

AAYUSH FOOD AND HERBS LIMITED

Regd. off: 301, Akash Tower, 2, LSC Savita Vihar, New Delhi- 110092,

E-mail: ayushfoodherbs@gmail.com CIN: L01122DL1984PLC018307, Ph: 011-41390000

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 30th Annual General Meeting of the members of **M/s Aayush Food and Herbs Limited**, will be held on **Saturday, the 20th day of September, 2014** at registered office of the Company at **301, Akash Tower, 2, LSC Savita Vihar, New Delhi- 110092 at 12:00 A.M.** to transact the following businesses:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2014 and Profit & Loss Account for the period ended on that date together with report of the Directors and Auditors thereon.
2. To appoint Auditors of the Company and to fix their remuneration and for that purpose to pass with or without modification(s), the following resolution as an ordinary resolution:

"RESOLVED THAT pursuant to the provisions of Section 139, 141 & 142 of the Companies Act, 2014, and Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), **M/s Sudhir Agarwal & Associates, Chartered Accountants**, be and are hereby appointed as the Statutory Auditors of the Company, in place of **M/s Rajesh Laxmi and Associates, Chartered Accountants**, to hold office from the conclusion of this Annual General Meeting until the conclusion of the sixth Annual General Meeting, considering this Annual General Meeting as 1st Annual General Meeting of the Company, subject to the ratification by the Members at every AGM held after this AGM and on such remuneration as may be decided by the Board of Directors with mutual consent of the appointee Auditors".

3. To appoint Director in place of **Mr. Mahendra Pratap Singh**, who retires by rotation and being eligible, has offered himself for re-appointment.
4. To appoint Director in place of **Mr. Devi Prasad**, who retires by rotation and being eligible, has offered himself for re-appointment

SPECIAL BUSINESS

5. **To Increase Authorized Share Capital**

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 61(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, provisions of the Memorandum and Articles of Association of the Company and the Listing Agreement entered into by the Company with the

For Aayush Food and Herbs Limited

Director



Stock Exchange(s), the Authorized Capital of the Company be increased from Rs. 2,00,00,000/- (Rupees Two Crores only) divided into 20,00,000 (Twenty Lac) Equity Shares of Rs. 10/- each to Rs. 3,50,00,000/- (Rupees Three Crores Fifty Lacs only), divided into 35,00,000 (Thirty Five Lacs) Equity Shares of Rs. 10/- each, ranking pari passu with the existing Equity Shares of the Company in all respects."

6. Alteration In Memorandum of Association

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 13 and other applicable provisions of the Companies Act, 2013, the existing Clause V of the Memorandum of Association of the Company be replaced by the following clause:

V. The Authorized Share Capital of the Company is Rs. 3,50,00,000/- (Rupees Three Crores Fifty Lacs Only) divided into 35,00,000 (Thirty Five Lacs) Equity Shares of Rs. 10/- (Rupees Ten Only) each."

7. Alteration In Articles of Association

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

"RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions of the Companies Act, 2013, the existing Clause 4 of Articles of Association of the Company be replaced by the following clause:

The authorized share capital of the Company is such as stated in Clause V of the Memorandum of Association of the Company or altered thereat, from time to time. The Company has the power to sub-divide, consolidate, increase or reduce its share capital from time to time. Any of the said shares and new shares hereafter to be created, from time to time, be divided into shares of several classes in such manner as may be provided hereinafter."

8. Preferential Allotment of Equity Shares

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

"RESOLVED THAT pursuant to Section 42, 62(1) (c) and all other applicable provisions of the Companies Act, 2013, including any statutory modification or re-enactment thereof, for the time being in force (the "Act"), and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended from time to time (hereinafter referred as "SEBI ICDR Regulations"), the Securities and Exchange Board of India (Substantial Acquisition of shares and Takeover) Regulations, 2011, including any amendment, modification, variation or re-enactment thereof, and the provisions

For Aayush Food and Herbs Limited

Director



of any rules/regulations/guidelines issued/framed by the Central Government, Reserve Bank of India, Foreign Investment Promotion Board, Securities and Exchange Board of India, the stock exchange where the shares of the company are listed and any other appropriate authorities (hereinafter collectively referred to as the "Appropriate Authorities"), enabling provisions of the Memorandum and Articles of Association of the Company and the Listing Agreement entered into by the Company with the Stock Exchange(s) and subject to the Company obtaining all approvals from the Appropriate Authorities; and subject to such conditions and modifications, as may be prescribed by any one of them while granting any such approval, consent, permission, and / or sanction (hereinafter referred to as the "requisite approvals"), which may be agreed to by the Board of Directors of the Company (hereinafter referred to as "**the Board**" which expression shall include any Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the power conferred by this Resolution), the approval of the members of the Company be and is hereby accorded to the Board to offer, issue, and allot up to 30,00,000 (Thirty Lac) Equity Shares of Rs. 10/- (Rupees Ten) each on preferential basis at a premium of Rs. 2.5 (Two Rupees Fifty Paise) per share, to the allottees as per list annexed with the notice as '**Annexure-I**', at such time or times and on such terms and conditions and in such manner as may be decided by the Board in this connection.

RESOLVED FURTHER THAT the Equity Shares shall rank *pari passu* in all respects with the existing Equity Shares of the Company.

RESOLVED FURTHER THAT the said Equity Shares shall be listed on the stock exchange on which the existing equity shares of the Company are listed.

RESOLVED FURTHER THAT the Board/any Committee thereof, be and is hereby authorized to determine, vary, modify or alter any of the terms and conditions of the issue and allotment of the Equity Shares including reduction of the size of the issue, as it may deem expedient.

RESOLVED FURTHER THAT the **Relevant Date** for the preferential issue, in relation to the aforesaid Equity Shares, for the purpose of determining the issue price under the ICDR Regulations is **20th of August, 2014** i.e. 30 days prior to the date of this Annual General Meeting.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby authorized on behalf of the Company to take all such actions and do all such deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient including in relation to the issue or allotment of aforesaid securities and listing thereof with the Stock Exchange as appropriate and to resolve and settle all questions and difficulties that may arise in the proposed issue, offer and allotment of the said securities, utilization of the issue proceeds, to sign all documents and undertakings as may be required and generally to do all such acts, deeds, matters and things in connection therewith and incidental thereto as the Board in its absolute discretion deem fit, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

For Aayush Food and Herbs Limited

Director



RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred by this resolution to any Director or Directors or to any Committee of Directors or to any Officer or Officers of the Company to give effect to the aforesaid resolution."

9. Appointment of Mr. Sunil Mittal as 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 provisions of Section 149, Section 152, Section 160 and other applicable provisions of the Companies Act, 2013, if any, Mr. Sunil Mittal who was appointed as an Additional Director of the Company by the Board of Directors w.e.f. 25th July, 2014, whose term of office expires at the ensuing Annual General Meeting and in respect of whom the Company has received a notice in writing proposing his candidature for the office of Director of the Company, be and is hereby appointed as Director liable to retire by rotation on the Board of the Company."

10. Appointment of Mr. Ashish Mittal as 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 provisions of Section 149, Section 152, Section 160 and other applicable provisions of the Companies Act, 2013, if any, **Mr. Ashish Mittal** who was appointed as an Additional Director of the Company by the Board of Directors w.e.f. 25th July, 2014, and whose term of office expires at the ensuing Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director of the Company, be and is hereby appointed as Director, being liable to retire by rotation, on Board of the Company."

11. Appointment of Mr. Ashish Mittal as Managing 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 provisions of Section 196, 197, 203 of the Companies Act, 2013, and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013, **Mr. Ashish Mittal**, being eligible to be appointed as such, be and is hereby appointed as Managing Director of the Company with effect from 20th September, 2014 for a period of 5 years, upon such terms and conditions (without remuneration) as set out in the statement annexed to this Notice with the liberty to the Board to alter and vary the terms as it may deem fit and as may be acceptable to Mr. Ashish Mittal."

RESOLVED FURTHER THAT the Board is authorized to do all deeds, acts and things as are necessary to execute this appointment with various authorities including Registrar of Companies, NCT of Delhi & Haryana."

For Aarush Food and Herbs Limited

Director



12. Appointment of Ms. Neena Mittal as 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 provisions of Section 149, Section 152, Section 160 and other applicable provisions of the Companies Act, 2013, if any, **Ms. Neena Mittal**, who was appointed as an Additional Director of the Company by the Board of Directors w.e.f. 10th August, 2014, and whose term of office expires at the ensuing Annual General Meeting be and is hereby appointed as Director liable to retire by rotation on the Board of the Company."

13. Approval of Borrowing Limits of the Company

To consider and if thought fit to pass, with or without modification(s), the following as **Special Resolution**:

"RESOLVED THAT in supersession of all the resolutions passed by the Company with respect to the borrowing powers of the Board of Director, consent of the Company for fresh approval for borrowing limits, be and is hereby accorded pursuant to Section 180(1)(c) and other applicable provisions, if any, of the Companies Act 2013 or any statutory modification or re-enactment thereof, to the Board of Directors of the Company including a Committee thereof (hereinafter referred to as "the Board") for borrowing moneys (apart from temporary loans from time to time obtained from the Company's Bankers in the ordinary course of business) in excess of the aggregate of paid up share capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, as the Board may, from time to time, deem necessary and/or expedient for the purpose of the Company, provided that the sum or sums so borrowed and remaining outstanding at any one time on account of principal shall not exceed in the aggregate Rs. 2 Crores (Rupees Two Crores only)."

14. Approval For Creation of Charge/ Mortgage on the Assets of the Company

To consider and if thought fit to pass, with or without modification(s), the following as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of section 180(1)(a) and all other applicable provisions if any of the Companies Act, 2013 or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof) and in terms of Articles of Association of the Company, the consent of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter called as "the Board") for mortgaging / charging all or any of the immovable and/or movable properties of the Company both present and future and the whole or substantially the whole of the undertaking or the undertakings of the Company on such terms and conditions, as may be agreed to between the Board and Lender(s) to secure the loans / borrowings obtained or as may be obtained, which may exceed the paid-up capital and free reserves in the ordinary course of business but not exceeding **Rs. 2,00,00,000/- (Rupees Two Crores only)** at any point of time.

For Aayush Food and Herbs Limited

Director



RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board or any of its duly constituted committee be and is hereby authorized to do all such acts, deeds and things as it may in its absolute discretion may deem fit, necessary, proper or desirable and to settle any question, difficulty, doubt that may arise in respect of the charge/mortgage 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."

Place: New Delhi
Date: 14th August, 2014



By Order of the Board

A handwritten signature in blue ink, appearing to read "Sunil Mittal".

Sunil Mittal
Chairman

DIN: 00124175

D-250, Anupam

Garden, Sainik Farms,
New Delhi- 110062

NOTES

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND TO VOTE ON A POLL INSTEAD OF HIMSELF/ HERSELF. THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A BLANK PROXY FORM IS ENCLOSED. THE PROXY FORM DULY STAMPED AND EXECUTED SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY AT LEAST 48 HOURS BEFORE THE TIME FIXED FOR THE COMMENCEMENT OF THE MEETING.**
2. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 is annexed.
3. A certificate from the Statutory Auditors of the Company to the effect that the preferential issue is being made in accordance with the requirements contained in the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 shall be placed before the Annual General Meeting.
4. The Register of Members and Share Transfer Books of the Company will remain closed from **19th September, 2014 to 20th September, 2014** (both days inclusive).
5. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically. The physical copy of the notice along with instructions for Attendance Slip and Proxy Form is being sent to such members vide courier.
6. Members are requested to notify change in address, if any, to the Share Transfer Agent and to the Company quoting their Folio Numbers, number of share held etc.
7. 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.
8. 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.
9. 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.
10. Corporate Members intending to send their authorized representative to attend the meeting are requested to send a certified copy of the Board Resolution/Power of Attorney authorizing their representative to attend and vote on their behalf at the meeting.

For Aayush Food and Herbs Limited

Director



EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO.5

To Increase Authorized Share Capital

Since the Company is proposing an issue of Equity Shares of Rs. 3,00,00,000/- (Rupees Three Crores only) divided into 30,00,000 (Thirty Lacs) Equity Shares of Rs. 10/- at a premium of Rs. 2.5 per share, on preferential basis, the Authorized Share Capital of the Company needs to be increased and consequently, Capital Clause of the Memorandum of Association of the Company needs to be altered accordingly. As per Section 61 of the Companies Act, 2013, enhancement in Authorized Share Capital requires shareholder's approval by way of an Ordinary Resolution.

Thus, your Directors recommend the aforesaid resolution for your consideration and approval.

None of the Directors are concerned or interested in any way, in the proposed resolution.

ITEM NO. 6 & 7

Alteration in Memorandum of Association & Articles of Association

The Authorized Share Capital of the Company is proposed to be increased and consequently, the Capital Clause of the Memorandum of Association of the Company and Clause 4 of Articles of Association needs to be amended accordingly.

As per Section 13 & 14 of the Companies Act, 2013, amendment in Memorandum of Association and Article of Association of the Company requires approval of the Shareholders by way of Ordinary Resolution and Special Resolution respectively.

Thus, your Directors recommend the said resolution for your consideration and approval.

None of the Directors are concerned or interested in any way, in the proposed resolution.

ITEM NO. 8

Preferential Allotment of Equity Shares

The Company needs to mobilize funds for funding current and future expansion plans, potential acquisitions, working capital requirements and general corporate purposes.

Therefore, in order to meet the above mentioned requirements and also to meet the working capital requirements, it is proposed to raise funds through preferential allotment of Equity Shares from the investors whose names are mentioned in the list of proposed allottees attached herewith vide **Annexure-I**.

For Aayush Food and Herbs Limited

Director



The issue of Equity shares on preferential basis requires approval of members of the Company by way of Special resolution.

Thus, your Directors recommend the said resolution for your consideration and approval as a Special Resolution.

None of the Directors except **Mr. Ashish Mittal** to the extent of proposed offer of shares in the present preferential allotment to him is concerned or interested in any way, in the proposed resolution.

Disclosures/Information as required under Regulation 73 of the SEBI ICDR Regulations for Preferential Allotment is given below:

(a) Object of the Issue:

The proceeds for preferential allotment shall be used to fund the Company's growth, capital requirements, capital expenditure and maintenance of adequate liquidity for the future requirements in line with the growth strategy of the Company and therefore, will strengthen the long term financial position of the Company.

(b) The proposal of the promoters, directors or key management personnel of the issuer to subscribe to the offer:

None of the Directors/ Promoters/ Key Management Personnel of the Company except **Mr. Ashish Mittal** intends to subscribe to the preferential offer.

(c) The shareholding pattern of the issuer before and after the preferential issue;

The shareholding pattern before and after preferential issue is annexed with this notice as **Annexure II**.

(d) Proposed time within which allotment will be completed:

The Company will complete the allotment of Equity Shares within a period of 15 days from the date of passing of the special resolution by the shareholders or where the allotment on preferential basis requires any approval by any regulatory authority or Central Government, the allotment of Equity Shares will be completed within 15 days from the date of such approval.

(e) Identity of the proposed allottees of the issue and the percentage of post preferential issue capital that may be held by them:

The details as specified hereinabove are annexed with this notice as **Annexure II**.

For Aayush Food and Herbs Limited

Director



(f) Change in Control/ Management:

The preferential allotment will not result in a change in control or management of the Company pursuant to the aforesaid preferential issue.

(g) Lock-in- Period:

The proposed allottees do not belong to promoter and promoter group. Therefore, the Equity Shares to be allotted to the proposed allottees shall be subject to lock-in for a period of one year from the date of Trading Approval, as prescribed under Regulation 78(2) SEBI ICDR Regulations.

(h) Pricing of Equity Shares:

Each equity share of the **face value of Rs. 10/- (Rupees Ten) each** shall be issued at a price of **Rs. 12.5/- (Rupees Twelve and Fifty Paise only)** including premium of **Rs. 2.5 per Share. Regulation 76 of SEBI (ICDR) Regulations** in respect of issue of shares on preferential basis could not be followed because the shares of the Company are listed only on Delhi Stock Exchange (DSE) where no trading is being carried on presently.

Therefore, the minimum price of the share has been calculated on the basis of fair value method consisting of average of the Book Value Method, Earning per Share Method and Return on Net worth Method. The pricing certificate from **M/s Rajesh Laxmi and Associates, Chartered Accountants** practicing Chartered Accountant is attached with the Notice as **Annexure III**.

(i) Auditor's Certificate:

A Certificate from **M/s Rajesh Laxmi and Associates, Chartered Accountants, New Delhi**, certifying that the preferential issue is being made in accordance with the requirements contained in **SEBI (ICDR) Regulations** shall be available for inspection at the registered office of the Company on all the working days except the Saturdays, Sundays and public holidays between 11:00 A.M. to 01:00 P.M. prior to the date of Annual General Meeting and will also be available for inspection at the Meeting.

Preferential allotment of shares under Section 62 (1) of the Companies Act, 2013, requires approval of Shareholders of the Company by way of Special Resolution.

Thus, your Directors recommend the said resolution for your consideration and approval as a Special Resolution.

None of the Directors except Mr. Ashish Mittal are in any way concerned or interested in proposed resolution.

ITEM NO. 9

Appointment of Mr. Sunil Mittal as Director

Mr. Sunil Mittal was appointed as an Additional Director on 25th July, 2014 on Board of the Company to hold office up to the date of this Annual General Meeting. Company has now received a notice in writing proposing his candidature for the office of Director under section 160 of the Companies Act, 2013. Therefore, your Directors recommend you to consider the regularization of Mr. Sunil Mittal as Director of the Company.

Information about the candidate

He is a graduate having vast experience of more than 35 years in the field of Agricultural based Industry. He is holding Directorship in more than 4 Companies. His precious experience will favorably contribute to the organization and will take the firm to great heights.

Mr. Sunil Mittal is not disqualified from being appointed as Director in terms of Section 164 of the Act, and has given his consent to act as Director.

Therefore, the Directors of your company recommend the aforesaid resolution for your consideration and approval.

None of the Directors except Mr. Sunil Mittal, are concerned or interested in proposed resolution.

ITEM NO. 10

Appointment of Mr. Ashish Mittal as Director

Mr. Ashish Mittal was appointed as an Additional Director on 25th July, 2014 on Board of the Company to hold office up to the date of this Annual General Meeting. Company has now received a notice in writing from him proposing his candidature for the office of Director under section 160 of the Companies Act, 2013. Therefore, your Directors recommend to consider his appointment as Director of the Company.

Information about the candidate

He is a graduate having an experience of more than 4 years in the field of marketing. Currently, he is holding Directorship in more than 8 Companies. His precious experience will favorably contribute to the organization and will bring business to the firm.

Mr. Ashish Mittal is not disqualified from being appointed as Director in terms of Section 164 of the Act, and has given his consent to act as Director.

Therefore, the Directors of your company recommend the aforesaid resolution for your consideration and approval.

For Aayush Food and Herbs Limited

Director



None of the Directors except Mr. Ashish Mittal, are concerned or interested in proposed resolution.

ITEM NO. 11

Appointment of Mr. Ashish Mittal as Managing Director

The Company has appointed **Mr. Ashish Mittal** as Managing Director for a period of 5 (Five) Years commencing from 20th September, 2014 without any remuneration.

No Salary, Perquisites or Allowances, Remuneration based on net profit or reimbursement of expenses shall be paid to him.

Terms and Conditions:

(i) The Managing Director will perform his duties as such with regard to all work of the Company and he will manage & attend to such business and carry out the orders and direction given by the Board from time to time in all respects and conform to and comply with all such directions and regulations as may be given.

(ii) The Managing Director shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in section 166 of the Act with regard to duties of directors.

(iii) The Managing Director shall adhere to the Company's Code of Business Conduct & ethics for Directors and Management Personnel.

(iv) He satisfies all the conditions set out under Section 196 and Schedule V of the Act.

(v) He shall hold office for a period of five years, being liable to retire by rotation. However, the Board as well as the proposed Managing Director would be free to terminate the office before the said period upon giving reasonable explanations to the effect. The Board shall be obligated to conduct a thorough enquiry and give the proposed MD a reasonable opportunity of being heard prior to termination of his office.

The above briefs may be treated as a written memorandum setting out the terms of appointment of Mr. Ashish Mittal as Managing Director of the Company.

The Board recommends the said resolution for Member's approval by way of an ordinary Resolution.

None of the Directors of the Company except Mr. Ashish Mittal is, in any way, concerned or interested in the resolution.

ITEM NO. 12

Appointment of Ms. Neena Mittal as Director

Ms. Neena Mittal was appointed as an Additional Director on 10th August, 2014 on Board of the Company to hold office up to the date of this Annual General Meeting. Company has now received a

[Handwritten Signature]

Director



notice in writing proposing her candidature for the office of Director under section 160 of the Companies Act, 2013. Therefore, your Directors recommend to consider her appointment as Director of the Company.

Information about the candidate

She is a lady who has vast experience of more than 30 years of dealings in Secretarial matters. Basically, she is a graduate, who is holding Directorship in more than 4 Companies. She also possesses good managerial skills which would prove favorable for the Company in long term.

Ms. Neena Mittal is not disqualified from being appointed as Director in terms of Section 164 of the Act, and has given his consent to act as Director.

Therefore, the Directors of your company recommend the aforesaid resolution for your consideration and approval.

None of the Directors are concerned or interested in proposed resolution.

ITEM No. 13

Approval of Borrowing Limits of the Company

In order to meet the working capital requirements and in suppression 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. 2 Crores.

Section 180(1)(c) of the Companies Act, 2013, effective from 12th September, 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. 2 Crores (Rupees Two 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 of the Company, and/or their relatives is concerned or interested in the proposed resolution.

ITEM NO. 9

Approval for Creation of Charge/ Mortgage on the Assets of the Company

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

For Aayush Food and Herbs Limited



Director



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 recommends the above resolution for your approval as a Special Resolution.

None of the Directors or any Key Managerial Personnel or any relative of any of the Director(s) of the Company or the relatives of any Key Managerial Personnel is, in anyway, concerned or interested in the above resolution.

Place: New Delhi
Date: 14th August, 2014

By Order of the Board
For Aayush food and Herbs Limited



Sunil Mittal
Chairman

DIN: 00124175
D-250, Anupam Garden, Sainik
Farms, New Delhi- 110062

Annexure-I

DETAILS OF PROPOSED ALLOTTEES TO THE ISSUE

S. No.	Name of the Proposed Allottee	Category	No. of Equity Shares proposed to be allotted	% of Pre issue capital	% of Post issue Equity Capital
1.	PNR Financial Services Private Limited	Public	5,00,000	NIL	15.40
2.	Ashish Mittal	Director	5,00,000	NIL	15.40
3.	Rajnesh Goenka	Public	5,00,000	NIL	15.40
4.	Vertex Drugs Private Limited	Public	5,00,000	NIL	15.40
5.	Surya Medi-Tech Limited	Public	5,00,000	NIL	15.40
6.	Shridhar Financial Services Limited	Public	5,00,000	NIL	15.40
Total			30,00,000	NIL	92.40%

For AAYUSH FOOD AND HERBS LIMITED

Sunil Mittal
Chairman
DIN: 00124175

D-250, Anupam Garden,
Sainik Farms,
New Delhi- 110062



SHAREHOLDING PATTERN OF THE COMPANY BEFORE AND AFTER PROPOSED ISSUE OF EQUITY SHARES					
S. No.	Class of Shareholders	Before the Proposed Issue		After the Proposed Issue	
		No. of Shares	%	No. of Shares	%
1	Promoters' Holding	162650	66.39	162650	5.01
2	Independent Directors	NIL	NIL	NIL	NIL
3	NRIs/ OCBs/ FIIs	NIL	NIL	NIL	NIL
4	Mutual Funds & Banks	NIL	NIL	NIL	NIL
5	Bodies Corporate	NIL	NIL	2000000	61.63
6	Indian Financial Institutions	NIL	NIL	NIL	NIL
7	Indian Public (Individuals and HUF)	82350	33.61	1082350	33.36
8	Employees	NIL	NIL	NIL	NIL
	TOTAL	245000	100	3245000	100

For AAYUSH FOOD AND HERBS LIMITED

Sunil Mittal
Chairman

DIN: 00124175

D-250, Anupam Garden,
Sainik Farms,
New Delhi- 110062



ATTENDANCE SLIP

Folio/DP-ID/CLIENT-ID/	
Name and Address of the Shareholder	
Whether the member is attending the meeting in person or by proxy or by authorized representative.	
Name of the proxy (to be filed in if proxy attends instead of the member).	

I/we hereby record my/our presence at the Annual General Meeting of the Company held on Monday, the 20th day of September, 2014 at the registered office of the Company at 12:00 Noon, at the registered office of the company at 301, Akash Tower, 2, LSC Savita Vihar, New Delhi- 110092

Signature of the Member/Proxy
(To be signed at the time of handing over the slip)

For Aayush Food and Herbs Limited



Director



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: 301, Akash Tower, 2, LSC Savita Vihar, New Delhi- 110092

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/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 30th Annual General Meeting of the Company, to be held on the 20th day of September, 2014 at 12:00 Noon. at 301, Akash Tower, 2, LSC Savita Vihar, New Delhi- 110092 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.

- 1.....
- 2.....
- 3.....
- 4.....
- 5.....
- 6.....
- 7.....
- 8.....



For Aayush Food and Herbs Limited

[Handwritten signature]

Director

Affix Re 1/-

Revenue
Stamp

Signed this Day of 2014

Signature of Shareholder

Signature of Proxy holder(s)

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.

For Aayush Food and Herbs Limited

Director



AAYUSH FOOD AND HERBS LIMITED

Regd. off: 301, Akash Tower, 2, LSC Savita Vihar, New Delhi- 110092

E-mail: ayushfoodherbs@gmail.com CIN: L01122DL1984PLC018307, Ph: 011-41390000

DIRECTORS' REPORT

**To,
The Members,
Aayush Food and Herbs Limited**

The Board of Directors take pleasure in presenting the 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, 2014.

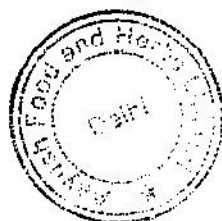
BUSINESS REVIEW

The Financial year 2013-14 concluded with a Net Profit of Rs 25,871.00/- for the company as compared to Rs. 9,614.00/- earned by the company in the previous Financial Year 2012-13, the current financial yielded into profits, which could be duly attributable to the collective efforts of the management and the employees of the organization. The Company was aggressive in its quest for new contracts, executed on its full services strategy and maintained pricing disciplines. The Company focuses on its business to broaden its customer base and to set a benchmark in the competitive market.

FINANCIAL REVIEW

The working results of the Company for the year are as follows:

Particulars	Rs. In Lacs	
	2013-14	2012-13
Sales and other Income	4.52	20.51
Operating Profit (PBIDT)	0.15	0.21
Interest Cost	NIL	NIL
Depreciation	0.95	0.59
Profit before Tax	0.15	0.21
Tax Expenses:		
Current	0.02	0.04
Deferred	(0.13)	0.08
Profit after Tax	0.25	0.09



TRANSFER TO RESERVES IN TERMS OF SECTION 217 (1)(B) OF THE COMPANIES ACT, 1956

The Company has not transferred any sum to Reserve for the financial year ended on 31st March, 2014.

DIVIDEND

The Company is having Distributable Profits in terms of provisions of Section 123 of Companies Act, 2013 for the Financial Year 2013-14. The management believes that the profits earned during the year must be retained and redeployed for the operations of the Company. As the Company needs additional funds to enhance its business operations, upgrade the efficiency and to meet out the deficiencies in working capital, the Directors do not recommend any dividend on Equity Shares for the financial year 2013-14.

DISCLOSURES UNDER SECTION 217(1)(d) OF THE COMPANIES ACT, 1956

Except as disclosed elsewhere in this report, the following material changes have occurred between the end of the financial year of the Company and date of this report which can affect the financial position of the Company:

Preferential Allotment of Equity Shares:

The Company needs to mobilize funds for funding current and future expansion plans, working capital requirements and other general corporate purposes. Therefore, in order to meet the working capital requirements, the company is planning to increase the Authorized Capital and proposing an issue of Equity Shares on preferential basis.

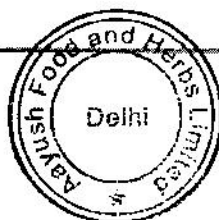
No other material changes and commitments affecting the financial position of the Company have occurred between end of the financial year of the Company i.e 31st March, 2013 and the date of this Report.

PUBLIC DEPOSITS

During the Financial Year 2013-14, the Company has not accepted any deposits falling within the meaning of Section 58A of the Companies Act, 1956, read with the Companies (Acceptance of Deposits) Rules.

STATUTORY AUDITORS

The Board recommends appointment of **M/s Sudhir Agarwal & Associates, Chartered Accountants**, as Statutory Auditors of the Company in place of **M/s Rajesh Laxmi & Associates, Chartered Accountants**, who shall retire at the ensuing Annual General Meeting, to hold office for a term of **5 years**. A certificate to the effect that their appointment, if made, would be within the limits prescribed under Section 139 of the



Companies Act, 2013 and Rule-4 of the Companies (Audit and Auditors) Rules, 2014 has also been furnished by them.

The Board recommends their appointment as Statutory Auditors of the Company from the Financial Year 2014-15 to 2018-19 subject to ratification by members of the Company by passing ordinary resolution at every Annual General Meeting.

AUDITORS' OBSERVATION

The Auditors Report has been annexed with this report. Auditors' observations are self explanatory, which do not call for any further clarifications.

DIRECTORS

Mr. Mahendra Pratap Singh has been appointed as Director of the Company w.e.f. 25th March, 2014. Being eligible, he has offered himself for re-appointment. The Board recommends his re-appointment as director liable to retire by rotation before the shareholders.

Further, **Mr. Sunil Mittal, Mr. Ashish Mittal & Ms. Neena Mittal** were appointed as an Additional Directors of the Company w.e.f. 25th July, 2014 & 10th August, 2014, to hold office up to the date of this Annual General Meeting of the company.

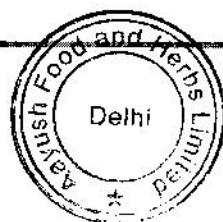
Also, during the year **Mr. Suresh Chandra Joshi** has resigned from the post of Director w.e.f 31st August, 2013 and **Mr. Sanjeev Kumar & Mr. Sanjay Kumar Sharma** has resigned from the post of Director w.e.f. 2nd August, 2014.

Company has received a notice pursuant to section 160 of the Companies Act, 2013, in writing, proposing the candidature of Mr. Sunil Mittal, Mr. Ashish Mittal & Ms. Neena Mittal for the office of Director. The Board therefore, recommends their appointment as Directors in the ensuing Annual General Meeting of the Company.

None of the Directors of the Company are disqualified under the provision of Section 164 of the Companies Act, 2013 as applicable on the date of this Directors' Report.

Following table shows the current composition of the Board.

S. No.	Name	DIN	Designation	Date of Appointment
1.	Mr. Sunil Mittal	00124175	Additional Director	25/07/2014
2.	Mr. Devi Parsad	01963667	Director	10/02/2013



3.	Mr. Ashish Mittal	02158722	Additional Director	25/07/2014
4.	Mr. Mahendra Pratap Singh	05318653	Director	25/03/2014
5.	Ms. Neena Mittal	01645878	Additional Director	10/08/2014

LISTING COMPLIANCES

Your Directors are pleased to inform you that during the year under review all compliances related to listing agreement with the Delhi Stock Exchange have been complied with.

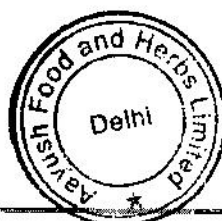
COMPLIANCE CERTIFICATE UNDER SECTION 383A

As per the requirements of Section 383A of the Companies Act, 1956, the Compliance Certificate regarding compliance of various requirements of the Companies Act, 1956 and the rules made there under has been obtained from **M/s Naresh Gupta & Associates, Company Secretaries**, for the financial year ended on 31st March, 2014.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 217(2AA) of the Companies Act, 1956 as amended by the Companies (Amendment) Act, 2000, the Directors confirm that:

- (i) In the preparation of the Annual Accounts for the year ended 31st March, 2014, the applicable accounting standards have been followed and there were no material departures.
- (ii) We have selected the appropriate Accounting Policies described in the notes 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 at the end of the financial year and of the profit of the Company for that period.
- (iii) Proper and sufficient care have been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- (iv) The annual accounts for the year ended 31st March, 2014 have been prepared on the historical cost convention, as a going concern basis.



PARTICULARS OF EMPLOYEES

None of the Employees of the Company was in receipt of remuneration, which was more than the limits as prescribed under Section 217(2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975 and hence no particulars are required to be disclosed in this Report.

INDUSTRIAL RELATIONS

Industrial relation continues to be cordial. Your directors express deep appreciation for the dedicated services rendered by workers, staff officers of the company.

Employees today are looking for development opportunities, future career options, empowerment and work-life balance in an organization. Our people are our most important assets. We believe that our employees deliver the best quality and level of service and we are proud of our team members at all levels within your Company. Organizational values are at the heart of everything Limited employees do, both collectively and as individuals.

Your Directors recognize manpower as being amongst the key drivers of the business of your Company and place on record their sincere appreciation of the teamwork and dedication of all employees working across all its location. The Human Resource initiatives of the company in the year continued to be aligned with overall business strategy and individual career aspirations of staff members.

INFORMATION UNDER SECTION 217(1) (e) OF THE COMPANIES ACT, 1956

The disclosure of particulars with respect to conservation of energy, technology absorption and foreign exchange earnings and outgo pursuant to Section 217(1) (e) of the Companies Act, 1956 read with Companies (Disclosure Of Particulars on The Report of Board Of Directors) Rules, 1988 forming part of the Directors' Report and is as under:

Conservation of Energy

The company does not have any proposal for additional investment with respect to conservation of energy therefore conservation of energy measures have not been furnished considering the nature of activities undertaken by the Company during the year under review.



Technology, Absorption, Adaptation and Innovation

Continuous efforts are being made for product improvement and cost reduction. The research and experiments are carried on as part of the normal business activities as such no separate figures are available.

Foreign Exchange Earning and Outgo

During the year there were no Export and Foreign Exchange earnings. The Foreign exchange and outgo was Nil.

Particulars	Year Ended March 31, 2014	Year Ended March 31, 2013
Earnings in Foreign currency	Nil	Nil
Expenditure in Foreign Currency	Nil	Nil

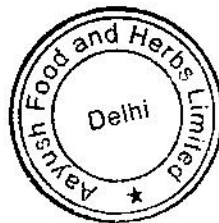
ACKNOWLEDGMENT

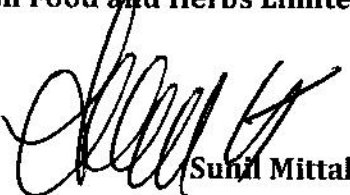
Your Directors also convey their gratitude to the Members of the Company for the confidence shown by them in the Company and thank the employees at all levels, who, through their untiring efforts, dedication, cooperation and commitment have enabled the Company to achieve its strategic corporate objectives.

Your Directors would like to express their grateful appreciation for assistance and Co-operation received from the financial institutions, Government Authorities, Customers, Vendors and Members during the year under review. They, also wish to place on record their deep sense of appreciation for the committed services of executives, staff and workers of Company.

**For and on behalf of the Board of Directors
For Aayush Food and Herbs Limited**

**Place: New Delhi
Date: 14th August, 2014**




**Sunil Mittal
Chairman**

Independent Auditor's Report

To the Members of
Aayush Food And Herbs Limited

Report on the Financial Statements

We have audited the accompanying financial statements of Aayush Food And Herbs Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2014 and 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 Statements

Management is responsible for 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 Standards notified under the Companies Act, 1956 ("the Act") read with the General Circular 15/2013 dated 13th September 2013 of the Ministry of Corporate Affairs in respect of section 133 of the Companies Act, 2013. This responsibility includes the design, implementation and maintenance of internal control 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 conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. 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 control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, 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.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the 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, 2014;
- b) in the case of the Profit and Loss Account, of the profit/ loss for the year ended on that date; and
- c) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

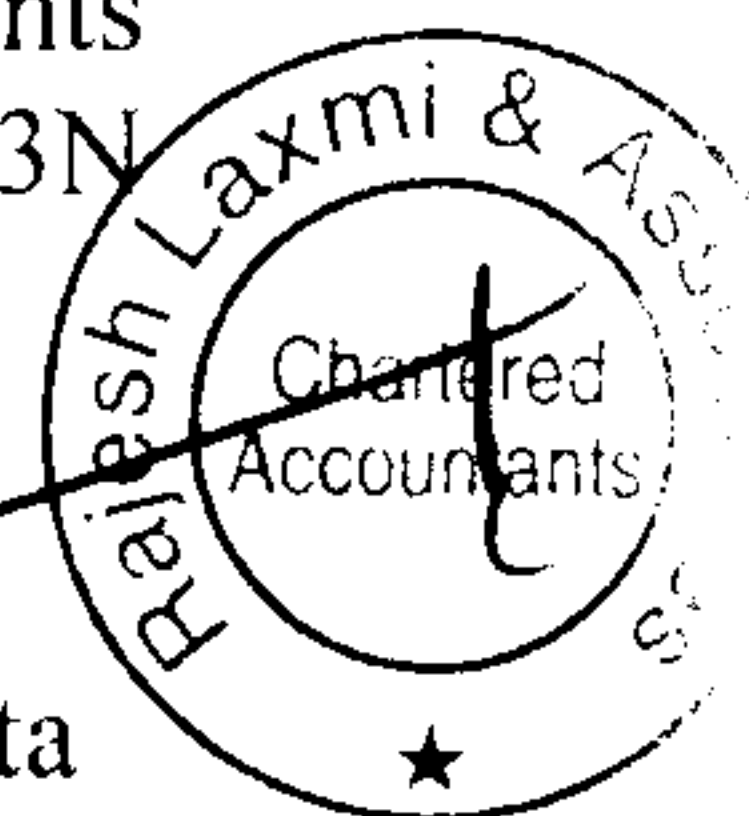
Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2003 ("the Order") issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
2. As required by section 227(3) of the Act, we report that:
 - a) We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose 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, 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 Balance Sheet, the Statement of Profit and Loss, and Cash Flow Statement comply with the Accounting Standards notified under the Companies Act, 1956 read with the General Circular 15/2013 dated 13th September 2013 of the Ministry of Corporate Affairs in respect of section 133 of the Companies Act, 2013.
 - e) On the basis of written representations received from the directors as on March 31, 2014, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2014, from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.
 - f) Since the Central Government has not issued any notification as to the rate at which the cess is to be paid under section 441A of the Companies Act, 1956 nor has it issued any Rules under the said section, prescribing the manner in which such cess is to be paid, no cess is due and payable by the Company.

Place: Delhi
Date: 29.05.2014

For Rajesh Laxmi & Associates
Chartered Accountants
FRN: 012203N


Rajesh Gupta
(Partner)
Membership No.- 090427



The Annexure referred to in paragraph 1 of Our Report on Other Legal and Regulatory Requirements.

We report that:

1. (a) The company has maintained proper records showing full particulars including quantitative details and situation of its fixed assets.

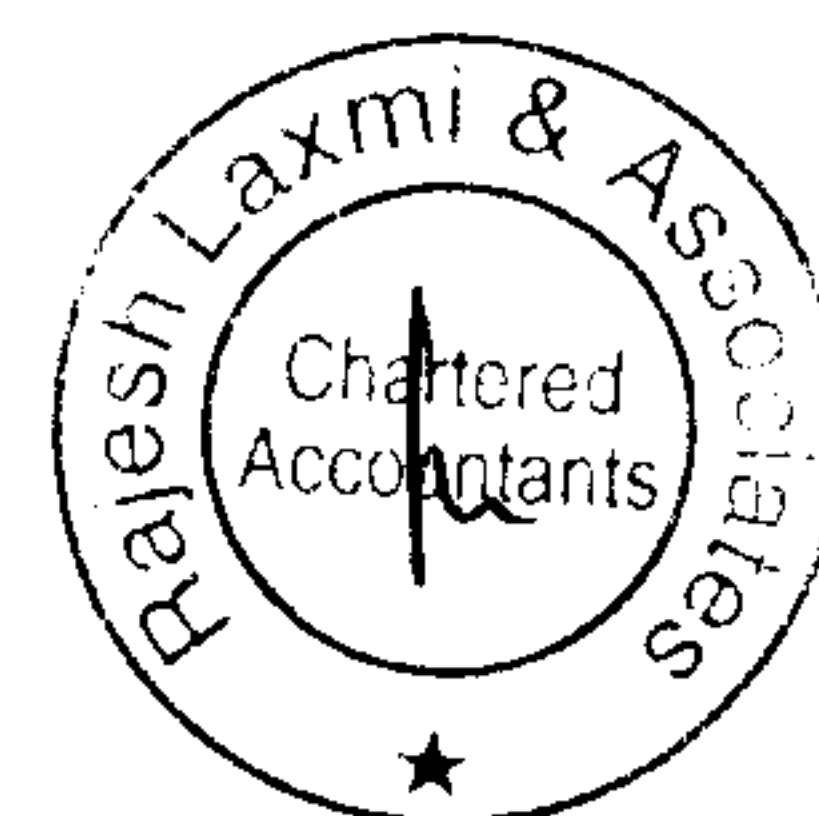
(b) As explained to us, fixed assets have been physically verified by the management at reasonable intervals; no material discrepancies were noticed on such verification.

(c) In our opinion and according to the information and explanations given to us, no fixed asset has been disposed during the year and therefore does not affect the going concern assumption.
2. (a) As explained to us, inventories have been physically verified during the year by the management at reasonable intervals.

(b) In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the company and the nature of its business.

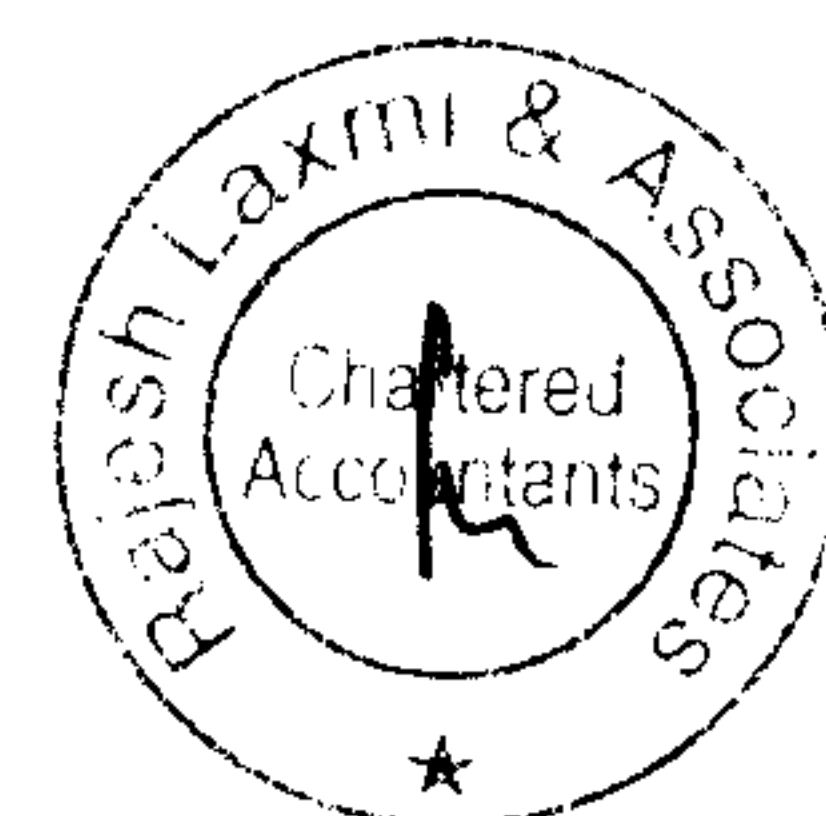
(c) In our opinion and on the basis of our examination of the records, the Company is generally maintaining proper records of its inventories. No material discrepancy was noticed on physical verification of stocks by the management as compared to book records.
3. (a) According to the information and explanations given to us and on the basis of our examination of the books of account, the Company has not granted any loans, secured or unsecured, to companies, firms or other parties listed in the register maintained under Section 301 of the Companies Act, 1956. Consequently, the provisions of clauses iii (b), iii(c) and iii (d) of the order are not applicable to the Company.

(e) According to the information and explanations given to us and on the basis of our examination of the books of account, the Company has not taken loans from companies, firms or other parties listed in the register maintained under Section 301 of the Companies Act, 1956. Thus sub clauses (f) & (g) are not applicable to the company.
4. 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 payment for expenses & for sale of goods. During the course of our audit, no major instance of continuing failure to correct any weaknesses in the internal controls has been noticed.



5. a) As per information & explanations given to us and in our opinion, the transaction entered into by the company with parties covered u/s 301 of the Act aggregating Rs. Five lacs in the year have been made at prices which are reasonable having regard to the prevailing market prices at the relevant time.
6. The Company has not accepted any deposits from the public covered under section 58A and 58AA of the Companies Act, 1956.
7. The company does not require to have internal audit system as the paid-up capital and reserves does not exceeds Rs. 50 lakhs as at the commencement of the financial year concerned or does not have average annual turnover exceeding five crores for a period three consecutive financial years immediately preceding the financial year concerned.
8. As per information & explanation given by the management, maintenance of cost records has not been prescribed by the Central Government under clause (d) of sub-section (1) of section 209 of the Act.
9. (a) According to the records of the company, undisputed statutory dues including Provident Fund, Investor Education and Protection Fund, Employees' State Insurance, Income-tax, Sales-tax, Wealth Tax, Service Tax, Custom Duty, Excise Duty, 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, 2014 for a period of more than six months from the date they became payable.

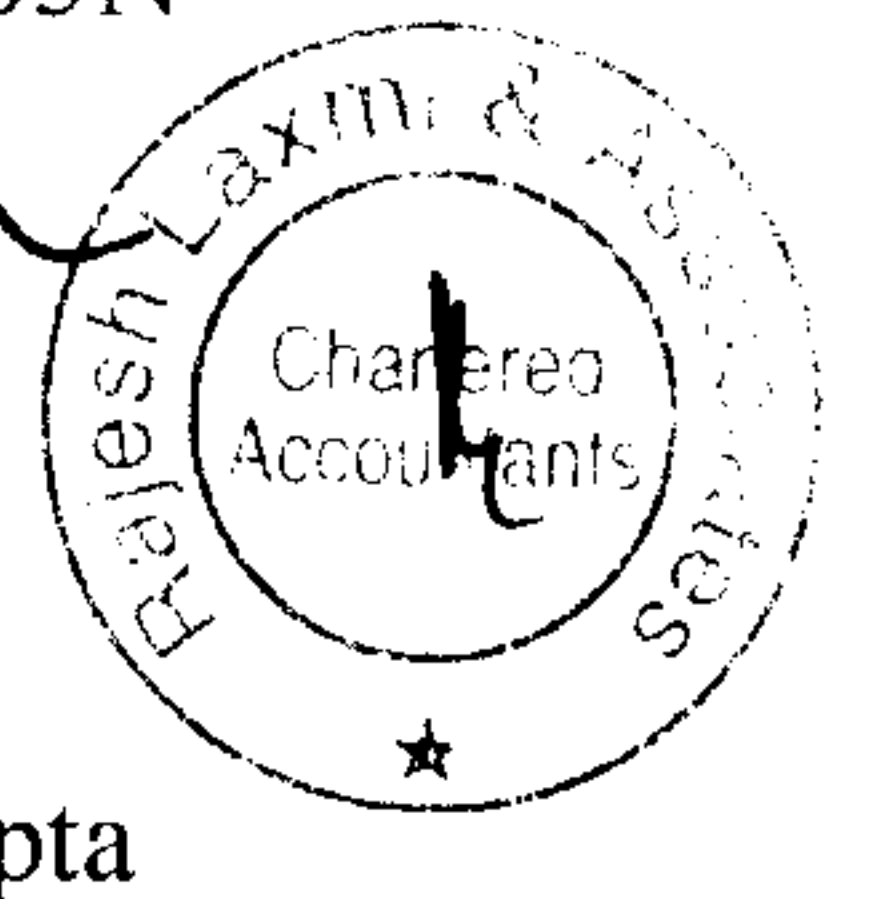
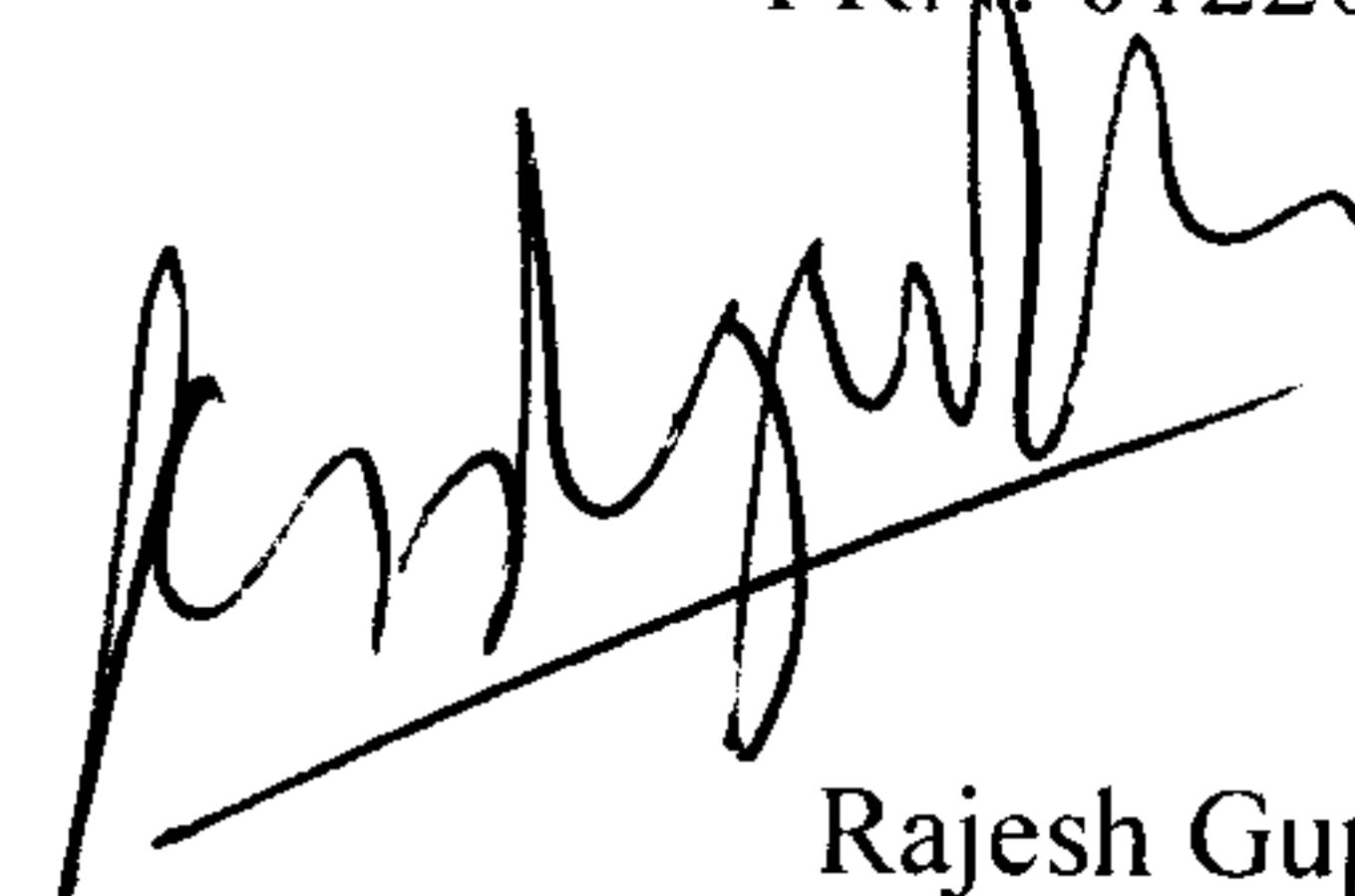
(b) According to the information and explanations given to us, there is no amounts payable in respect of income tax, wealth tax, service tax, sales tax, customs duty and excise duty, whichever applicable, which have not been deposited on account of any disputes.
10. The Company does not have any accumulated loss and has not incurred cash loss during the financial year covered by our audit and in the immediately preceding financial year.
11. In our opinion and according to the information and explanations given by the management, we are of the opinion that, the Company has not defaulted in repayment of dues to a financial institution, bank or debenture holders, as applicable to the company.
12. According to the information and explanations given to us, the Company has not granted loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
13. The Company is not a chit fund or a nidhi /mutual benefit fund/society. Therefore, the provision of this clause of the Companies (Auditor's Report) Order is not applicable to the Company.



14. According to information and explanations given to us, the Company is not dealing or trading in Shares, securities, debentures and other investments. According the provisions of clause 4(xiv) of the Order is not applicable to the company.
15. According to the information and explanations given to us, the Company has not given any guarantees for loan taken by others from a bank or financial institution.
16. Based on our audit procedures and on the information given by the management, the company has not taken any term loan during the year.
17. Based on the information and explanations given to us and on an overall examination of the Balance Sheet of the Company as at 31st March, 2014, we report that no funds raised on short-term basis have been used for long-term investment by the Company.
18. Based on the audit procedures performed and the information and explanations given to us by the management, we report that the Company has not made any preferential allotment of shares during the year to parties and companies covered in the register maintained under section 301 of the Companies Act.
19. The Company has not issued any secured outstanding debentures during the period.
20. The Company has not raised any money by public issue during the year.
21. According to the information and explanations given to us, we report that no fraud on or by the Company has been noticed or reported during the year, nor have we been informed of such case by the management.

Place: Delhi
Date: 29.05.2014

For Rajesh Laxmi & Associates
Chartered Accountants
FRN: 012203N



Rajesh Gupta
(Partner)
Membership No.- 090427

Balance Sheet as at 31st March 2014


₹ in rupees

	Note No.	As at 31st March 2014	As at 31st March 2013
EQUITY AND LIABILITIES			
Shareholder's funds			
Share capital	1	24,50,000.00	24,50,000.00
Reserves and surplus	2	7,27,127.00	7,01,256.00
Money received against share warrants			
		31,77,127.00	31,51,256.00
Share application money pending allotment			
Non-current liabilities			
Long-term borrowings		0.00	0.00
Deferred tax liabilities (Net)	3	0.00	0.00
Other long term liabilities		0.00	0.00
Long-term provisions		0.00	0.00
Current liabilities			
Short-term borrowings		0.00	0.00
Trade payables		0.00	0.00
Other current liabilities	4	25,281.00	25,281.00
Short-term provisions	5	2,980.00	4,163.00
		28,261.00	29,444.00
TOTAL		32,05,388.00	31,80,700.00
ASSETS			
Non-current assets			
Fixed assets	6		
Tangible assets		2,94,809.00	3,37,957.00
Intangible assets		0.00	0.00
Capital work-in-Progress		0.00	0.00
Intangible assets under development		0.00	0.00
Non-current investments	7	19,43,610.00	16,93,610.00
Deferred tax assets (net)	3	59,372.00	46,135.00
Long-term loans and advances	8	8,51,699.00	3,51,699.00
Other non-current assets		0.00	0.00
		31,49,490.00	24,29,401.00
Current assets			
Current investments		0.00	0.00
Inventories		0.00	0.00
Trade receivables		0.00	0.00
Cash and cash equivalents	9	55,898.00	7,08,299.00
Short-term loans and advances	8	0.00	0.00
Other current assets	10	0.00	43,000.00
		55,898.00	7,51,299.00
TOTAL		32,05,388.00	31,80,700.00

The schedule referred above form an integral part of the Accounts

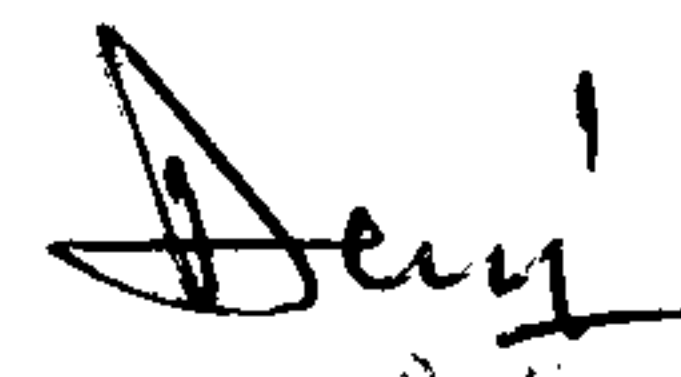
Audit Report as on even date attached

For Rajesh Laxmi & Associates
Chartered Accountants


Rajesh Gupta
Partner
Membership No.: 090427
(FRN: 012203N)



For and on behalf of the Board of Directors
For AYUSH FOODS


Devi Parsad
Director
DIN: 01963667


Mahendra Pratap Singh
Director
DIN: 05318653

Statement of Profit and loss for the year ended 31st March 2014

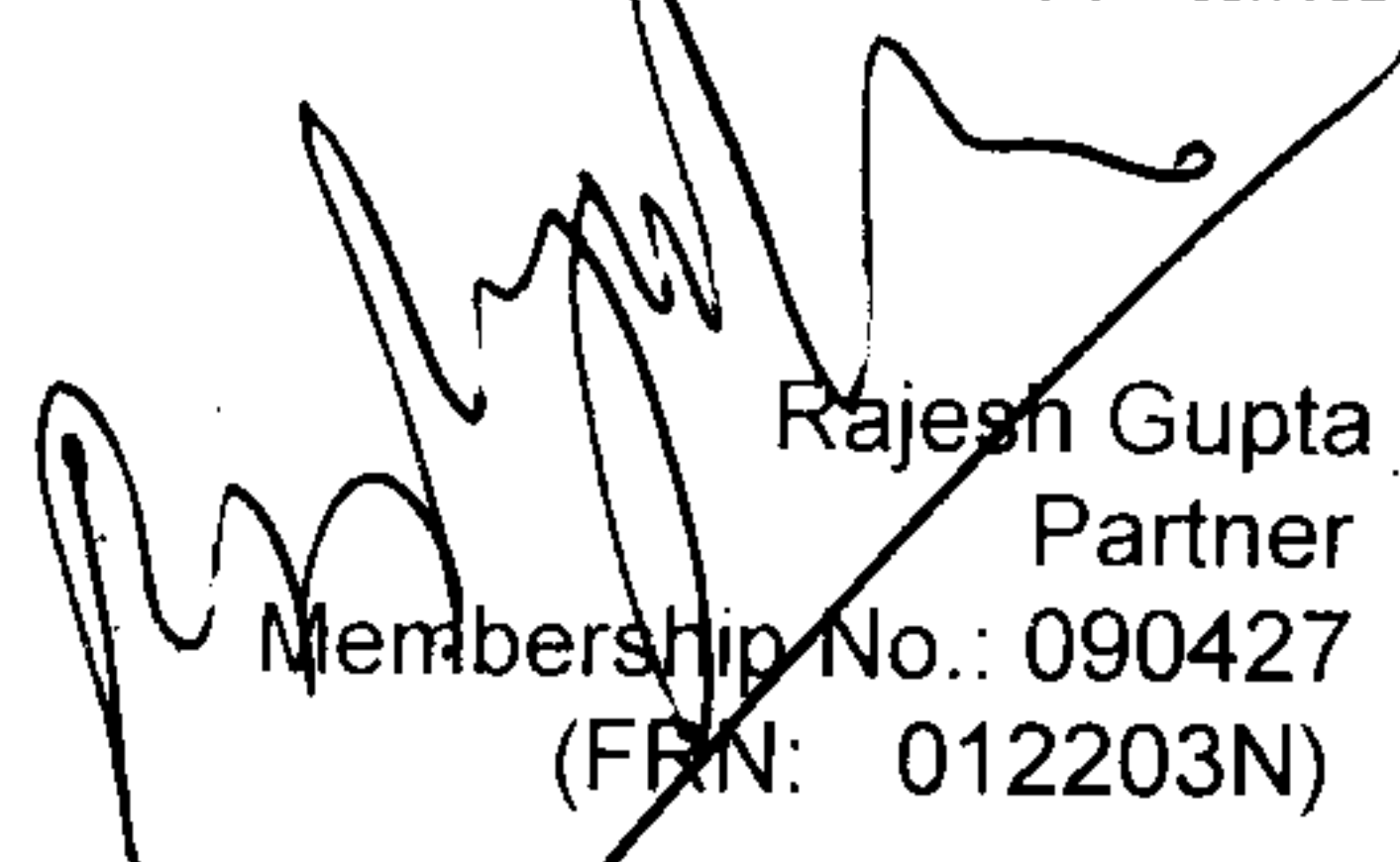
₹ in rupees

	Note No.	31st March 2014	31st March 2013
Revenue			
Revenue from operations	11	2,72,215.00	14,72,450.00
Less: Excise duty		0.00	0.00
Net Sales		2,72,215.00	14,72,450.00
Other income	12	1,80,000.00	5,79,000.00
Total revenue		4,52,215.00	20,51,450.00
Expenses			
Cost of material Consumed			
Purchase of stock-in-trade	13	0.00	13,95,000.00
Changes in inventories		0.00	0.00
Employee benefit expenses	14	1,20,000.00	1,52,097.00
Depreciation and amortization expenses	15	95,363.00	59,806.00
Other expenses	16	2,21,238.00	4,22,699.00
Total expenses		4,36,601.00	20,29,602.00
Profit before exceptional, extraordinary and prior period items and tax		15,614.00	21,848.00
Exceptional items		0.00	0.00
Profit before extraordinary and prior period items and tax		15,614.00	21,848.00
Extraordinary items		0.00	0.00
Prior period item		0.00	0.00
Profit before tax		15,614.00	21,848.00
Tax expenses			
Current tax	17	2,980.00	4,163.00
Deferred tax	18	(13,237.00)	8,071.00
Excess/short provision relating earlier year tax		0.00	0.00
Profit(Loss) for the period from continuing operations		25,871.00	9,614.00
Profit(Loss) from discontinuing operations		0.00	0.00
Tax expenses of discontinuing operations		0.00	0.00
Profit(Loss) from discontinuing operations(after tax)		0.00	0.00
Profit(Loss) for the period		25,871.00	9,614.00
Earning per share			
Basic			
After extraordinary Adjustment		0.07	0.03

The schedule referred above form an integral part of the Accounts

Audit Report as on even date attached

For Rajesh Laxmi & Associates
Chartered Accountants


Rajesh Gupta
Partner
Membership No.: 090427
(FRN: 012203N)



For and on behalf of the Board of Directors

For AAYUSH FOOD AND HERBS LTD


Devi Prasad
Director
DIN: 01963667


Mahendra Pratap Singh
Director
DIN: 05318653

Place: Delhi
Date: 29.05.2014

Notes to Financial statements for the year ended 31st March 2014

The previous year figures have been regrouped / reclassified, wherever necessary to conform to the current year presentation.

Note No. 1 Share Capital

₹ in rupees

Particulars	As at 31st March 2014	As at 31st March 2013
Authorised :		
2000000 (31/03/2013:2000000) Equity shares of Rs. 10.00/- par value	2,00,00,000.00	2,00,00,000.00
Issued :		
245000 (31/03/2013:245000) Equity shares of Rs. 10.00/- par value	24,50,000.00	24,50,000.00
Subscribed and paid-up :		
245000 (31/03/2013:245000) Equity shares of Rs. 10.00/- par value	24,50,000.00	24,50,000.00
Total	24,50,000.00	24,50,000.00

Reconciliation of the Shares outstanding at the beginning and at the end of the reporting period

Equity shares

₹ in rupees

	As at 31st March 2014		As at 31st March 2013	
	No. of Shares	Amount	No. of Shares	Amount
At the beginning of the period	2,45,000	24,50,000.00	2,45,000	24,50,000.00
Issued during the Period	0.00	0.00	0.00	0.00
Redeemed or bought back during the period	0.00	0.00	0.00	0.00
Outstanding at end of the period	2,45,000	24,50,000.00	2,45,000	24,50,000.00

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.

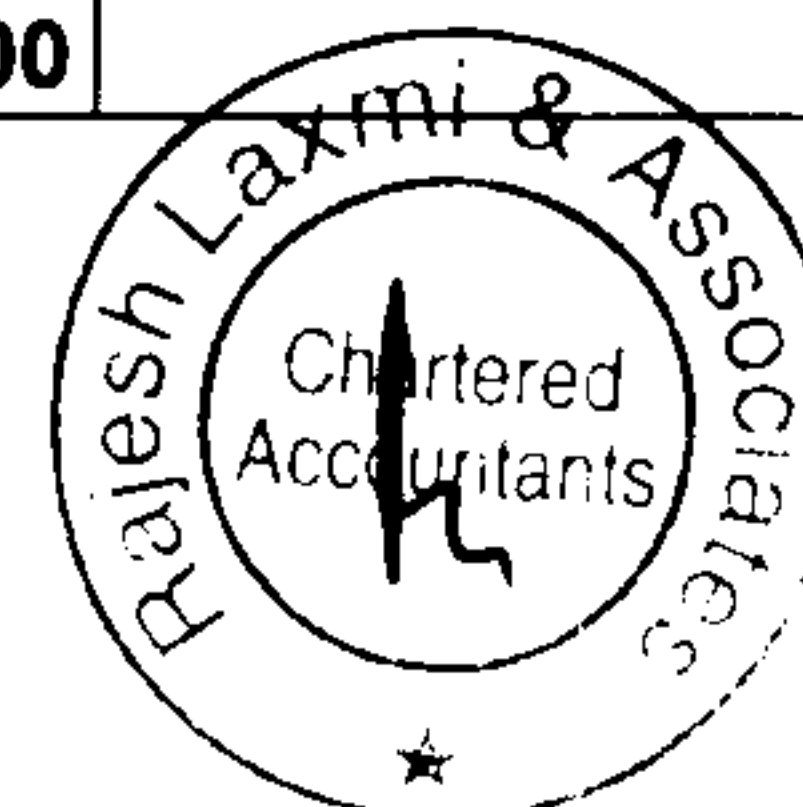
Details of shareholders holding more than 5% shares in the company

Type of Share	Name of Shareholders	As at 31st March 2014		As at 31st March 2013	
		No. of Shares	% of Holding	No. of Shares	% of Holding
Equity [NV: 10.00]	Raj Chawla	18,800	7.67	18,800	7.67
Equity [NV: 10.00]	Rajni Chawla	23,600	9.63	23,600	9.63
Equity [NV: 10.00]	Poonam Kapoor	20,250	8.27	20,250	8.27
Equity [NV: 10.00]	Surender Chawla	20,000	8.16	20,000	8.16
Equity [NV: 10.00]	Rakesh Chawla	20,000	8.16	20,000	8.16
Equity [NV: 10.00]	Narender Chawla	20,000	8.16	20,000	8.16
Equity [NV: 10.00]	Krishna Kapoor	20,000	8.16	20,000	8.16
Equity [NV: 10.00]	Hansraj Rajpal	20,000	8.16	20,000	8.16
	Total :	1,76,450	72.00	1,76,450	72.00

Note No. 2 Reserves and surplus

₹ in rupees

Particulars	As at 31st March 2014	As at 31st March 2013
Profit loss account		
Opening Balance	7,01,256.00	6,91,642.00
Add: Profit for the year	25,871.00	9,614.00
Less : Deletion during the year	0.00	0.00
Closing Balance	7,27,127.00	7,01,256.00
Balance carried to balance sheet	7,27,127.00	7,01,256.00



Note No. 3 Deferred Tax

₹ in rupees

Particulars	As at 31st March 2014	As at 31st March 2013
Deferred tax assets		
Deferred tax asset unabsorbed depreciation	59,372.00	46,135.00
Gross deferred tax asset	59,372.00	46,135.00
Net deferred tax assets	59,372.00	46,135.00

Note No. 4 Provisions

₹ in rupees

Particulars	As at 31st March 2014			As at 31st March 2013		
	Long-term	Short-term	Total	Long-term	Short-term	Total
Other provisions						
Current tax provision	0.00	2,980.00	2,980.00	0.00	4,163.00	4,163.00
	0.00	2,980.00	2,980.00	0.00	4,163.00	4,163.00
Total	0.00	2,980.00	2,980.00	0.00	4,163.00	4,163.00

Note No. 5 Other current liabilities

₹ in rupees

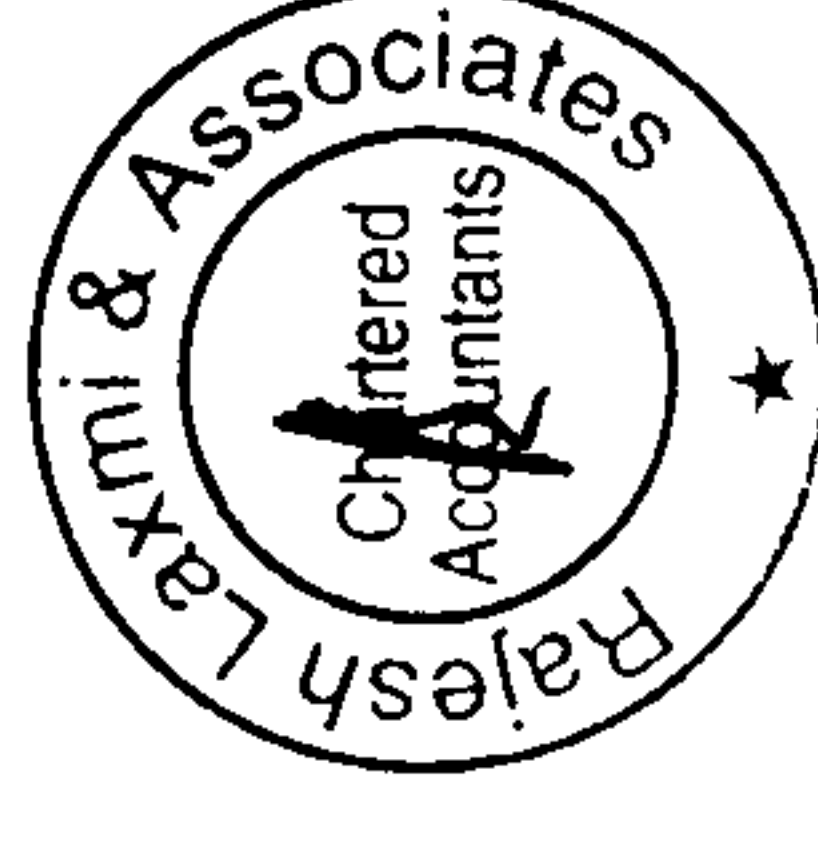
Particulars	As at 31st March 2014	As at 31st March 2013
Others payables		
Audit Fees	25,281.00	25,281.00
	25,281.00	25,281.00
Total	25,281.00	25,281.00



Note No. 6 Fixed Assets Chart as at 31st March 2014

₹ in rupees

	Assets	Gross Block					Accumulated Depreciation/ Amortisation					Net Block			
		Balance as at 1st April 2013	Additions during the year	Addition on account of business acquisition	Deletion during the year	Balance as at 31st March 2014	Balance as at 1st April 2013	Provided during the year	Addition on account of business acquisition	Deletion / adjustments during the year	Other Adjustment	Impairment/Reversal	Balance as at 31st March 2014	Balance as at 31st March 2013	
A	Tangible assets														
	Own Assets														
	Plant Machinery														
	Air Conditioner	13.91	25,000.00	0.00	0.00	25,000.00	13,286.00	1,629.00	0.00	0.00	0.00	0.00	10,085.00	11,714.00	
	Printer	13.91	19,500.00	0.00	0.00	19,500.00	52.00	2,705.00	0.00	0.00	0.00	0.00	16,743.00	19,448.00	
	Computer Equipments														
	Computer	40.00	2,14,650.00	0.00	0.00	2,14,650.00	1,53,585.00	24,426.00	0.00	0.00	0.00	0.00	36,639.00	61,065.00	
	Furniture Fixtures														
	Furniture and Fittings	18.10	1,52,425.00	1,38,000.00	0.00	0.00	2,90,425.00	59,718.00	32,582.00	0.00	0.00	0.00	0.00	1,98,125.00	92,707.00
	Other Equipments														
Office Equipment	13.91	47,100.00	0.00	0.00	0.00	47,100.00	8,516.00	5,367.00	0.00	0.00	0.00	0.00	33,217.00	38,584.00	
Motor Vehicles															
Car	25.89	11,04,384.00	0.00	0.00	11,04,384.00	0.00	9,89,945.00	28,654.00	0.00	10,18,599.00	0.00	0.00	0.00	1,14,439.00	
	Total (A)		15,63,059.00	1,38,000.00	11,04,384.00	5,96,675.00	12,25,102.00	95,363.00	0.00	10,18,599.00	0.00	0.00	2,94,809.00	3,37,957.00	
	P.Y Total		13,98,859.00	1,64,200.00	0.00	15,63,059.00	11,65,296.00	59,806.00	0.00	0.00	0.00	0.00	3,37,957.00	2,33,563.00	



Addition/Addition on account of business acquisition

Particulars	Date of Addition	No. of Days	Amount
Furniture and Fittings			
Furniture	05/04/2013	361	50,000.00
Furniture	26/10/2013	157	88,000.00

Deletion during the year

Particulars	Date of Deletion	No. of Days	Amount
Car			
Car	20/03/2014	353	11,04,384.00

Note No. 7 Non-current investments

₹ in rupees

Particulars	As at 31st March 2014	As at 31st March 2013
Investment Properties		
In Others		
Investment Properties Non Trade (Lower of cost and Market value)	19,43,610.00	16,93,610.00
Non-Trade Investment(Valued at cost unless stated otherwise)	0.00	0.00
Gross Investment	19,43,610.00	16,93,610.00
Net Investment	19,43,610.00	16,93,610.00
Aggregate amount of unquoted investments	19,43,610.00	16,93,610.00

Note No. 8 Loans and advances

₹ in rupees

Particulars	As at 31st March 2014		As at 31st March 2013	
	Long-term	Short-term	Long-term	Short-term
Security Deposit				
Unsecured, considered good	17,000.00	0.00	17,000.00	0.00
	17,000.00	0.00	17,000.00	0.00
Other loans and advances				
Rajinder Malik	5,00,000.00	0.00	0.00	0.00
Sales Tax Refund	2,66,003.00	0.00	2,66,003.00	0.00
Income Tax Refund (2011-12)	61,870.00	0.00	61,870.00	0.00
Income Tax Refund (2011-12)	6,826.00	0.00	6,826.00	0.00
	8,34,699.00	0.00	3,34,699.00	0.00
Total	8,51,699.00	0.00	3,51,699.00	0.00

Note No. 9 Cash and cash equivalents

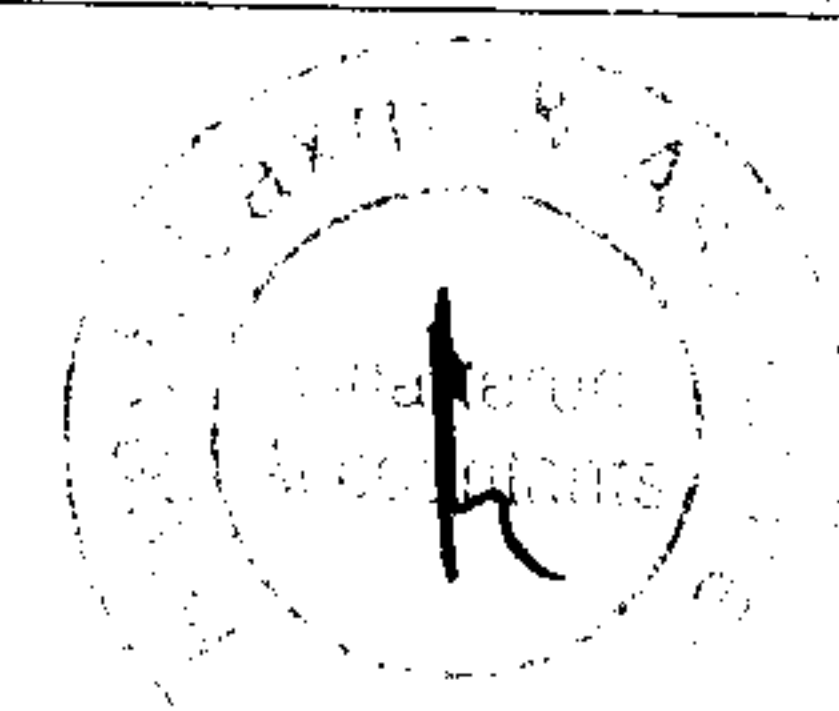
₹ in rupees

Particulars	As at 31st March 2014	As at 31st March 2013
Balance with banks		
Other balances with banks	7,312.00	5,72,719.00
Total	7,312.00	5,72,719.00
Cash in hand		
Cash in hand	48,586.00	1,35,580.00
Total	48,586.00	1,35,580.00
Total	55,898.00	7,08,299.00

Note No. 10 Other current assets

₹ in rupees

Particulars	As at 31st March 2014	As at 31st March 2013
Miscellaneous expenditure not written off		
Other unamortised expenses	0.00	43,000.00
Total	0.00	43,000.00



Note No. 11 Revenue from operations

₹ in rupees

Particulars	31st March 2014	31st March 2013
Sale of products		
Revenue from sale of products, gross	0.00	14,72,450.00
	0.00	14,72,450.00
Sale of services		
Business Income	2,72,215.00	0.00
	2,72,215.00	0.00
Gross revenue from operations	2,72,215.00	14,72,450.00

Note No. 12 Other income

₹ in rupees

Particulars	31st March 2014	31st March 2013
Other non-operating income		
Rental income on investment property long-term	1,80,000.00	5,40,000.00
Other receipts	0.00	39,000.00
	1,80,000.00	5,79,000.00
Total	1,80,000.00	5,79,000.00

Note No. 13 Purchase of stock-in-trade

₹ in rupees

Particulars	31st March 2014	31st March 2013
Purchases	0.00	13,95,000.00
Total	0.00	13,95,000.00

Note No. 14 Employee benefit expenses

₹ in rupees

Particulars	31st March 2014	31st March 2013
Salaries and Wages		
Salary and wages	1,20,000.00	1,52,097.00
	1,20,000.00	1,52,097.00
Total	1,20,000.00	1,52,097.00

Note No. 15 Depreciation and amortization expenses

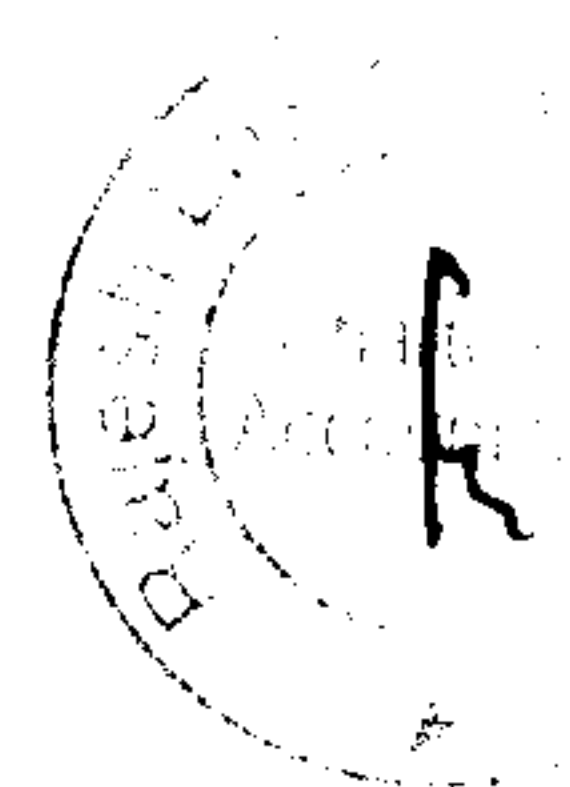
₹ in rupees

Particulars	31st March 2014	31st March 2013
Depreciation on tangible assets	95,363.00	59,806.00
Total	95,363.00	59,806.00

Note No. 16 Other expenses

₹ in rupees

Particulars	31st March 2014	31st March 2013
Advertising expenses	14,240.00	35,330.00
Audit fees	25,281.00	25,281.00
Bank charges	357.00	1,011.00
Conveyance expenses	18,000.00	15,000.00
Discounting charges	0.00	1,269.00
Electricity expenses	10,810.00	16,600.00
Legal and professional expenses	24,000.00	5,000.00
MCD Taxes	0.00	59,536.00
Office Expenses	29,500.00	52,275.00
Preliminary expenses written off	43,000.00	43,000.00
Printing and stationery	1,050.00	0.00
Repairs and maintenance of factory building	5,500.00	1,00,212.00
Telephone expenses	0.00	12,185.00
Vehicle running expenses	49,500.00	56,000.00
Total	2,21,238.00	4,22,699.00



Note No. 17 Current tax

₹ in rupees

Particulars	31st March 2014	31st March 2013
Current tax pertaining to current year	2,980.00	4,163.00
Total	2,980.00	4,163.00

Note No. 18 Deferred tax

₹ in rupees

Particulars	31st March 2014	31st March 2013
Deferred Tax Asset	(13,237.00)	0.00
Deferred Tax Liability	0.00	8,071.00
Total	(13,237.00)	8,071.00



Aayush Food and Herbs Limited

Add: 301, Akash Tower, 2 LSC, Savita Vihar, Delhi-110092

E-mail: aayushfood@gmail.com, Ph: +91-8447410802

CIN: L01122DL1984PLC018307

Details of Fixed Assets and Depreciation thereon as per Income Tax Act, 1961 as on 31st March, 2014

Assets	Dep. Rate	W.D.V as on 01.04.2013	Addition during the		Total	Depreciation Provided during the year	W.D.V as on 31.03.2014
			Less than 180 days or	180days or more			
Air Conditioner	15%	10,261.00	-	-	10,261.00	1,539.00	8,722.00
Computer	60%	37,618.00	-	-	37,618.00	22,571.00	15,047.00
Furniture & Fittings	10%	109,465.00	88,000.00	50,000.00	247,465.00	20,347.00	227,118.00
Office Equipment	15%	35,751.00	-	-	35,751.00	5,363.00	30,388.00
Printer	15%	18,037.00	-	-	18,037.00	2,706.00	15,331.00
Total		211,132.00			349,132.00	52,526.00	296,606.00

Calculation of DTA/DTL:

Depreciation as per Companies Act	95,364.00
Depreciation as per Income Tax Act	52,526.00
Difference in Depreciation	42,838.00
Deferred Tax Asset (DTA)	13,237.00
Opening DTA	46,135.00
DTA Transferred to Balance Sheet	<u>59,372.00</u>

A

Accounting Policies & Notes on Accounts

A. Accounting Policies

1. General :-

Accounting Policies not specifically referred to otherwise be consistent and in consonance with generally accepted accounting principles.

2. Revenue Recognition :-

Expenses and Income considered payable and receivable respectively are accounting for on accrual basis except discounts claims relates and retirement benefits in respect of leave encashment which cannot be determined with certainty during the year and interest.

3. Fixed Assets :-

Fixed assets are stated at their original cost of acquisition including taxes freight and other incidental expenses related to acquisition and installation of the concerned assets less depreciation till date.

4. Depreciation :-

Depreciation on Fixed Assets has been provided on written down value method, on the cost of Fixed Assets as per the rates, provided in Schedule XIV of the Companies Act, 1956 except non charging of 100% depreciation on assets costing below Rs. 5000/-. Further, in case of addition, depreciation has been provided on pro-rata basis commencing from the date on which the asset is commissioned.

5. Investments :-

Investments are stated at cost.

6. Miscellaneous Expenditure:-

Miscellaneous Expenditure comprises of Preliminary expenses are amortized over a period of five years.

7. Taxes on Income:-

Provision for current tax is made on the basis of estimated taxable income for the current accounting year in accordance with the Income Tax Act, 1961. The deferred tax for timing differences between the book and tax profits for the year is accounted for, using the tax rates and laws that have been substantively enacted as of the balance sheet date. Deferred tax assets arising from timing differences are recognized to the extent there is reasonable certainty that these would be realized in future.

(B) Notes on Accounts

1. The SSI status of the creditors is not known to the company; hence the information is not given.
2. Sundry Creditors, Sundry Debtors, Loans & Advances and Unsecured Loans have been taken at their book value subject to confirmation and reconciliation.
3. During the year ended 31st March 2012, the revised schedule VI notified under the Companies Act 1956, has become applicable to the company, for preparation and presentation of its financial statements. The adoption of revised Schedule VI does not impact recognition and measurement principles followed for preparation of financial statements. However, is has significant



impact on presentation and disclosures made in the financial statements. The company has also reclassified the previous year figures in accordance with the requirements applicable in the current year

1. Payments to Auditors:-

Auditors Remuneration	2014	2013
Audit Fees	25,281	25,281
Total	25,281	25,281

2. Loans and Advances are considered good in respect of which company does not hold any security other than the personal guarantee of persons.

3. Related Party disclosure

(A) Related Parties and their Relationship

(i) Key Management Personnel

1. Mahendra Pratap Singh
2. Devi Prasad
3. Sanjay Sharma
4. Sanjeev Kumar

4. Major components of Deferred tax

Particulars	As at 2014 (Rs.)	As at 31.03. 2013 (Rs.)
<i>A) Deferred Tax Liability</i>	-	
Depreciation	-	8,071
Total	-	8,071
<i>B) Deferred Tax Assets</i>	(46,135)	-
Total	(13,237)	(54,206)
Net Deferred Tax liabilities/(assets) (A-B)	(59,372)	(46,135)

In terms of Our Separate Audit Report of Even Date Attached.

For Rajesh Laxmi & Associates
Chartered Accountants

(Rajesh Gupta)
Partner
Membership No. 090427
Registration No. 012203N



For Aayush Food And Herbs Limited

Devi Prasad
Director
DIN: 01963667

Mahendra Pratap Singh
Director
DIN: 05318653

Auth. Sign./Director

Place: - Delhi

Date: - 29.05.2014

Aayush Food and Herbs Limited

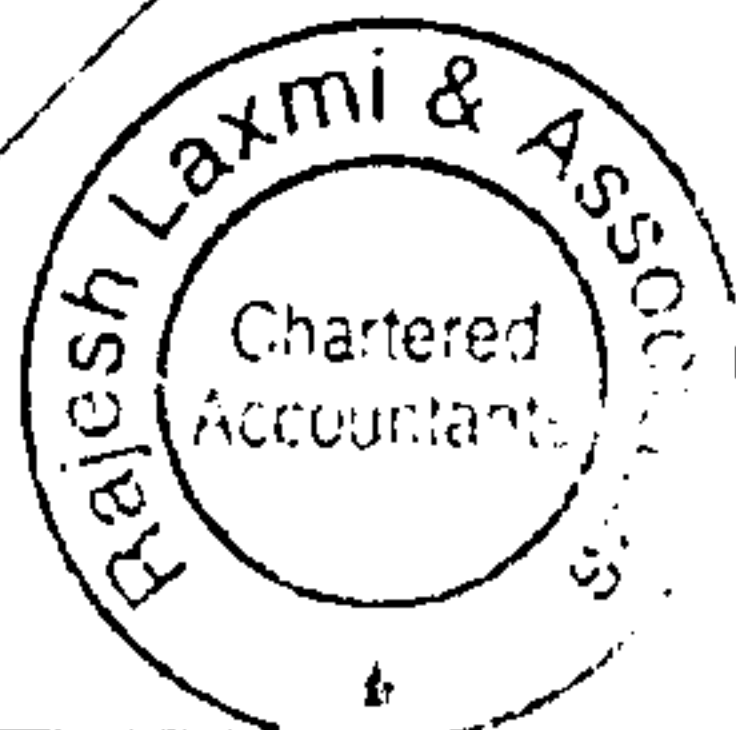
Cash Flow Statement for the year ended as on 31 March, 2014

Particulars	Year ended as on 31 st March 2014		Year ended as on 31 st March 2013	
	Details	Amount	Details	Amount
A. Cash flow from operating activities:				
Net Profit / (Loss) before extraordinary items and tax		15,614.00		21,848.00
<u>Adjustments for:</u>				
Depreciation and amortisation	95,363.00		59,806.00	
Profit on sale of assets	-		-	
Interest and other charges	-		-	
Deferred Revenue Expenditure written off	43,000.00		43,000.00	
Interest Income	-		-	
Dividend Income	-	138,363.00	-	102,806.00
Operating profit / (loss) before working capital changes		153,977.00		124,654.00
<u>Changes in working capital:</u>				
<u>Adjustments for (increase) / decrease in operating assets:</u>				
• Short term loans and advances	-		-	
Trade receivables	-		875,267.00	
Repayment of Security for Rent	-		-	
Inventories	-		-	
Other Current Assets	-		26,125.00	
Provisions	-		5,281.00	
<u>Adjustments for increase / (decrease) in operating liabilities:</u>				
Trade payables	-		-	
Cash generated from operations		153,977.00		906,673.00
Less: Net income tax Paid		4,163.00		1,031,327.00
Net cash used in operating activities (A)		149,814.00		19,299.00
B. Cash flow from investing activities:				
Proceeds from sale of fixed assets	85,785.00		-	
Purchase of fixed assets	(138,000.00)		(164,200.00)	
Loan and Advances received	-		1,959,458.00	
Proceeds from Other Non Current Assets	-		(6,826.00)	
Dividend Income	-		-	
Interest Received	-		-	
Proceeds from sale of Investment	-		-	
Purchase of Investment	(250,000.00)		(980,000.00)	
Net cash flow from investing activities (B)		(302,215.00)		808,432.00
C. Cash flow from financing activities:				
Proceeds from long-term borrowings	(500,000.00)		-	
Interest and Other Charges	-		-	
Repayment of Loan (Chiragu Herbocare Pvt. Ltd.)	-		(1,494,458.00)	
Repayment of Loan and Advances	-		-	
Cash flow from extraordinary items			-	
Net cash used in financing activities (C)		(500,000.00)		(1,494,458.00)
Net increase / (decrease) in Cash and cash equivalents (A+B+C)		(652,401.00)		326,002.00
Cash and cash equivalents at the beginning of the year		708,299.00		382,297.00
Cash and cash equivalents at the end of the year		55,898.00		708,299.00

As per our Attached Report of Even Date

For Rajesh Laxmi & Associates
Chartered Accountants
Firm Regn.No. 012203N

Rajesh Gupta
Partner
M.No. 090427
Place: Delhi
Date: 29/05/2014



On behalf of the board of Directors
For Aayush Food and Herbs Limited

Mahendra Pratap Singh
Director

Devi Parshad
Director