Preparation	24233	100%						
<b>III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES</b>									
S. No.	Name and address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section				
1	NA	NA							
<b>IV. SHARE HOLDING PATTERN</b>									
(Equity share capital breakup as percentage of total equity)									
(I) Category-wise Share Holding									
Category of Shareholders	No. of Shares held at the beginning of the year [As on 01-April-2014]				No. of Shares held at the end of the year [As on 31-March-2015]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
<b>(1) Indian</b>									
a) Individual/ HUF	-	162,650	162,650	66.39%			-	0.00%	-100.00%
b) Central Govt			-	0.00%			-	0.00%	0.00%
c) State Govt(s)			-	0.00%			-	0.00%	0.00%

d) Bodies Corp.			-	0.00%	-	-	-	0.00%	0.00%
e) Banks / FI			-	0.00%	-	-	-	0.00%	0.00%
f) Any other			-	0.00%	-	-	-	0.00%	0.00%
<b>Sub Total (A) (1)</b>	-	162,650	162,650	66.39%	-	-	-	0.00%	-100.00%
<b>(2) Foreign</b>									
a) NRI Individuals			-	0.00%	-	-	-	0.00%	0.00%
b) Other Individuals			-	0.00%	-	-	-	0.00%	0.00%
c) Bodies Corp.			-	0.00%	-	-	-	0.00%	0.00%
d) Any other			-	0.00%	-	-	-	0.00%	0.00%
<b>Sub Total (A) (2)</b>	-	-	-	0.00%	-	-	-	0.00%	0.00%
<b>Total (A)</b>	-	162,650	162,650	66.39%	-	-	-	0.00%	-100.00%
<b>B. Public</b>									
<b>1. Institutions</b>									
a) Mutual Funds			-	0.00%	-	-	-	0.00%	0.00%
b) Banks / FI			-	0.00%	-	-	-	0.00%	0.00%
c) Central Govt			-	0.00%	-	-	-	0.00%	0.00%
d) State Govt(s)			-	0.00%	-	-	-	0.00%	0.00%
e) Venture Capital Funds			-	0.00%	-	-	-	0.00%	0.00%
f) Insurance Companies			-	0.00%	-	-	-	0.00%	0.00%
g) FIs			-	0.00%	-	-	-	0.00%	0.00%
h) Foreign Venture Capital Funds			-	0.00%	-	-	-	0.00%	0.00%
i) Others (specify)			-	0.00%	-	-	-	0.00%	0.00%
<b>Sub-total (B)(1):-</b>	-	-	-	0.00%	-	-	-	0.00%	0.00%
<b>2. Non-Institutions</b>									
a) Bodies Corp.									
(i) Indian	-	-	-	0.00%	2,000,000	100	2,000,100	61.64%	0.00%
(ii) Overseas	-	-	-	0.00%				0.00%	0.00%
b) Individuals							-		
(i) Individual shareholders holding nominal share capital upto Rs. 1 lakh		68,551	68,551	27.98%		58,450	58,450	1.80%	-14.74%
(ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh		13,799	13,799	5.63%	1,000,000	186,450	1,186,450	36.56%	8498.09%
c) Others (specify)									

Non Resident Indians			-	0.00%			-	0.00%	0.00%
Overseas Corporate Bodies			-	0.00%			-	0.00%	0.00%
Foreign Nationals			-	0.00%			-	0.00%	0.00%
Clearing Members			-	0.00%			-	0.00%	0.00%
Trusts			-	0.00%			-	0.00%	0.00%
Foreign Bodies - D R	-	-	-	0.00%	-	-	-	0.00%	0.00%
Sub-total (B)(2):-	-	82,350	82,350	33.61%	3,000,000	245,000	3,245,000	100.00%	3840.50%
<b>Total Public (B)</b>	-	82,350	82,350	33.61%	3,000,000	245,000	3,245,000	100.00%	3840.50%
<b>C) Shares held by Custodian for GDRs &amp; ADRs</b>			-	0.00%			-		0.00%
<b>Grand Total (A+B+C)</b>	-	245,000	245,000	100.00%	3,000,000	245,000	3,245,000	100.00%	3740.50%

**(ii) Shareholding of Promoter**

SN	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged/encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged/encumbered to total shares	
1	Rajan Chawla	23600	9.63%	0	-	0.00%	0	-100.00%
2	Raj Chawla	18800	7.67%	0	-	0.00%	0	-100.00%
3	Poonam Kapoor	20250	8.27%	0	-	0.00%	0	-100.00%
4	Surender Chawla	20000	8.16%	0	-	0.00%	0	-100.00%
5	Narender Chawla	20000	8.16%	0	-	0.00%	0	-100.00%
6	Rakesh Chawla	20000	8.16%	0	-	0.00%	0	-100.00%
7	Hansraj Rajpal	20000	8.16%	0	-	0.00%	0	-100.00%
8	Krishna Kapoor	20000	8.16%	0	-	0.00%	0	-100.00%

**(iii) Change in Promoters' Shareholding (please specify, if there is no change)**

SN	Particulars	Date	Reason	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of shares	% of total shares	No. of shares	% of total shares
1.	At the beginning of the year	01.04.2014		162,650	66.39%	162,650	5.01%
2.	Changes during the year		Transfer	(162,650)	-66.39%	(162,650)	-5.01%
3.	At the end of the year	31.03.2015		-	0.00%	-	0.00%

**(iv) Shareholding Pattern of top ten Shareholders**

(Other than Directors, Promoters and Holders of GDRs and ADRs):

SN	For each of the Top 10 shareholders	Shareholding at the Beginning of the year as on 1.4.2014		Change in the Shareholding during the year		Shareholding at the end of the year as on 31.3.2015	
		No. of shares	% of total shares	No. of shares	% of total shares	No. of shares	% of total shares
1	PNR Financial Services (P) Ltd.	-	0.00%	500,000	204.08%	500,000	15.41%
2	Mr. Rajesh Goenka	-	0.00%	500,000	204.08%	500,000	15.41%
3	Vertex Drugs (P) Ltd.	-	0.00%	500,000	204.08%	500,000	15.41%
4	Surya Medi-Tech Ltd.	-	0.00%	500,000	204.08%	500,000	15.41%
5	Shridhar Financial Services Ltd.	-	0.00%	500,000	204.08%	500,000	15.41%
6	Devendra Gupta	-	0.00%	23,600	9.63%	23,600	0.73%
7	Tanvi Agarwal	-	0.00%	20,250	8.27%	20,250	0.62%
8	Sanjay Malik	-	0.00%	20,000	8.16%	20,000	0.62%
9	Rabi Narayan Mishra	-	0.00%	20,000	8.16%	20,000	0.62%
10	Ram Gopal Gupta	-	0.00%	20,000	8.16%	20,000	0.62%
11	Daksh Agarwal	-	0.00%	20,000	8.16%	20,000	0.62%
12	Himanshu Agarwal	-	0.00%	20,000	8.16%	20,000	0.62%

**(v) Shareholding of Directors and Key Managerial Personnel**

SN	Shareholding of each Directors and each Key Managerial Personnel	Date	Reason	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of shares	% of total shares	No. of shares	% of total shares
1	Name: Ashish Mittal	31.10.2014	Preferential Allotment				
	At the beginning of the year			-	0.00%	-	0.00%
	Changes during the year	-	-	500,000	204.08%	500,000	15.41%
	At the end of the year	-	-	500,000	204.08%	500,000	15.41%

**V. INDEBTEDNESS**

The company had no indebtedness with respect to secured or unsecured loans or deposits during the financial year 2014-15

**VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

A. Remuneration to Managing Director, Whole-time Directors and/or Manager: Not applicable

B. Remuneration to other Directors: Not applicable

C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD

SN.	Particulars of Remuneration	Name of Key Managerial Personnel			Total Amount
		Name			(Rs)
		CEO	CFO	CS	
1	Gross salary	0	0	RUCHI AGGARWAL	
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	-	20,000.00	20,000.00
		-	-	-	-

	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-	-
	(C) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-	-	-	-
2	Stock Option	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission	-	-	-	-
	- as % of profit	-	-	-	-
	- others, specify	-	-	-	-
5	Others, please specify	-	-	-	-
	Total	-	-	20,000.00	20,000.00

#### VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty			Not applicable		
Punishment					
Compounding					
B. DIRECTORS					
Penalty			Not applicable		
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty			Not applicable		
Punishment					
Compounding					

#### Annexure- B to the Board's Report

### AAYUSH FOOD AND HERBS LIMITED

(CIN L01122DL1984PLC018307)

#### NOMINATION AND REMUNERATION POLICY

This Nomination and Remuneration Policy is being formulated in compliance with Section 178 of the Companies Act, 2013 read along with the applicable rules thereto, as amended from time to time. This policy on nomination and remuneration of Directors, Key Managerial Personnel and Senior Management has been formulated by the Nomination and Remuneration Committee (NRC or the Committee) and has been approved by the Board of Directors.

#### Definitions:

“**Remuneration**” means any money or its equivalent given or passed to any person for services rendered by him and includes perquisites as defined under the Income-tax Act, 1961;

“**Key Managerial Personnel**” means:

- i) Managing Director, or Chief Executive Officer or Manager and in their absence, a Whole-time Director;
- ii) Chief Financial Officer;
- iii) Company Secretary; and
- iv) such other officer as may be prescribed.

“**Senior Managerial Personnel**” mean the personnel of the company who are members of its core management team excluding Board of Directors. Normally, this would comprise all members of management, of rank equivalent to General Manager and above, including all functional heads.

#### Objective:

The objective of the policy is to ensure that

- the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the company successfully;
- relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
- remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals. Role of the Committee: The role of the NRC will be the following:
  - To formulate criteria for determining qualifications, positive attributes and independence of a Director.
  - To formulate criteria for evaluation of Independent Directors and the Board. To identify persons who are qualified to become Directors and who may be appointed in Senior Management in accordance with the criteria laid down in this policy.
  - To carry out evaluation of Director's performance.
  - To recommend to the Board the appointment and removal of Directors and Senior Management.
  - To recommend to the Board policy relating to remuneration for Directors, Key Managerial Personnel and Senior Management.
  - To devise a policy on Board diversity, composition, size.
  - Succession planning for replacing Key Executives and overseeing.

- To carry out any other function as is mandated by the Board from time to time and / or enforced by any statutory notification, amendment or modification, as may be applicable.
- To perform such other functions as may be necessary or appropriate for the performance of its duties.

#### **APPOINTMENT AND REMOVAL OF DIRECTOR, KEY MANAGERIAL PERSONNEL AND SENIOR MANAGEMENT**

- The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend his / her appointment, as per Company's Policy.
- A person should possess adequate qualification, expertise and experience for the position he / she is considered for appointment. The Committee has authority to decide whether qualification, expertise and experience possessed by a person is sufficient / satisfactory for the position.
- The Company shall not appoint or continue the employment of any person as Whole-time Director who has attained the age of seventy years. Provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of shareholders by passing a special resolution.

#### **TERM / TENURE**

##### **a) Managing Director/Whole-time Director:**

The Company shall appoint or re-appoint any person as its Executive Chairman, Managing Director or Executive Director for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of term.

##### **b) Independent Director:**

An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report. No Independent Director shall hold office for more than two consecutive terms of upto maximum of 5 years each, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director. Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly. At the time of appointment of Independent Director it should be ensured that number of Boards on which such Independent Director serves is restricted to seven listed companies as an Independent Director and three listed companies as an Independent Director in case such person is serving as a Whole-time Director of a listed company or such other number as may be prescribed under the Act.

#### **EVALUATION**

The Committee shall carry out evaluation of performance of Director, KMP and Senior Management Personnel yearly or at such intervals as may be considered necessary.

#### **REMOVAL**

The Committee may recommend with reasons recorded in writing, removal of a Director, KMP or Senior Management Personnel subject to the provisions and compliance of the Companies Act, 2013, rules and regulations and the policy of the Company.

#### **RETIREMENT**

The Director, KMP and Senior Management Personnel shall retire as per the applicable provisions of the Act and the prevailing policy of the Company. The Board will have the discretion to retain the Director, KMP, Senior Management Personnel in the same position/ remuneration or otherwise even after

attaining the retirement age, for the benefit of the Company.

#### **POLICY FOR REMUNERATION TO DIRECTORS/KMP/SENIOR MANAGEMENT PERSONNEL**

##### **1) Remuneration to Managing Director / Whole-time Directors:**

- The Remuneration/ Commission etc. to be paid to Managing Director / Whole-time Directors, etc. shall be governed as per provisions of the Companies Act, 2013 and rules made there under or any other enactment for the time being in force and the approvals obtained from the Members of the Company.
- The Nomination and Remuneration Committee shall make such recommendations to the Board of Directors, as it may consider appropriate with regard to remuneration to Managing Director / Whole-time Directors.

##### **2) Remuneration to Non- Executive / Independent Directors:**

- The Non-Executive / Independent Directors may receive sitting fees and such other remuneration as permissible under the provisions of Companies Act, 2013. The amount of sitting fees shall be such as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors.
- All the remuneration of the Non- Executive / Independent Directors (excluding remuneration for attending meetings as prescribed under Section 197 (5) of the Companies Act, 2013) shall be subject to ceiling/ limits as provided under Companies Act, 2013 and rules made there under or any other enactment for the time being in force. The amount of such remuneration shall be such as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors or shareholders, as the case may be.
- An Independent Director shall not be eligible to get Stock Options and also shall not be eligible to participate in any share based payment schemes of the Company.
- Any remuneration paid to Non- Executive / Independent Directors for services rendered which are of professional in nature shall not be considered as part of the remuneration for the purposes of clause (b) above if the following conditions are satisfied:
  - The Services are rendered by such Director in his capacity as the professional; and
  - In the opinion of the Committee, the director possesses the requisite qualification for the practice of that profession.
- The Compensation Committee of the Company, constituted for the purpose of administering the Employee Stock Option/ Purchase Schemes, shall determine the stock options and other share based payments to be made to Directors (other than Independent Directors).

##### **3) Remuneration to Key Managerial Personnel and Senior Management:**

- The remuneration to Key Managerial Personnel and Senior Management shall consist of fixed pay and incentive pay, in compliance with the provisions of the Companies Act, 2013 and in accordance with the Company's Policy.
- The Compensation Committee of the Company, constituted for the purpose of administering the Employee Stock Option/ Purchase Schemes, shall determine the stock options and other share based payments to be made to Key Managerial Personnel and Senior Management.
- The Fixed pay shall include monthly remuneration, employer's contribution to Provident Fund, contribution to pension fund, pension schemes, etc. as decided from time to time.
- The Incentive pay shall be decided based on the balance between performance of the Company and performance of the Key Managerial Personnel and Senior Management, to be decided annually or at



such intervals as may be considered appropriate.

#### IMPLEMENTATION

- The Committee may issue guidelines, procedures, formats, reporting mechanism and manuals in supplement and for better implementation of this policy as considered appropriate.
  - The Committee may Delegate any of its powers to one or more of its members.
- 

#### Annexure- C to the Board's Report

Form No. MR-3

#### SECRETARIAL AUDIT REPORT

*(For the Financial year ended 31st March 2015)*

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,

The Members,

**Aayush Food and Herbs Limited**

**G 321, Chirag Delhi,**

**New Delhi 110017**

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Aayush Food and Herbs Limited** (hereinafter called the company). Secretarial Audit was conducted in a manner that provided me/us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on our verification of the **Aayush Food and Herbs Limited** books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on **31st March 2015** complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by **Aayush Food and Herbs Limited** for the financial year ended on **31st March 2015** according to the provisions of:

- i. The Companies Act, 2013 (the Act) and the rules made thereunder;
- ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- iv. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings. **The Company is not having any FDI, ODI or ECB.**
- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
  - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
  - d. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock

Purchase Scheme) Guidelines, 1999;

- e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
  - f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
  - h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
- vi. The Company has complied with various provisions of Labour Laws, Environmental Laws and related Laws to extent applicable to the Company.

We have also examined compliance with the applicable clauses of the following:

- i. Secretarial Standards issued by The Institute of Company Secretaries of India. **Not Applicable**
- ii. The Listing Agreements entered into by the Company with **Metropolitan Stock Exchange of India Limited, Mumbai.**

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. as aforesaid.

We further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act. Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting. Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

We further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period the company has had no major events or actions which are having a major bearing on the company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. referred to above.

We further have to further state that

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our Audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. We believe that the processes and practices, we followed provide a reasonable basis our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules, and regulations and happening of events etc.
5. The Compliance of the provisions of Corporate and other applicable laws, rules, regulations,

standards is the responsibility of the management. Our examination was limited to the verification of the procedures on test basis.

6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

**for Siddiqui & Associates  
Company Secretaries**

**Place New Delhi  
Date: 01.09. 2015**

**K.O.SIDDIQUI  
FCS 2229 ; CP 1284**

## Independent Auditor's Report

To the Members of  
**AAYUSH FOOD AND HERBS LIMITED**

### Report on the Financial Statement

We have audited the accompanying financial statements of **AAYUSH FOOD AND HERBS LIMITED** ("the company"), which comprise the Balance Sheet as at 31 March 2015, the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

### Management's Responsibility for the Financial Statement

The Company's Board of Directors is responsible for the matters in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes the maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding of the assets of the Company and for preventing and detecting the frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of internal financial control, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

### Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

## Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements, give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- a) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2015;
- b) in the case of the Statement of Profit and Loss Account, of the Profit/Loss for the year ended on that date;
- c) in the case of Cash Flow Statement, of the cash flows for the year ended on that date.

### Report on the other Legal and regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2015 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act 2013, We give in the Annexure statement on the matters specified in paragraph 3 & 4 of the order.
2. As required by section 143(3) of the Act, we report that:
  - a) we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
  - b) in our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books.
  - c) the Balance Sheet, the Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account.
  - d) in our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
  - e) on the basis of written representations received from the directors as on 31 March, 2015, taken on record by the Board of Directors, none of the directors is disqualified as on 31 March, 2015, from being appointed as a director in terms of Section 164(2) of the Act.
  - f) With respect to the other matters included in the Auditor's Report and to our best of our information and according to the explanations given to us:
    - i. The Company does not have any pending litigations which would impact its financial position.
    - ii. The Company did not have any long-term contracts including derivatives contracts for which there were any material foreseeable losses.
    - iii. No amount is required to be transferred to the Investor Education and Protection Fund by the Company as on 31 March, 2015.

As per our separate report of even date  
**For SUDHIR AGARWAL & ASSOCIATES**  
**CHARTERED ACCOUNTANTS**  
**F.R.N.-509930C**

**CA AMIT KUMAR**  
**(PARTNER)**  
**M.NO.518735**

**Place:New Delhi**  
**Date:30.05.2015**

**The Annexure referred to in paragraph 1 of the Our Report of even date to the members of AAYUSH FOOD AND HERBS LIMITED on the accounts of the company for the year ended 31<sup>st</sup> March, 2015.**

On the basis of such checks as we considered appropriate and according to the information and explanation given to us during the course of our audit, we report that:

- (i) (a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets on the basis of information available.
- (b) As explained to us, fixed assets have been physically verified by the management reasonable intervals; no material discrepancies were noticed on such verification.
- In our opinion and according to the information and explanations given to us, no substantial part of fixed asset has been disposed off during the year and therefore does not affect the going concern assumption
- (ii) (a) As explained to us, the inventories have been physically verified by the management at reasonable intervals during the year. In our opinion, the frequency of such verification having regard to the size of the company and the nature of its business.
- (b) In our opinion and according to the information and explanations given to us, the physical verification of inventories followed by the management is reasonable and adequate in relation to the size of the Company and the nature of the business.
- (c) The Company has maintained proper records of inventory. As explained to us, there was no material discrepancies noticed on physical verification of stocks, as compared to book records.
- (iii) (a) According to the information and explanations given to us and on the basis of our examination the books of account, the Company has not granted any loans, secured or unsecured, to companies, firms or other parties covered in the register maintained under Section 189 of the Companies Act, 2013. Consequently, the provisions of clauses iii(a) and iii(b) of the order are not applicable to the Company
- (iv) In our opinion and according to the information and explanations given to us, there is generally an adequate internal control procedure commensurate with the size of the company and the nature of its business, for the purchase of inventories & fixed assets and for the sale of goods and services. During the course of our audit, no major instance of continuing failure to correct any weaknesses in the internal controls has been noticed.
- (v) In our opinion, and according to the information and explanation given to us, the company has not accepted any deposits; hence, clause (v) is not applicable to the company. Accordingly, directives issued by the Reserve Bank of India and the provisions of section 73 to 76 or any other relevant provisions of the Companies Act and the rules framed there under are not applicable.
- (vi) The Company is not required to maintain cost records pursuant to the Rules made by the Central Government for maintenance of cost records under sub-section (1) of section 148 of the Act.
- (vii) (a) According to the records of the Company, undisputed statutory dues including Provident Fund, Employees' State Insurance, Income-tax, Sales-tax, Wealth Tax, Service Tax, Duty of Custom, Duty of Excise, Value added tax, cess to the extent applicable and any other statutory dues have generally been regularly deposited with the appropriate authorities. According to the information and explanations given to us there were no outstanding statutory dues as on 31st of March, 2015 for a period of more than six months from the date they became payable.
- (b) According to the information and explanations given to us, there is no amounts payable in respect of income tax, sales tax, wealth tax, service tax, duty of customs, duty of excise or value added tax or

cess which have not been deposited on account of any disputes.

- (c) Company does not have any amount required to be transferred to investor education and protection fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and rules made there under.
- (viii) The Company does not have any accumulated loss at the end of the financial year and has incurred cash losses in the financial year and in the financial year immediately preceding such financial year.
- (ix) In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of dues to a financial institution, bank or debenture holders.
- (x) According to the information and explanations given to us, the Company has not given any guarantee for loans taken by other from bank or financial institutions.
- (xi) According to the information and explanations given to us, the Company has not raised any term loans during the year.
- (xii) According to the information and explanations given to us, no fraud on or by the Company has been noticed or reported during the year.

As per our separate report of even date  
**For SUDHIR AGARWAL & ASSOCIATES**  
**CHARTERED ACCOUNTANTS**  
**F.R.N.-509930C**

**Place: New Delhi**  
**Date: 30.05.2015**

**CA AMIT KUMAR**  
**(PARTNER)**  
**M.NO.518735**

**AAYUSH FOOD AND HERBS LIMITED**

(CIN NO. L01122DL1984PLC018307)

**Balance Sheet as at 31st March 2015**

(Amount in Rs.)

PARTICULARS	NOTE	31st March, 2015	31st March, 2014
<b>I EQUITY AND LIABILITIES</b>			
(1) <b>Shareholders' Fund</b>			
Share Capital	1	32,450,000	2,450,000
Reserve and Surplus	2	8,091,221	727,127
(2) <b>Current Liabilities</b>			
Other Current Liabilities	3	35,281	25,281
Short Term Loans		50,000	-
Short Term Provision		-	2,980
<b>TOTAL</b>		<b>40,626,502</b>	<b>3,205,388</b>
<b>II ASSETS</b>			
<b>Non Current Assets</b>			
Tangible Assets	4	189,809	294,809
Non Current Investments	5	1,943,610	1,943,610
Deferred Tax Assets	6	117,867	59,372
Long Term Loans and Advances	7	17,000	17,000
(1) <b>Current Assets</b>			
Cash and Cash Equivalents	8	1,255,106	55,898
Short Term Loans and Advances	9	37,103,110	834,699
<b>TOTAL</b>		<b>40,626,502</b>	<b>3,205,388</b>

Significant Accounting Policies and Other Notes Forming Part of the Financial Statements in terms of our separate report of even date attached

(Notes 1 to 14 referred to above form an integral part of the Balance Sheet & Statement of Profit & Loss)

In terms of our separate report of even date attached

For and On Behalf Of The Board

Ashish Mittal Sunil Mittal Ruchi Aggarwal Sachin Goyal

Mng. Director Director Company Secretary CFO  
DIN 02158722 DIN 00124175 M. No. A38439

For Sudhir Agarwal & Associates  
CHARTERED ACCOUNTANTS  
Firm Reg. No. 509930C

Amit Kumar

Partner  
M.No. 518735

Date:30th May 2015  
Place: New Delhi

**AAYUSH FOOD AND HERBS LIMITED**

(CIN NO. L01122DL1984PLC018307)

**Statement of Profit and Loss for the year ended on 31st March, 2015**

(Amount in Rs.)

PARTICULARS	NOTE	31st March, 2015	31st March, 2014
I. Revenue from Operations	10	713,475	272,215
II Other Income	11	100,685	180,000
<b>Total Revenue</b>		<b>814,160</b>	<b>452,215</b>
<b>II Expenses:</b>			
Purchase of stock in Trade	12	505,225	-
Depreciation and Amortisation	4	105,000	95,363
Employes benefit expences	13	120,000	120,000
Other Expenses	14	278,337	221,238
<b>Total Expenses</b>		<b>1,008,562</b>	<b>436,601</b>
<b>III Profit Before Tax (I-II)</b>		<b>(194,402)</b>	<b>15,614</b>
<b>IV Tax Expenses:</b>			
(1) Current Tax		-	2,980
(2) Deferred Tax		(58,495)	(13,237)
<b>V Profit After Tax (III-IV)</b>		<b>(135,906)</b>	<b>25,871</b>
<b>VI Earning per Equity Share:</b>			
(1) Basic		(0.13)	0.07
(2) Diluted		(0.13)	0.07

Significant Accounting Policies and Other Notes Forming Part of the Financial Statements in terms of our separate report of even date attached

(Notes 1 to 14 referred to above form an integral part of the Balance Sheet & Profit & Loss A/c.)

In terms of our separate report of even date attached

For and On Behalf Of The Board

Ashish Mittal Sunil Mittal Ruchi Aggarwal Sachin Goyal  
Mng. Director Director Company Secretary CFO  
DIN 02158722 DIN 00124175 M. No. A38439

For Sudhir Agarwal & Associates  
CHARTERED ACCOUNTANTS  
Firm Reg. No. 509930C

Amit Kumar  
Partner  
M.No. 518735

Date:30th May 2015  
Place: New Delhi

**AAYUSH FOOD AND HERBS LIMITED**

(CIN NO. L01122DL1984PLC018307)

**CASH FLOW STATEMENT AS ON 31ST MARCH, 2015**

(Amount in Rs.)

PARTICULARS	31st March, 2015
<b>A CASH FLOW FROM OPERATING ACTIVITIES:</b>	
Net Profit before taxation, and extraordinary items	(194,402)
<b>Adjustment for :</b>	
Miscellaneous Expenses written off	157,304
Depreciation	105,000
Operating Profit Before Working Capital Changes	67,903
<b>Adjustment for :</b>	
(Increases)/Decreases in Inventories	-
Increases/(Decreases) in Trade Payables & Others Liabilities	60,000
(Increases)/Decreases in Trade Receivables	-
(Increases)/Decreases in Other Current Assets	-
(Increases)/Decreases in Loan & Advances	(36,425,715)
Cash Generated from Operations	(36,297,813)
Direct Taxes paid	2,980
<b>Net Cash From Operating Activities (A)</b>	<b>(36,300,793)</b>
<b>B CASH FLOW FROM INVESTING ACTIVITIES:</b>	
Investment in Subsidiary Company	-
Purchase of Fixed Assets	-
<b>Net Cash used in Investing Activities (B)</b>	<b>-</b>
<b>C CASH FLOW FROM FINANCING ACTIVITIES:</b>	
Issue Of Share	30,000,000
Primium on Issue Of Share	7,500,000
<b>Net Cash used in Financing Activities (C)</b>	<b>37,500,000</b>
<b>Net Increase/(Decrease) in cash and cash equivalents (A+B+C)</b>	<b>1,199,208</b>
Cash & Cash Equivalents as at beginning of the year	55,898
<b>Cash &amp; Cash Equivalents as at Closing of the year</b>	<b>1,255,106</b>

Significant Accounting Policies and Other Notes Forming Part of the Financial Statements in terms of our separate report of even date attached

For and On Behalf Of The Board

For Sudhir Agarwal & Associates  
CHARTERED ACCOUNTANTS  
Firm Reg. No. 509930C

Ashish Mittal Sunil Mittal Ruchi Aggarwal Sachin Goyal

Amit Kumar

Mng. Director Director Company Secretary CFO  
DIN 02158722 DIN 00124175 M. No. A38439

Partner  
M.No. 518735

Date:30th May 2015  
Place: New Delhi

**AAYUSH FOOD AND HERBS LIMITED**

(CIN NO. L01122DL1984PLC018307)

**Notes on Financial Statements for the Year Ended 31st March, 2015**

(Amount in Rs.)

Particulars	31st March, 2015	31st March, 2014
<b>NOTE: 1 SHARE CAPITAL</b>		
<b>(a) Authorised Capital</b>	35,000,000	20,000,000
3500000 Equity Shares of ₹ 10/- Each	<b>35,000,000</b>	<b>20,000,000</b>
<b>Total</b>		
<b>(b) Issued, Subscribed &amp; Paid Up</b>		
3245000 Equity Shares of ₹ 10/- Each fully paid up	32,450,000	2,450,000
<b>Total</b>	<b>32,450,000</b>	<b>2,450,000</b>

**Reconciliation of the shares outstanding at the beginning and at the end of the reporting period**

**Equity Shares**

Particulars	31st March, 2015		31st March, 2014	
<b>At the beginning of the period</b>	245,000	2,450,000	245,000	2,450,000
Issued during the period	3,000,000	30,000,000	-	-
Redeemed or bought back during the period				
<b>Outstanding at the end of period</b>	<b>3,245,000</b>	<b>32,450,000</b>	<b>245,000</b>	<b>2,450,000</b>

**Right, Preferences and Restriction attached to shares**

**Equity shares**

The company has only one class of Equity having a par value Rs. 10.00 per share. Each shareholder is eligible for one vote per share held. The dividend proposed by the board of directors is subject to the approval of the shareholders in ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation, the Equity shareholders are eligible to receive the remaining assets of the company after distribution of all preferential amounts, in proportion to their shareholding

**Details of Shareholders holding more than 5% shares in the company.**

Name of Shareholder	31st March 2015		31st March 2015	
	No. of Shares	% of Holding	No. of Shares	% of Holding
Raj Chawla	-	-	18,800	7.67
Rajni Chawla	-	-	23,600	9.63
Poonam Kapoor	-	-	20,250	8.27
Surender Chawla	-	-	20,000	8.16
Rakesh Chawla	-	-	20,000	8.16
Narender Chawla	-	-	20,000	8.16
Krishna Kapoor	-	-	20,000	8.16
Hansraj Rajpal	-	-	20,000	8.16
Manoj Kumar			13,800	5.63

Ashish Mittal	500,000	15.408	-	-
PNR Financial Services Pvt.	500,000	15.408	-	-
Rajnish Goenka	500,000	15.408	-	-
Shridhar Financial Services Limited	500,000	15.408	-	-
Surya Medi-Tech Limited	500,000	15.408	-	-
Vertex Drugs Private Limited	500,000	15.408	-	-
<b>Particulars</b>	<b>31st March, 2015</b>	<b>31st March, 2014</b>		
<b>NOTE: 2 RESERVE &amp; SURPLUS Profit &amp; Loss A/C</b>				
Balance as at beginning of the year	727,127	701,256		
Addition during the year	(135,906)	25,871		
<b>Closing Balance</b>	<b>591,221</b>	<b>727,127</b>		
<b>Securities Premium</b>				
Balance as at beginning of the year		-		
Balance as at beginning of the year	<b>7,500,000</b>	-		
<b>Closing Balance</b>	<b>7,500,000</b>	-		
<b>Balance Carried to Balancesheet</b>	<b>8,091,221</b>	<b>727,127</b>		
	-	-		
<b>NOTE: 3 CURRENT LIABILITIES</b>				
Audit fee payable	35,281	25,281		
<b>Total</b>	<b>35,281</b>	<b>25,281</b>		
<b>NOTE: 5 Non Current Investments In Others</b>				
Non Trade Investments	1,943,610	1,943,610		
<b>Total</b>	<b>1,943,610</b>	<b>1,943,610</b>		
<b>Note-6 Deferred Tax</b>				
Deferred Tax Assets	117,867	59,372		
	<b>117,867</b>	<b>59,372</b>		
<b>Note-7 Long Term Loans and Advances Security Deposit</b>				
Unsecured, considered good	17,000	17,000		
	17,000	17,000		
<b>NOTE: 8 CASH &amp; CASH EQUIVALENTS</b>				
(A) Cash in Hand	179,146	48,586		
(B) Balances with Scheduled Banks				
(i) In Current Accounts	1,075,960	7,312		
(ii) In Fixed Deposit Accounts	-	-		
<b>Total</b>	<b>1,255,106</b>	<b>55,898</b>		
<b>Note-9 Short Term Loans and Advances Other Loans and Advances</b>				
Rajinder Malik	500,000	500,000		
Sales Tax Refund	266,003	266,003		

Income Tax Refund (2011-12)	61,870	61,870
Income Tax Refund (2012-13)	6,826	6,826
Tds/advance Tax 2015-16	10,068	
Advance Fees	667,726	
N.A. Foods Private Limited	<b>35,590,617</b>	<b>834,699</b>
<b>Note-10 Revenue From Operations</b>		
Sale of Services	713,475	272,215
	<b>713,475</b>	<b>272,215</b>
<b>NOTE: 11 Revenue from other than operation</b>		
Interest Income		180,000
Rental Income		
	<b>100,685</b>	<b>180,000</b>
<b>Note-12 Purchase of Stock-in-Trade</b>		
Purchases	505,225	
	505,225	
<b>NOTE: 13 EMPLOYEES BENEFITS EXPENSES</b>		
Salaries and wages	120,000	120,000
	120,000	120,000
<b>NOTE: 14 OTHER EXPENSES</b>		
Advertising Expenses	-	14,240
Audit fee	10,000	25,281
Bank Charges	3,304	357
Conveyance Expenses	15,000	18,000
Electricity Expenses	12,450	10,810
Legal and Professional expenses	20,400	24,000
Office Expenses	11,060	29,500
Preliminary Expenses written off	-	43,000
Miscellaneous Expenses written off	157,304	-
Printing & Stationary	2,165	1,050
Repairs & Maintenance	2,165	5,500
Fees & Subscription	46,654	-
Vehicle Running Expenses	-	49,500
	<b>278,337</b>	<b>221,238</b>

Note-4 Fixed Asset Chart as at 31st March 2015

Asset	Life of asset	Gross Block			Accumulated Depreciation			Net Block		
		Balance as at 1 April 2014	Addition	Deletion	Closing Balance	Balance as at 1 April 2014	Depreciation during the year	Closing Balance	Balance as at 31st March 2014	Balance as at 31st March 2015
Airconditioner	5	25,000			25,000	14,915	2,405	17,310	10,085	7,642
Computer	3	214,650			214,650	178,011	21,302	199,313	36,639	15,337
Furniture & Fixture	10	290,425			290,425	92,380	67,790	160,890	196,125	130,335
Office Equipments	5	47,100			47,100	13,883	8,995	22,898	33,217	24,242
Printer	3	19,500			19,500	2,757	4,539	7,287	16,743	12,213
							<b>105,000</b>		<b>294,000</b>	<b>180,000</b>

## **NOTES ANNEXED TO AND FORMING PART OF FINANCIAL STATEMENTS AS AT 31st MARCH, 2015**

### **Note No. 1 : SIGNIFICANT ACCOUNTING POLICIES**

#### **i. Basis of Preparation of Financial Statements**

The financial statements are prepared and presented under the historical cost convention on accrual basis of accounting in accordance with the generally accepted accounting principles in India ("GAAP"), applicable Accounting Standards issued by The Institute of Chartered Accountants of India and under the historical cost convention, on accrual basis.

#### **ii. Revenue Recognition :**

Revenue is being recognized in accordance with the Guidance Note on Accrual Basis of Accounting issued by The Institute of Chartered Accountants of India. Accordingly, wherever there are uncertainties in the realization of income same is not accounted for till such time the uncertainty is resolved.

#### **iii. Treatment of Expenses :**

All expenses are accounted for on accrual basis.

#### **iv. Fixed Assets:**

Fixed Assets are stated at historical cost, less depreciation. Costs of fixed assets include taxes, duties, freight and other expense incidental and related there to the construction, acquisition, and installation of respective assets.

#### **v. Inventories :**

Stock-in-trade is valued at cost or market price whichever is lower.

#### **vi. Depreciation / Amortization :**

Depreciation on fixed assets has been provided on WDV method on prorated basis over the useful life prescribed in schedule II to the Companies Act, 2013 after considering salvage value of five percent of original cost. The Company has considered useful life of assets same as prescribed under the Companies Act, 2013.

Depreciation upto 31.03.2014 was provided on WDV method on prorated basis at the rates prescribed in schedule XIV to the Companies Act, 1956.

Due to transition from schedule XIV to schedule II, depreciation on assets existing as on 31.03.2014, has been provided in such a way so that assets should be depreciated after considering salvage value of five percent of original cost of the assets over a useful life of assets as prescribed under schedule II of the companies Act, 2013.

Assets of which useful life has already been expired but depreciation charged till previous financial year was less than 95% of original cost of the assets, difference of 95% of Original Cost and depreciation charged till last year, has been charged to profit and loss account as depreciation.

Assets on which depreciation has already been charged above of 95% of Original Cost of the assets till previous financial year and written down value of the assets is less than 5% of Original Cost, salvage value has been considered remaining WDV as on first day of current financial year.

#### **vii. Taxes on Income :**

- a. Provision for current tax has been made as per the provisions of Income Tax Act, 1961.
- b. Deferred tax has been recognized, subject to the consideration of prudence, on timing difference, being the difference between taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent period.

#### **viii. Earning Per Share :**

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.

#### **ix. Investments :**

Long term investments are carried at cost. However, provision is made for diminution in value (if any), other than temporary, on an individual basis.

#### **x. Accounting for Provisions, Contingent Liabilities and Contingent Assets :**

Provisions are recognized in terms of Accounting Standard 29 - Provisions, Contingent Liabilities and Contingent Assets (AS-29), notified by the Companies (Accounting Standards) Rules, 2006, when there is a present legal or statutory obligation as a result of past events, where it is probable that there will be outflow of resources to settle the obligation and when a reliable estimate of the amount of the obligation can be made. Contingent Liabilities are recognized only when there is a possible obligation arising from past events due to occurrence or non-occurrence of one or more uncertain future events, not wholly within the control of the Company, or where any present obligation cannot be measured in terms of future outflow of resources or where a reliable estimate of the obligation cannot be made. Obligations are assessed on an ongoing basis and only those having a largely probable outflow of resources are provided for. Contingent Assets are not recognized in the financial statements.

#### **xi. Related Party Disclosure:**

In accordance with the requirements of Accounting Standards (AS) – 18 on Related Party Disclosures, the names of the related parties where control exists and/or with whom transactions have taken place during the year and descriptions of relationships, as identified and certified by the management, are:

#### **I. Key Management Personnel**

- |                      |                           |
|----------------------|---------------------------|
| ▲ Mr. ASHISH MITTAL  | (Managing Director)       |
| ▲ Mr. SACHIN GOYAL   | (Chief Financial Officer) |
| ▲ Ms. RUCHI AGGARWAL | (Company Secretary)       |

#### **II. Others**

- |                    |            |
|--------------------|------------|
| ▲ Mr. SUNIL MITTAL | (Director) |
| ▲ Ms. NEENA MITTAL | (Director) |

#### **Disclosure of transactions between the Company and Related Parties during the year in the ordinary course of business and status of outstanding balances at year end:**

#### **I. Key Managerial Personnel**



(Amount in Rs.)

Particulars	As at 31/03/2015	As at 31/03/2014
<b>Remuneration</b>		
Mr. Ashish Mittal	NIL	NIL
Mr. Sachin Goyal	NIL	NIL
Ms. Ruchi Aggarwal	20,000/-	NIL

II. Other Related Parties : NIL

**xii. Earnings in Foreign Currency**

	Year ended March 31, 2015	Year ended March 31, 2014
Sale of Shares	NIL	NIL
Dividend and Interest	NIL	NIL
Other Income	NIL	NIL

**xiii Expenditure in Foreign Currency**

Travelling Expenses	NIL	NIL
Others	NIL	NIL

**xiv. Payment to Auditors**

Statutory Audit Fees	₹ 10,000/-	₹ 25,281/-
----------------------	------------	------------

xv. In the opinion of the Board of Directors and to the best of their knowledge and belief the realizable value of Current Assets, Loans and Advances in ordinary course of business is not less than the value stated in the Balance Sheet.

**xvi. Earning Per Share (EPS)**

Profit computation for both Basic and Diluted earnings per share of ₹ 10/- each.

Particulars	Current Year 2014-15	Current Year 2013-14
Net Profit/Loss After Tax	₹(1,35,906)	₹ 25871
Number of Equity Shares held	3245000	245000
Basic and Diluted Earning per share (in ₹)	(0.13)	0.07

xvii. Due to Small Scale Undertakings exceeding ₹ 1.00 lac overdue for more than 30 days- Nil

As per our separate report of even date  
For **SUDHIR AGARWAL & ASSOCIATES**  
CHARTERED ACCOUNTANTS  
F.R.N.-509930C

Place: New Delhi  
Date: 30.05.2015

CA AMIT KUMAR  
(PARTNER)  
M.NO.518735

Attendance Slip

**AAYUSH FOOD AND HERBS LIMITED**

CIN: L01122DL1984PLC018307

Regd. Office: G-321, Chirag Delhi, Delhi 110017

Email: aayushfoodherbs@gmail.com

31<sup>ST</sup> ANNUAL GENERAL MEETING ON WEDNESDAY, 30TH SEPTEMBER 2015 AT 02:00 P.M.

At: G-321, Chirag Delhi, Delhi 110017

Regd. Folio no. \_\_\_\_\_ DP ID no \_\_\_\_\_  
Client ID no. \_\_\_\_\_ Number of shares held \_\_\_\_\_

I certify that I am a member/proxy/authorized representative for the member of the Company.

I/We hereby record my/our presence at the 31<sup>st</sup> Annual General Meeting of the Company G-321, Chirag Delhi, Delhi - 110017 on Wednesday, 30<sup>th</sup> September, 2015 at 02:00 PM.

-----  
Name of the Member/Proxy  
(In Block letters)

-----  
Signature of the member/proxy

Note: Please sign & fill this Attendance Slip and hand it over at the Attendance Verification Counter at the Entrance of the Meeting Hall.

**Form No. MGT-11  
PROXY FORM**

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies  
(Management and Administration) Rules, 2014)

CIN : L01122DL1984PLC018307  
Name of the Company : Aayush Food and Herbs Limited  
Registered Office : G-321, Chirag Delhi, Delhi- 110017

Name of the member (s):
Registered Address :
E-mail Id :
Folio No./Client Id :
DP ID :

I/We, being the member(s) of \_\_\_\_\_, shares of the above named company, hereby appoint

1. Name :  
Address :  
E-mail Id :  
Signature :  
  
Or failing him

2. Name:  
Address:  
E-mail Id:  
Signature:  
  
Or failing him

3 Name:  
Address:  
E-mail Id:  
Signature:

as my or our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 31<sup>st</sup> Annual General Meeting to be held on Wednesday, the 30<sup>th</sup> day of September, 2015 at 02:00 p.m. at the Registered Office of the Company at G-321, Chirag Delhi, Delhi- 110017 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution	Vote	
		For	Against
<i>Ordinary Business</i>			
1	Adoption of Audited Financial Statements for the year ended 31st March 2015 together with the Reports of the Board of Directors and the Auditors thereon		
2	Appointment of Director in place of Mr Sunil Mittal (DIN 00124175), who retires by rotation and being eligible, seeks re-appointment		
3	Ratification of appointment of M/s Sudhir Agarwal & Associates, Chartered Accountants, as the auditors of the Company		
<i>Special Business</i>			
4	Appointment of Mr. Atul Kumar Chaturvedi (DIN 01759365) as Independent Director		
5	Appointment of Mr. Ajay Mathur as Independent Director(DIN 01609016)		
6	Approval of Borrowing Limits of the Company		
7	Approval for Creation of security on the properties of the Company, both present and future, in favour of the Lenders		

Signed this ..... day of ..... 2015

Signature of the Member \_\_\_\_\_

Signature of Proxy holder(s) \_\_\_\_\_

Affix Re. 1/- Revenue Stamp
--------------------------------------

*Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.*

**AAYUSH FOOD AND HERBS LIMITED**

CIN: L01122DL1984PLC018307  
 Regd. Office: G-321, Chirag Delhi, Delhi 110017  
 Email: aayushfoodherbs@gmail.com

Place:.....

Date:.....

Signature of the Shareholder/Beneficial Owner

**BALLOT FORM**

1. **Name of Shareholder(s)/Beneficial Owner including joint-holders, if any** :
2. **Registered Address of the Sole /First Named Shareholder** :
3. **Registered Foli No./ DP ID No./Client ID No** :
4. **No. of Shares held** :

I/we hereby exercise my/our vote in respect of the Resolution/s to be passed through postal ballot for the business stated in the Notice of the Company by sending my/our assent/dissent to the said Resolution by placing Tick (✓) mark at the appropriate box below:

S.No.	Particulars	No. of Equity share(s)	I/We assent to the Resolution/s (For)	I/We dissent to the Resolution/s (Against)
1	Adoption of 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	Reappointment of Mr Sunil Mittal (00124175) as Director, who retires by rotation and being eligible offers himself for re-appointment.			
3	Ratification of the appointment of Statutory Auditors of the Company			
4	Appointment of Mr. Atul Kumar Chaturvedi (DIN 01759365) as Independent Director			
5	Appointment of Mr. Ajay Mathur (DIN 01609016) as Independent Director			
6	Approval of Borrowing Limits of the Company (Section 180(1)(c))			
7	Approval for Creation of security on the properties of the Company (Section 180(1)(a))			