

Aayush Food and Herbs Limited

Registered Office : G-321, 1st Floor, Chirag Delhi, New Delhi-110017, Tel.: 011-41009092
Email: aayushfoodherbs@gmail.com, www.aayushfoods.com, CIN: L01122DL1984PLC018307

Date: 26th September, 2018

Department of Corporate Services,
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort, Mumbai – 400 001
(Scrip ID – AAYUSH, Scrip Code – 539528)

The Listing Department
Metropolitan Stock Exchange of India Limited,
Vibgyor Towers, 4th floor, Plot No C 62, G - Block,
Opp. Trident Hotel, Bandra Kurla Complex, Bandra (E),
Mumbai – 400 098
(Symbol – AAYUSH, Series – EQ)

Dear Sir/Ma'am,

Sub: Disclosure pursuant to the provisions of Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Pursuant to the requirements of Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith copy of Annual Report 2017-18 as approved and adopted in the 34th AGM of the Company held on 25th September, 2018.

Kindly take the same on your records.

Thanking You,

Yours faithfully
For **Aayush Food and Herbs Limited**


(Preeti Kataria)
Company Secretary

Encl.: As above



**AAYUSH FOOD AND
HERBS LIMITED**

**ANNUAL
REPORT
2017-18**

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CORPORATE INFORMATION

CIN: L01122DL1984PLC018307

BOARD OF DIRECTORS

Ms. Pallavi Mittal

Managing Director

Ms. Reema Aggarwal

Director

Mr. Atul Kumar Chaturvedi

Director

Mr. Pawan Kumar Singh

Director

Mr. Rajesh Goel

Director

COMPANY SECRETARY

Ms. Preeti Kataria

STATUTORY AUDITORS

M/s SRDP & Co.

(Formerly known as Sudhir Agarwal & Associates)

INTERNAL AUDITORS

Ms. Disha Aggarwal

BANKERS

Kotak Mahindra Bank Limited

Union Bank of India

Axis Bank

Allahabad Bank

REGD. OFFICE

G-321, Chirag Delhi,

New Delhi – 110017

Ph. #011-41009092

E-Mail: aayushfoodherbs@gmail.com

Website: www.aayushfoods.com

REGISTRAR AND SHARE TRANSFER AGENT

Beetal Financial & Computer Services (P) Ltd.

Beetal House, 3rd Floor, 99 Madangir,

Behind Local Shopping Centre,

Near Dada Harsukh Dass Mandir,

New Delhi – 110062

Ph. # 011-29961281 | Fax#011-29961284

E-Mail: beetalrta@gmail.com

Website: www.beetalfinancial.com

MANAGING DIRECTOR'S STATEMENT

Dear Shareholders,

It gives me great satisfaction on the impressive performance of Aayush Food and Herbs Limited this financial year, as your company has delivered promising results compared to the previous year on account of its decision to commence operations in trading and export of Rice during FY 2015-16. The company has recorded a robust increase in revenues mainly due to our concerted effort in international markets.

Your company's export sales value stood at Rs. 126.18 Crores. Our domestic sales value stood at 61.33 Crores as against domestic sales of Rs. 8.19 crores during the previous year. The Company has recorded profits of Rs. 62.74 Lakhs as compared to the profits of Rs. 33.06 Lakhs earned in the previous financial year 2016-17.

Your company's growth in the Export markets was due to the major impetus & focused approach in the Middle East markets coupled with various promotional activities undertaken in key markets. The Company is taking significant measures to ensure continued strong growth through a combination of investments in distribution expansion.

Finally, I would like to thank each one of our shareholders for the continued support and confidence in the Company and the management. I also express my sincere gratitude to our customers and other stakeholders for the strong relationship built on trust. I am also thankful to the employees, the management team and my colleagues on the Board of Directors for their significant contribution to the Company over the last year.

Pallavi Mittal
Managing Director

AAYUSH FOOD AND HERBS LIMITED

CIN: L01122DL1984PLC018307

Registered Office: G-321, Chirag Delhi, New Delhi - 110017

Website: www.aayushfoods.com; Email: aayushfoodherbs@gmail.com; Tel No.: 011-46095455; 011-41009092

NOTICE OF 34TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the **THIRTY-FOURTH ANNUAL GENERAL MEETING** of the Company will be held at Madhuban Hotel, B-71, Greater Kailash-1 New Delhi- 110048 on **Tuesday 25th September, 2018 at 10:00 a.m.** to transact the following business:

ORDINARY BUSINESS:

Item No. 1 – Adoption of Financial Statements

To receive, consider and adopt the audited financial statements of the Company for the financial year ended 31st March, 2018 together with the reports of the Board of Directors and Auditors' thereon.

Item No. 2 – Ratification of appointment of Auditors

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

Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and rules framed there under, (as amended from time to time or any other law for the time being in force) and pursuant to the resolution passed by the Members at the 30th Annual General Meeting held on September 20, 2014 in respect of appointment of the Auditors, M/s SRDP & Co. (Formerly known as 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 SRDP & Co. (Formerly known as Sudhir Agarwal & Associates), Chartered Accountants, as Auditors of the Company to examine and audit the accounts of the Company on such remuneration as maybe mutually agreed between the Board of Directors of the Company and the Auditors.

Item No.3 – Re-appointment of Mrs. Pallavi Mittal

To appoint as Director in place of Mrs. Pallavi Mittal (DIN: 07704583), Managing Director of the Company, who retires by rotation at the ensuing Annual General Meeting, and being eligible, offers herself for re-appointment and in this regard to consider and if thought fit, to pass the following resolution, as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013, and the rules made there under (including any statutory modification(s) & re-enactment thereof), the approval of the members of the Company be and is hereby accorded to the re-appointment of Mrs. Pallavi Mittal (DIN: 07704583), Managing Director of the Company, who retires by rotation and being eligible, offers herself for re-appointment.”

SPECIAL BUSINESS:

Item No. 4 – Revision of remuneration of Mrs. Reema Aggarwal (DIN: 01644142), Director

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

“RESOLVED THAT pursuant to Sections 197 and 198 read with Schedule V to the Companies Act, 2013, and other applicable provisions, if any, of the Companies Act, 2013 and relevant rules made there under, and other applicable enactments, as amended from time to time, consent and approval of members of the Company be and is hereby accorded for revision of remuneration of Mrs. Reema Aggarwal (DIN: 01644142), Director of the Company for the remainder of her term of office upto the extent of Rs. 50,000/- (Rupees Fifty Thousand only) per month as detailed in the Statement pursuant to Section 102(1) of the Companies Act, 2013 annexed to the Notice, which shall be effective

from April 01, 2018, with authority to the Board of Directors to revise the terms and conditions of appointment and remuneration from time to time based on the recommendations of the Nomination, Remuneration and Governance Committee.

RESOLVED FURTHER THAT any of the Directors or the Company Secretary and Compliance Officer of the Company be and are hereby severally authorized to do all such acts, deeds, things, matters, and to execute all such documents as may be required to give effect to this Resolution."

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

Sd/-

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

Place: Delhi

Date: 25.08.2018

Notes:

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** A person can act as proxy on behalf of members not exceeding fifty (50) in number and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person cannot act as a proxy for any other person or shareholder. Proxies in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the Meeting. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable. A Blank Proxy Form is annexed hereto.
2. Corporate Members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send a certified copy of the relevant Board Resolution together with specimen signatures of those representative(s) authorized under the said resolution to attend and vote on their behalf at the Meeting.
3. The Explanatory Statement setting out material facts, pursuant to Section 102 of the Companies Act, 2013, in respect of the Special Business under Item Nos. 4 of the accompanying Notice are annexed hereto.
4. A statement giving the details of the Director seeking appointment / reappointment under Item Nos. 4 of the accompanying Notice, as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Regulations") and Secretarial Standard - 2 issued by The Institute of Company Secretaries of India, is annexed hereto.
5. Relevant documents referred to in the accompanying Notice and in the Explanatory Statements are open for inspection by the Members at the Company's Registered Office on all working days (except Saturdays, Sundays and Public Holidays) between 11.00 a.m to 1.00 p.m upto the date of this Annual General Meeting ("AGM").
6. The Register of Members and Share Transfer Books of the Company will remain closed from September 19, 2018 to September 25, 2018 (both days inclusive), for purposes of AGM.
7. Members are requested to notify immediately any change in their address to the Company / Registrars and Transfer Agents of the Company.

8. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
9. Members are requested to bring their attendance slip along with their copy of Annual Report to the meeting. Members who have received the notice of AGM, Annual Report and Attendance Slip in electronic mode are requested to print the Attendance slip and submit a duly filled in Attendance slip at the registration counter to attend the AGM.
10. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to the Depository Participants with whom they maintain their demat accounts. Members holding shares in physical form should submit their PAN to the Company's Registrar and Share Transfer Agent / Company.
11. Electronic copy of the Annual Report for 2017-18 is being sent to all the members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes, unless any member has requested for a physical copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2017-18 are being sent in the permitted mode.
12. Electronic copy of the Notice of the 34TH AGM of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a physical copy of the same. For members who have not registered their email address, physical copies of the Notice of the 34TH AGM of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
13. Members may also note that the Notice of the 34TH AGM and the Annual Report for 2017-18 will also be available on the Company's website www.aayushfoods.com for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during all working days (except Saturdays, Sundays and Public Holidays) between 11.00 a.m to 1.00 p.m upto the date of this AGM. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: aayushfoodherbs@gmail.com
14. A route map showing directions to reach the venue of the 34TH AGM is given at the end of this Notice.
15. Voting through electronic means:

Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI Regulations, as amended from time to time, the Company is pleased to provide its members the facility of 'remote e-voting' (e-voting from a place other than venue of the AGM) to exercise their right to vote at the 34TH AGM. The business may be transacted through e-voting services rendered by Central Depository Services (India) Limited (CDSL).

The facility for voting, either through electronic voting system or through ballot/polling paper shall also be made available at the venue of the 34TH AGM. The members attending the AGM, who have not already cast their vote through remote e-voting shall be able to exercise their voting rights at the AGM. The members who have already cast their vote through remote e-voting may attend the AGM but shall not be entitled to cast their vote again at the AGM.

The Company has appointed Shri K. O. Siddiqui, Practicing Company Secretary (FCS: 2229, CP: 1284) as the Scrutinizer for conducting the remote e-voting and the voting process at the AGM in a fair and transparent manner.

The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses

not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman of the meeting or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company and on the website of CDSL immediately after the declaration of results by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited and Metropolitan Stock Exchange of India Limited, Mumbai.

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

- I. The voting period begins on Saturday, September 22, 2018 at 10.00 a.m and ends on Monday, September 24, 2018 at 5.00 p.m. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of September 18, 2018, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- II. Members holding shares in physical or in demat form as on September 18, 2018, shall only be eligible for e-voting.
- III. The shareholders should log on to the e-voting website www.evotingindia.com.
- IV. Click on Shareholders.
- V. Now Enter your User ID
 - a. For CDSL : 16 digits beneficiary ID,
 - b. For NSDL : 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- VI. Next enter the Image Verification as displayed and Click on Login.
- VII. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- VIII. If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the the first two letters of their name and the 8 digits of the sequence number in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

ANNEXURE TO THE NOTICE OF THE 34TH ANNUAL GENERAL MEETING

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 4

Item No. 4 Mrs. Reema Aggarwal (DIN: 01644142), was appointed as a Director of the Company vide a Board resolution passed in the financial year 2016-17. Mrs. Reema Aggarwal, 35, graduated from Delhi University and has an experience of more than 4 years in the field of Sales & Marketing. Mrs. Reema Aggarwal oversees the overall sales and marketing of the Company. In her term of office spanning, Mrs. Reema Aggarwal has contributed extensively towards the growth of the Company and has been actively involved in attaining of highest standards of quality. Further, during her tenure, the delivery and execution strength of the Company have displayed a manifold increase. Mrs. Reema Aggarwal was inducted as a member of the Board of Directors on January 24, 2017. In view of the contributions made by her, it is proposed to revise the remuneration payable to Mrs. Reema Aggarwal for the remainder of his term as in such manner as the Board may determine from time to time and upto the extent of Rs. 50,000/- (Rupees Fifty Thousand only) per month.

DETAILS OF DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT AT THE FORTHCOMING ANNUAL GENERAL MEETING

[In pursuance of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard - 2 issued by The Institute of Company Secretaries of India]

Name of the Director	Ms. Pallavi Mittal
DIN	07704583
Date of Birth	12/09/1989
Date of first appointment on the Board	13 th January, 2017
Qualifications	Graduate
Expertise	She has an experience of more than 04 years in Managerial Administration.
Number of Meetings of the Board attended during theYear	09
List of Directorship / Membership /Chairmanship ofCommittees of other Board	DIRECTORSHIP: Public Companies: Nil Private Companies: Nil COMMITTEE MEMBERSHIP: Nil
Shareholding in Aayush Food and Herbs Limited	16,63,901
Relationship between directors inter-se	Ms. Pallavi Mittal is sister-in-law of Ms. Reema Aggarwal– Director of the Company.
Terms and Conditions of appointment	As per Nomination and Remuneration Policy of the Company as displayed on the Company's website.

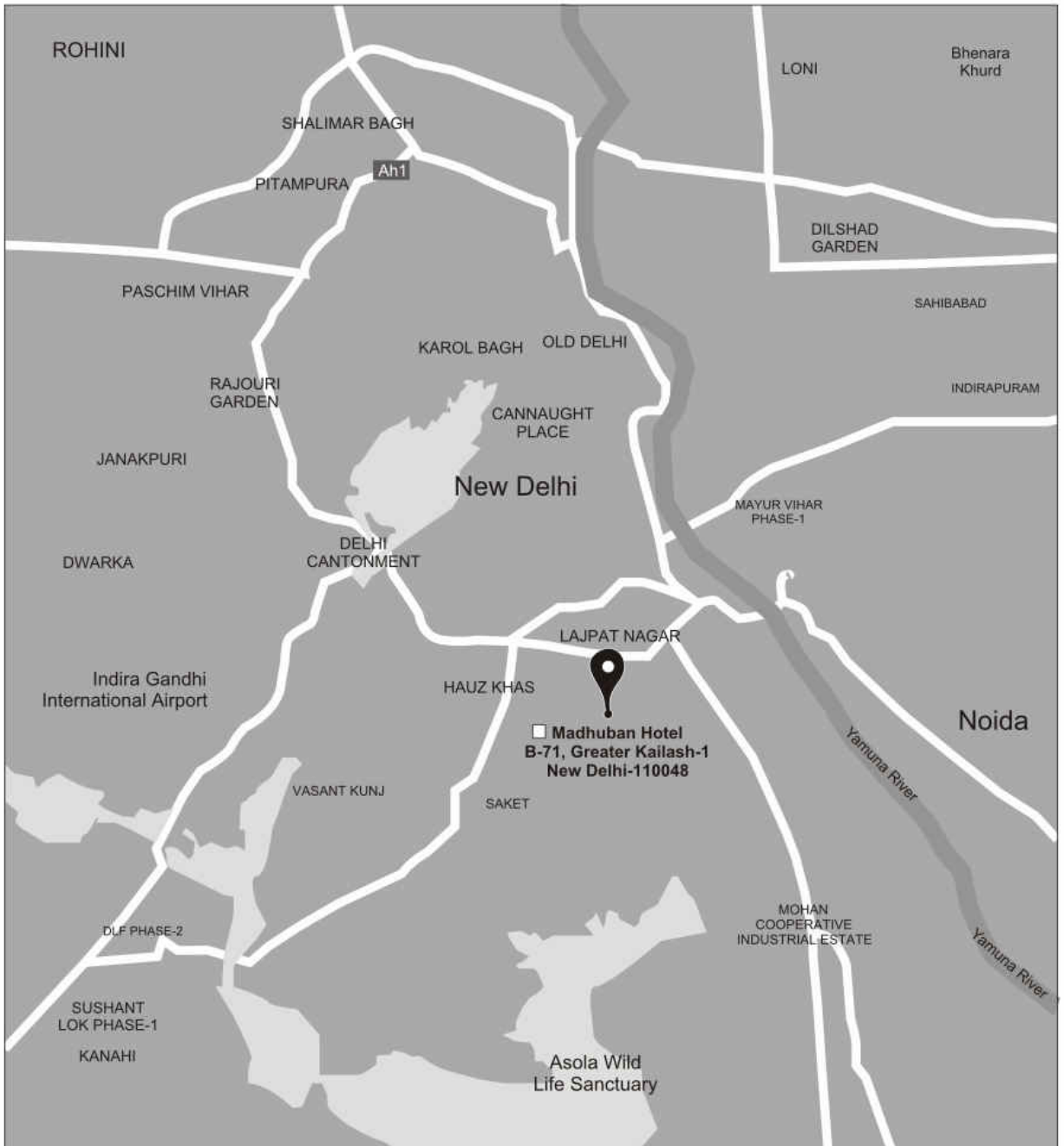
Date: 25.08.2018

Place:Delhi

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

**Sd/-
Preeti Kataria
Company Secretary
M. No. ACS 53025**

ROUTE MAP TO THE VENUE OF AGM



AAYUSH FOOD AND HERBS LIMITED

CIN: L01122DL1984PLC018307

Registered Office: G-321, Chirag Delhi, New Delhi - 110017

Website: www.aayushfoods.com; Email: aayushfoodherbs@gmail.com; Tel No.: 011-41009092

DIRECTORS' REPORT

Dear Shareholders,

Your Directors are pleased to present their 34th Annual Report of the Company along with the statement of Accounts for the financial year ended 31 March, 2018.

Financial Results**(Rs. in Lakhs)**

Particulars	Year ended 31.03.2018	Year ended 31.03.2017
Gross Income from Sales & other operations	18904.74	10037.09
Profit / (Loss) before depreciation and taxes	93.44	51.12
Less : Depreciation	2.38	0.51
Profit / (Loss) before taxes	91.06	50.61
Less : Provision for taxes including deferred taxes	-	17.55
Profit / (Loss) after taxes	91.06	33.06
Profit / (Loss) carried forward to Reserves & Surplus	91.06	33.06
Earning Per Share (in Rs.)	2.81	1.02

Performance

During the year under review, your company has achieved total revenue of Rs. 18.904 Crore with all round improvement in performance including profitability. The company has made a Profit after Tax ("PAT") of Rs. 91.06 Lacs as compared to Profit After Tax ("PAT") of Rs. 33.06 Lakhs of last year. Your company is optimistic for the Financial Year 2017-18.

Dividend

Your Company strives to expand its operations across its new business. In view of this your directors consider it prudent and rational to conserve resources for being appropriately re-invested into the Company's future operations and therefore, do not recommend any dividend on equity shares for the financial year under review.

Reserves

The Company has transferred Rs. 91.06 Lakhs to reserves during Financial Year 2017-18.

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 no dividend was declared during the last financial years.

Change in Share Capital

There has been no change in the capital structure of the Company during the year under review.

Deposits

During the year under review, the Company has not accepted any deposits under the Companies Act, 2013 ("Act").

Promoters Details

Mrs. Pallavi Mittal were recognized as promoters of the Company w.e.f 21.09.2016. Her aggregate shareholding reached to 16, 63,901 equity shares representing 51.275% of the present issued, subscribed and paid-up capital of the Company.

Management Discussion & Analysis

In line with the requirements of Regulation 34(3) read with Schedule V of Listing Regulations, the Management Discussion & Analysis forms part of this report and annexed hereto as **Annexure-A**.

Board of Directors, Committees of Board and Meetings

- Composition and category of Directors

The Board as a main functionary is primary responsible to ensure value creation for its stakeholders. The Board of Directors and its Committees through their leadership and guidance ensures the highest standards of corporate governance.

There were 5 (Six) Directors on Board as on 31st March, 2018. There is an appropriate combination of Independent and non-Independent Directors on Board.

S.No.	Name of the Director	Category	Directorships held in other Companies
1.	Pallavi Mittal	Managing Director	Nil
2.	Atul Kumar Chaturvedi	Independent Director	1. Ratan Exports and Industries Limited 2. Coventry Coil-O-Matic (Haryana) Limited 3. Priority Vanijya Private Ltd.
3.	Rajesh Goel	Independent Director	Nil
4.	Reema Aggarwal	Director	1. GPM Spinning Mills Pvt. Ltd. 2. Priority Vanijya Pvt. Ltd. 3. Nav Tradex Pvt. Ltd. 4. Santosh Warehousing Ltd.
5.	Pawan Kumar Singh	Independent Director	1. N.A. Foods Private Limited 2. Nav Tradex Private Limited 3. Santosh Warehousing Limited 4. S L Overseas Private Limited

The Board consists of 5 (Five) Members, 1 (one) of whom is an Executive Director, 1 (One) of them is a Non-Executive Woman Director and 3 (Three) of them are Independent Directors. The Company is in compliance with the composition of Board of Directors in terms of the Companies Act, 2013. All Independent Directors have confirmed that they have met the criteria as mentioned under Section 149(7) of the Companies Act, 2013 ("Act").

Declaration by Independent Directors

In compliance with section 149(7) of the Act, all Independent Directors have given declaration that they meet the criteria of independence as laid down under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Mr. Atul Kumar Chaturvedi, Mr. Rajesh Goel and Mr. Pawan Kumar Singh, Independent Directors are already familiar with the nature and industry, business plan and other aspects of the Company. However, the familiarization programs of Independent Directors familiarise the Independent Directors with the company in respect of their roles, duties and responsibilities and related matters.

Directors' Responsibility Statement

Based on the framework of internal financial controls and compliance systems established and maintained by the Company, work performed by the internal, statutory, and secretarial auditors and the reviews performed by the Management and the relevant Board Committees, including the Audit Committee, the Board is of the opinion that the Company's internal financial controls were adequate and effective during the financial year 2017-18.

Accordingly, pursuant to Section 134(5) of the Act, the Board of Directors, to the best of their knowledge and ability, confirm that: -

- a) In the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- b) The Directors had selected such accounting policies and applied them consistently and 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 and loss of the company for that period;
- c) The Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- d) The Directors had prepared the annual accounts on a going concern basis;
- e) The Directors had laid down proper Internal Financial Controls ("IFC") and such IFC are adequate and were operating effectively;
- f) The Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

Change in Directors and Key Managerial Personnel

During the year under review, the Board made the following appointments / reappointments based on the recommendations of the Nomination and Remuneration Committee.

- i. Mr. Ajay Mathur resigned as Director from the Board w.e.f. 22.06.2017.
- ii. Ms. Khushbu Mittal , CS, has resigned with effect from 09.12.2017.
- iii. Ms. Preeti Kataria was appointed as CS with effect from 29th December, 2017.
- iv. Mr. Bhavdish Shrey , CFO, has resigned with effect from 03.02.2018.

Board Meetings

During the year under review, there were 09 (Nine) Board Meetings held on 5th April, 2017, 25th May, 2017, 28th

June, 2017, 9th August, 2017, 30th October, 2017, 22nd November, 2017, 16th December, 2017, 29th December, 2017, and 3rd February, 2018. Dates of Board Meetings are generally decided in advance. The Board periodically reviews compliance reports of all laws applicable to the Company. The Board meets at least once in a quarter to review the quarterly results. Additional meetings are held, as and when it is necessary.

- Attendance of Directors for the year ended 31st March, 2018

Name of the Directors	Position	No. of Meetings attended
Pallavi Mittal	Managing Director	9
Atul Kumar Chaturvedi	Independent Director	6
Rajesh Goel	Additional Director	9
Reema Aggarwal	Additional Director	8
Pawan Kumar Singh	Additional Director	6

- **Board Committees**

The Board has constituted various Committees with specific terms of reference / scope to focus effectively on the issues and ensure expedient resolution of diverse matters. The minutes of various Committee meetings are placed before the Board for discussions, review, noting etc. The recommendations of the Committees are placed before the Board for necessary approval.

The Board has constituted following Committees: -

- Audit Committee;
- Nomination & Remuneration Committee; and
- Stakeholders' Relationship Committee;

Each Committee has appropriate combination of Independent and Non-Independent Directors. The Company Secretary acts as Secretary to all the Committees.

- **Audit Committee**

The Company has complied with the requirements of Section 177 of the Companies Act, 2013 with regard to the composition of the Audit Committee. All Members of the Committee are financially literate and have relevant finance and / or audit exposure. The Committee is entrusted with the responsibility to supervise the Company's internal control and financial reporting process. The Statutory Auditors are invited in meeting as and when required, for interacting with the Members of the Committee regarding the accounts of the Company.

The terms of reference of Audit Committee are as under:

- To review and recommend the quarterly financial statements of the company;
- To review internal control and internal audit system;
- Review of Accounts and Reports;
- Overseeing the vigil mechanism;
- To make recommendation for appointment, remuneration and terms of appointment of auditors of the company.

Audit Committee has all the powers and scope of activities laid down in Section 177 of the Companies Act, 2013. All recommendations made by the Audit Committee during the year were accepted by the Board.

During the year, the Audit Committee has met 4 (Four) times on following dates:-

1. 25th May, 2017;
2. 9th August, 2017;
3. 22nd November, 2017;
4. 3rd February, 2018.

The composition of the Committee and the attendance details of the Members are given below:

Name of the Member	Category	Number of meetings attended
Ajay Mathur	Member - Independent	1
Atul Kumar Chaturvedi	Member - Independent	4
Rajesh Goel	Member- Independent	4
Pawan Kumar Singh	Member- Independent	3

• **Nomination & Remuneration Committee**

In terms of Section 178 of the Act, the Board has constituted the Nomination and Remuneration Committee to oversee the appointment of Directors and Senior Management and their remuneration including criteria for determining qualifications, positive attributes, independence of a director and other matters.

During the year, the committee has met twice on following dates:-

1. 9th August, 2017;
2. 29th December, 2017.

The composition of this Committee and the details of meetings attended by Members are given below:-

Name of the Member	Category	Number of meetings attended
Atul Kumar Chaturvedi	Member - Independent	2
Rajesh Goel	Member- Independent	2
Pawan Kumar Singh	Member- Independent	2

Policy on director's appointment and remuneration

The policy of the Company on director's appointment and remuneration as required under sub-section 3 of Section 178 of the Companies Act, 2013 is available on our website (www.aayushfoods.com). There has been no change in the policy since the last financial year.

Evaluation

The Board evaluated the effectiveness of its functioning and that of the Committees and of individual directors by seeking their inputs on various aspects of Board / Committee Governance.

The aspects covered in the evaluation included the contribution to and monitoring of corporate governance practices, participation in the long-term strategic planning and the fulfillment of Directors' obligations and fiduciary responsibilities, including but not limited to, active participation at the Board and Committee meetings.

The Board considered and discussed the inputs received from the Directors.

Further, the Independent Directors at their meeting reviewed the performance of Board, Executive and Non-Executive Directors of the Board.

- **Stakeholders' Relationship Committee**

In terms of Section 178 (5) of the Act, the Board has constituted Stakeholders' Relationship Committee ("SRC"). The Committee shall specifically look into the mechanism of redressal of grievances of shareholders including complaints related to transfer of shares, non-receipt of annual report and non-receipt of declared dividends.

There was no meeting of the Committee during the year.

The composition of this Committee is given below:

Name of the Member	Category	Number of meetings attended
Atul Kumar Chaturvedi	Member - Independent	N.A.
Rajesh Goel	Member- Independent	N.A.
Pawan Kumar Singh	Member- Independent	N.A.

Details of Shareholders' Complaints received, resolved & pending during FY. 2017-18

Particulars	Nos.
Complaints pending as on 1 April, 2017	Nil
Complaints received during the year ended 31 March, 2018	Nil
Complaints disposed of during the year ended 31 March, 2018	Nil
Complaints pending as on 31 March, 2018	Nil

Name, designation & address of Compliance Officer:-

Ms. Preeti Kataria
Company Secretary
G-321, Chirag Delhi,
New Delhi – 110017
Ph. #011-41009092
E-Mail: aayushfoodherbs@gmail.com

Internal Financial Control

Your Company has adequate internal control system in place, commensurate with the size, scale and complexity of the operations. The Statutory Auditor has also commented on the internal financial control on financial reporting in their report.

Extract of Annual Return

The details forming part of the extract of the Annual Return in Form MGT - 9 in **Annexure-B** as per provisions of the Act and rules framed there under is annexed to this Report.

Particulars of loans, guarantees or investments

The particulars of loans, guarantees and investments have been disclosed in the financial statements.

Subsidiary, Joint Venture and Associate Companies

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

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.

Related Party Transactions

No related party transactions ("RPT") entered into during FY 2017-18.

Prohibition of Insider Trading

Based on the requirements under SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time, the code of practices and procedures for Fair Disclosure of Unpublished Price Sensitive Information ("Code"), as approved by the Board is in force. 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.

Significant material orders passed by Regulators/ Courts

There were no significant material orders passed by the Regulators/ Courts/ Tribunals impacting the going concern status and Company's operations in future.

There were also no material changes and commitments after the closure of the year till the date of this report, which affect the financial position of the Company.

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, 2018:

A. Conservation of energy-

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

(B) Technology absorption-

- | | |
|--|-----|
| (i) the efforts made towards technology absorption: | NIL |
| (ii) the benefits derived like product improvement, cost reduction, product development or import substitution: | NIL |
| (iii) in case of imported technology (imported during the last three years reckoned from the beginning of the financial year): | NIL |
| (iv) the expenditure incurred on Research and Development: | NIL |

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: | |
|---|--|

During the year under review the Company was engaged in the export of Non Basmati Rice in different weight of

packing. All the export was made to Gulf Countries basically to Saudi Arabia & Dubai (UAE). The Company receives all the remittances within the requisite time as per the LOA signed with customers. The Company abides all the rules & regulations with regard to foreign currency remittances prescribed by RBI.

(ii) Total Foreign Exchange Earned: Rs 119,83,98,696.74

(iii) Total Foreign Exchange Used: NIL

Particulars of Employees

In terms of the provisions of Section 197(12) of the Act read with sub-rules (2) and (3) of Rule 5 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.

Disclosures pertaining to remuneration and other details as required under Section 197(12) of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are available for inspection at the registered office and the same shall be furnished on request.

Statutory Auditors

M/s SRDP & Co. (Formerly known as Sudhir Agarwal & Associates), Chartered Accountant, Firm Registration No. 509930C, 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 SRDP & Co. (Formerly known as Sudhir Agarwal & Associates) for a period of five financial years. 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.

Secretarial Audit

Pursuant to the provisions of Section 204 of the Act and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company had appointed Mr. K. O. Siddiqui, Practising Company Secretary to undertake the Secretarial Audit of the Company for the year ended 31 March, 2018. The Secretarial Audit Report is annexed in **Annexure-C** herewith and forms part of this report.

Auditors' qualification

There are no qualifications in the reports of the Statutory Auditors and Secretarial Auditors.

Risk Management

The Company has already identified the key risks areas which may affect the business goals and periodically revisits the relevance of the identified risks and progress of the mitigation plans undertaken.

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.

Prevention of Sexual Harassment at Workplace

The Company has in place a Policy in line with the requirements of The Sexual Harassment of Women at the Work place (Prevention, Prohibition & Redressal) Act, 2013. Internal Complaints Committee ("ICC") is in place to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary, trainees etc..) are covered under this Policy.

The following is a summary of sexual harassment complaints received and disposed of during the year 2017-18:-

- No. of complaints received – NIL
- No. of complaints disposed of – NIL

Vigil Mechanism

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 Company has adopted a policy on Vigil Mechanism which is available on our website i.e. www.aayushfoods.com.

Acknowledgement

The Board takes this opportunity to sincerely thank all its stakeholders i.e. shareholders, customers, suppliers, contractors, bankers, employees, government agencies, local authorities and the immediate society for their un-stinted support and co-operation during the year.

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

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

Sd/-
Pallavi Mittal
Managing Director
DIN: 07704583

Sd/-
Reema Aggarwal
Director
DIN: 01644142

Place: Delhi

Date: 25.08.2018

Annexure-A to the Director's Report

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Global Economy

The rice industry in India plays a vital role in the country's agricultural sector making significant contributions to India's economic growth, foreign exchange earnings and employment rates. Thanks to the country's large growing area and the preferential soil and climate conditions, India is now one of the world's largest rice and basmati rice producers and exporters, representing over 20% of the world's total supply. After suffering two years of financial stress caused by excess paddy supply and weak international demand, India's rice industry, especially basmati rice, is expecting a rebound in 2018 from growing demand and low inventory prices.

Indian Economy, Industry Structure and Developments

Recent statistics released by the Government of India shows that total the production of rice in India decreased by 1.09%, or 1.1 million tonnes in 2014-15 to 105.5 million tonnes from the previous fiscal year. However, in 2016-17, the total rice production in India is forecasted to jump to 108.86 million tonnes, which will set a new record. The estimated figure is higher than the previous record production of 106.65 million tonnes achieved during 2013-14. It is also higher than the five-year rice production average of 105.42 million tonnes.

India is a major rice producer, consumer, and exporter and continues to be the world's largest rice exporter for the fourth consecutive year. Rice is the most important agricultural crop in India, contributing to more than 40% of the country's total food grain production.

India also has a significant competitive advantage over rice exports in the global market. The country has high-yield, high-quality paddy, low production costs and is known to efficiently execute its contracted businesses from the east coast and west coast ports of India. The rice industry in India has seen a transformation in the last decade, with the growth of branded businesses in the domestic market and a strong impetus to export.

Basmati rice represents a small portion of the total rice produced in India. By volume, the share of Basmati rice is around 6%, but by value, Basmati rice accounts for 60% of India's total rice exports. The exports of Basmati rice in India have increased from Rs. 10,890 cr in FY 2010 to Rs. 22,718 cr in FY 2016, representing a CAGR of 13%. Basmati rice exports represented 1.3% of all goods India exported in FY 2016, making it one of the most popular exporting products from India.

According to the report from Investment Information and Credit Rating Agency (ICRA), India's exports of basmati rice may rise to US\$3.46 billion, with volume to around 4.09 million tonnes (MT) in 2017-18, backed by a rise in average realizations. ICRA expects the exports in 2016-17 to be near US\$3.23 billion with a volume of around 4 MT. The basmati rice industry in India experienced moderate growth due to declining international demand after peaking at US\$ 4.51 billion in 2014-15; however, the global demand witnessed some stabilization in 2016-17, facilitating the export rebound in India's rice industry

A near normal rainfall during the year's Monsoon and favourable Government policies have helped rice production in 2017-18 crop year to touch a record of 111.01 million tonnes, up by 1.2% from the previous year's level. However, the trend of continued shrinking of sowing area continued in the current year as well, with the Agricultural ministry estimates showing that rice was sown only in 37.40 million hectares in the kharif season, a decrease of 510,000 hectares compared to the previous season.

In the near future, the export demand for rice is expected to improve further, with Iran and China increasing their imports of Indian rice. In addition, the steady domestic demand growth would add to the overall improvement in realizations for the industry. Paddy production is expected to be lower in FY2017 by 15-20%, meaning that paddy prices of rice will be higher by around 20% in the current fiscal year and will likely to remain stable.

Segment-wise or product-wise performance

Presently, the company deals only in trading of rice and other agricultural commodities and therefore, segment-wise or product-wise performance is not applicable on the company.

Outlook

Rice exports from India posted a robust 18% increase in 2017-18 to a record 12.7 million tonnes. The surge in the country's rice exports was mainly on good demand for non Basmati rice from Bangladesh, Benin and Sri Lanka.

We believe that your Company now has a proven business model for distribution expansion and we will continue to invest in a balanced manner behind expansion of distribution to achieve steady profitable growth.

Financial and operational performance

The financial and operational performance of the company has been discussed in detail in Director's Report forming part of this Annual Report.

Human Resources and Industrial Relations

The Company is working on enhancing its competencies to take care of current and future business. Its employee strength as on March 31, 2018 was twenty five. The company has adequate developed systems on recruitment, performance management, learning and development, and employee engagement.

Cautionary Statement

Statements made in this report describing the Company's objectives, projections, estimates, expectations may be "forward looking statements" within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations include economic conditions affecting demand/supply and price conditions in the domestic market in which the Company operates, changes in the Government regulations, tax laws and other statutes and incidental factors.

Annexure-B to the Director's Report

FORM NO. MGT 9

EXTRACT OF ANNUAL RETURN

As on financial year ended on 31.03.2018

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

I. REGISTRATION & OTHER DETAILS:		
1	CIN	L01122DL1984PLC018307
2	Registration Date	2/Jun/1984
3	Name of the Company	Aayush Food and Herbs Ltd.
4	Category/Sub-category of the Company	Company Limited by shares Indian Non-Government Company
5	Address of the Registered office & contact details	G-321, Chirag Delhi, New Delhi- 110017; Ph#011- 41009092 Preeti Kataria Company Secretary & Compliance Officer Ph#011-41009092
6	Whether listed company	YES
7	Name, Address & contact details of the Registrar & Transfer Agent, if any.	Mr. Bhawendra Jha- Senior Manager Beetal Financial & Computer Services (P) Ltd. Beetal House, 3rd Floor, 99 Madangir, Behind Local Shopping Centre, Near Dada Harsukh Dass Mandir, New Delhi – 110062, Ph#011-29961281; Fax#011-29961284

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY			
(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	Wholesale of cereals and pulses	46201	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES					
SN	Name and address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
1	Not Applicable				

IV. SHARE HOLDING PATTERN									
(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-2017]				No. of Shares held at the end of the year [As on 31-March-2018]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/ HUF	1,513,901	-	1,513,901	46.65%	1,663,901	-	1,663,901	51.28%	9.91%
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%
Sub Total (A) (1)	1,513,901	-	1,513,901	46.65%	1,663,901	-	1,663,901	51.28%	9.91%
(2) Foreign									
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%
Sub Total (A) (2)	-	-	-	0.00%	-	-	-	0.00%	0.00%
TOTAL (A)	1,513,901	-	1,513,901	46.65%	1,663,901	-	1,663,901	51.28%	9.91%

B. Public Shareholding									
1. Institutions									
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	-	-	-	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%
Sub-total (B)(1):-	-	-	-	0.00%	-	-	-	0.00%	0.00%
2. Non-Institutions									
a) Bodies Corp.									
i) Indian	1,012,143	100	1,012,243	31.19%	721391	100	721,491	22.23%	-28.72%
ii) Overseas	-	-	-	0.00%	-	-	-	0.00%	0.00%
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	97714	102,150	199,864	6.16%	295,016	82,150	377,166	11.62%	88.71%
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	509,641	-	509,641	15.71%	451,616	-	451,616	13.92%	-11.39%
c) Others (specify)									
Non Resident Indians	1	-	1	0.00%	746	-	746	0.02%	74500.00%
Overseas Corporate Bodies	-	-	-	0.00%	-	-	-	0.00%	0.00%
Foreign Nationals	-	-	-	0.00%	-	-	-	0.00%	0.00%
Clearing Members	1,166	-	1,166	0.04%	1361	-	1,361	0.04%	16.72%
Individual HUF	8,084	100	8,184	0.25%	28619	100	28,719	0.89%	250.92%
Trusts	-	-	-	0.00%	-	-	-	0.00%	0.00%
Foreign Bodies - D R	-	-	-	0.00%	-	-	-	0.00%	0.00%
Sub-total (B)(2):-	1,628,749	102,350	1,731,099	53.35%	1,498,749	82,350	1,581,099	48.72%	-8.67%
Total Public (B)	1,628,749	102,350	1,731,099	53.35%	1,498,749	82,350	1,581,099	48.72%	-8.67%
C. Shares held by Custodian for GDRs & ADRs			-	0.00%				0.00%	0.00%
Grand Total	3,142,650	102,350	3,245,000	100.00%	3,162,650	82,350	3,245,000	100.00%	0.00%

(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	Pallavi Mittal	1013901	31.25	0	1663901	51.28	0	64.11%	
2	Ashish Mittal	500000	15.41%	0	0	0	0	-100.00%	
		1,513,901	46.65%	0.00%	1,663,901	51.28%	0.00%	0.00%	

(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	Ashish Mittal						
	At the beginning of the year	01.04.2017		500,000	15.41%	500,000	15.41%
	Changes during the year	NA	Transfer	500,000	15.41%	-	0.00%
	At the end of the year	31.03.2018		-	0.00%	-	0.00%
2	Pallavi Mittal						
	At the beginning of the year	01.04.2016		1,013,901	31.25%	1,013,901	31.25%
		16.05.2017	Allot	500,000	15.41%	1,513,901	46.65%
	Changes during the year	29.09.2017	Allot	103,767	3.20%	1,617,668	49.85%
		04.10.2017	Allot	20,000	0.62%	1,637,668	50.47%
		10.10.2017	Allot	26,233	0.81%	1,663,921	51.28%
	At the end of the year	31.03.2017		1,663,901	51.28%	1,663,921	51.28%

(iv) Shareholding Pattern of top 10 Shareholders
(Other than Directors, Promoters and Holders of GDRs and ADRs):

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	PNR Financial Services Pvt. Ltd.						
	At the beginning of the year	01.04.2017		500,000	15.41%	500,000	15.41%
	At the end of the year	31.03.2018		475,600	14.66%	475,600	14.66%
2	Surya Medi tech Ltd.						
	At the beginning of the year	01.04.2017		500,000	15.41%	500,000	15.41%
	At the end of the year	31.03.2018		220,418	6.79%	220,418	6.79%
3	Rajnish Goenka						
	At the beginning of the year	01.04.2017		500,000	15.41%	500,000	15.41%
	At the end of the year	31.03.2018		395,767	12.20%	395,767	12.20%
4	Tanvi Jignesh Mehta						
	At the beginning of the year	01.04.2017		-	0.00%	-	0.00%
	At the end of the year	31.03.2018		25,953	0.80%	25,953	0.80%
5	Rahul Anantrai Mehta						
	At the beginning of the year	01.04.2017		29,141	0.90%	29,141	0.90%
	At the end of the year	31.03.2018		25,932	0.80%	25,932	0.80%
5	Vinod Fojmalji Kothari H.U.F .						
	At the beginning of the year	01.04.2017		7,387	0.23%	7,387	0.23%
	At the end of the year	31.03.2018		16,412	0.51%	16,412	0.51%
6	Manoj Kumar						
	At the beginning of the year	01.04.2017		13,800	0.43%	13,800	0.43%
	At the end of the year	31.03.2018		13,800	0.43%	13,800	0.43%
7	Karvy Stock Broking Limited						
	At the beginning of the year	01.04.2017		-	0.00%	-	0.00%
	At the end of the year	31.03.2018		10,967	0.34%	10,967	0.34%
8	Pushpa Sharma						
	At the beginning of the year	01.04.2017		10,000	0.31%	10,000	0.31%
	At the end of the year	31.03.2018		10,000	0.31%	10,000	0.31%
9	Kavita K Shah						
	At the beginning of the year	01.04.2017		10,000	0.31%	10,000	0.31%
	At the end of the year	31.03.2018		8,371	0.26%	8,371	0.26%
10	Sameer Vijaysing Jagtap						
	At the beginning of the year	01.04.2017		7,700	0.24%	7,700	0.24%
	At the end of the year	31.03.2018		7,700	0.24%	7,700	0.24%

(v) Shareholding of Directors and Key Managerial Personnel:							
SN	Shareholding of each Directors and each Key Managerial Personnel	Shareholding at the Beginning of the year as on 1.4.2017		Change in the Shareholding during the year		Shareholding at the end of the year as on 31.3.2018	
		No. of shares	% of total shares	No. of shares	% of total shares	No. of shares	% of total shares
1	Pallavi Mittal	1,013,901	31.25%	650,000	20.03%	1,663,901	51.28%

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment.

(Amt. Rs.)

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	-	9,489,800.00	-	9,489,800.00
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	9,489,800.00	-	9,489,800.00
Change in Indebtedness during the financial year				
* Addition	-	-	-	-
* Reduction	-	8,909,497.00	-	8,909,497.00
Net Change	-	8,909,497.00	-	8,909,497.00
Indebtedness at the end of the financial year				
i) Principal Amount	-	580,303.00	-	580,303.00
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	580,303.00	-	580,303.00

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

SN.	Particulars of Remuneration	Name of Key Managerial Personnel			Total Amount
	Name	Pallavi Mittal			(Rs.)
	Designation	Managing Director	WTD	Manager	
1	Gross salary	1,320,000.00	150000	N.A.	N.A.
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	-	-	-
	(b) Value of perquisites u/s 17(2) Income-tax	-	-	-	-
	(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	1,320,000.00	150,000.00	-	-
	Ceiling as per the Act	As per Schedule V of the Act.			

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.)
	Designation	CEO	CFO	CS	
1	Gross salary	Not Applicable	Not Applicable	Preeti Kataria	
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	-	85,161.00	85,161.00
	(b) Value of perquisites u/s 17(2) Income-tax	-	-	-	-
	(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	-	-	85,161.00	85,161.00

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:					Not Applicable
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					
Punishment			NIL		
Compounding					
B. DIRECTORS					
Penalty					
Punishment			NIL		
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty					
Punishment			NIL		
Compounding					

On behalf of the Board of Directors
For Aayush Food and Herbs Limited
Sd/-
Pallavi Mittal
Managing Director

DIN: 07704583

Place: Delhi
Date: 25.08.2018

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

Sd/-
Reema Aggarwal
Director
DIN: 01644142

Form No. MR-3

SECRETARIAL AUDIT REPORT
(For the Financial year ended 31st March 2018)

[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 2018** 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 2018** 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, 2015;
 - 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 other industry specific 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.
- ii. The provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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 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: 05.07.2018

Sd/

K.O.SIDDIQUI

FCS 2229; CP 1284

INDEPENDENT AUDITOR'S REPORT

To the Members of Aayush Food & Herbs Limited

Report on the Standalone Ind AS Financial Statements

We have audited the accompanying standalone Ind AS financial statements of Aayush Food & Herbs Limited ("the Company"), which comprise the Balance Sheet as at 31 March 2018, the Statement of Profit and Loss, including the statement of Other Comprehensive Income, the Cash Flow Statement and the Statement of Changes in Equity for the year then ended and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Standalone Ind AS Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone Ind AS financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate 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 Ind AS 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 standalone Ind AS 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 thereunder. We conducted our audit of the standalone Ind AS financial statements in accordance with the Standards on Auditing, issued by the Institute of Chartered Accountants of India, as 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 standalone Ind AS 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 standalone Ind AS financial statements that give a 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 the Company's Directors, as well as evaluating the overall presentation of the standalone Ind AS 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 standalone Ind AS financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the standalone Ind AS 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, of the state of affairs of the Company as at 31 March 2018, its profit including other comprehensive income, its cash flows and the changes in equity for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section(11) of section 143 of the Act, we give in the "**Annexure 1**" a statement on the matters specified in paragraphs 3 and 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 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 it appears from our examination of those books;
 - C. The Balance Sheet, Statement of Profit and Loss including the Statement of Other Comprehensive Income, the Cash Flow Statement and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account;
 - D. In our opinion, the aforesaid standalone Ind AS financial statements comply with the Accounting Standards specified under section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended.
 - E. On the basis of written representations received from the directors as on 31 March 2018, and taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2018, from being appointed as a director in terms of section 164 (2) of the Act;
 - F. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "**Annexure 2**" to this report;
 - G. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations on its financial position in its standalone Ind AS financial statements ;
 - ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts;and
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

For Sudhir Agarwal & Associates

Chartered Accountants

ICAI Firm Registration Number: 509930C

Sd/

Sudhir K. Agarwal

Partner

Membership Number: 088583

Place: New Delhi

Date: 28th May, 2018

Annexure 1 referred to in paragraph 1 under the heading “Report on Other Legal and Regulatory Requirements” of our report of even date.

Re: Aayush Food & Herbs Limited (“the Company”)

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) All fixed assets have not been physically verified by the management during the year but there is a regular programme of verification which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification.
- (c) According to the information and explanations given by the management, there are no immovable properties, included in property, plant and equipment/ fixed assets of the company and accordingly, the requirements under paragraph 3(i)(c) of the Order are not applicable to the Company.
- (ii) The inventories have been physically verified by the management during the year. In our opinion, the frequency of verification is reasonable. No material discrepancies were noticed on such physical verification.
- (iii) According to the information and explanations given to us, the Company has not granted any loans, secured or unsecured to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under section 189 of the Act. Accordingly, the provisions of clause 3(iii)(a), (b) and (c) of the Order are not applicable to the Company and hence not commented upon.
- (iv) In our opinion and according to the information and explanations given to us, provisions of section 185 and 186 of the Companies Act 2013 in respect of loans to directors including entities in which they are interested and in respect of loans and advances given, investments made and, guarantees, and securities given have been complied with by the Company.
- (v) The Company has not accepted any deposits within the meaning of Sections 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended). Accordingly, the provisions of clause 3(v) of the Order are not applicable.
- (vi) To the best of our knowledge and as explained, the Central Government has not specified the maintenance of cost records under section 148(1) of the Act, for the products/ services of the Company.
- (vii) (a) The Company is generally regular in depositing with appropriate authorities undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, service tax, goods and service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues applicable to it. With regard to service tax dues, we also draw reference to note 10 to the financial statements.
- (b) According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, employees' state insurance, income-tax, sales-tax, service tax, goods and service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues were outstanding, at the year end, for a period of more than six months from the date they became payable.
- (viii) In our opinion and according to the information and explanations given by the management, the Company has not defaulted in repayment of loans or borrowing to financial institution, bank, government or dues to debenture holders.
- (ix) According to the information and explanations given by the management, the Company has not raised any money by way of initial public offer/ further public offer/ debt instruments and term loans hence, reporting under clause (ix) is not applicable to the Company and hence not commented upon.
- (x) Based upon the audit procedures performed for the purpose of reporting the true and fair view of the financial

statements and according to the information and explanations given by the management, we report that no fraud by the company or no fraud on the company by the officers and employees of the Company has been noticed or reported during the year.

- (xi) According to the information and explanations given by the management, the managerial remuneration has been paid/ provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.
- (xii) In our opinion, the Company is not a nidhi company. Therefore, the provisions of clause 3(xii) of the Order are not applicable to the Company and hence not commented upon.
- (xiii) According to the information and explanations given by the management, transactions with the related parties are in compliance with section 177 and 188 of Act where applicable and the details have been disclosed in the notes to the financial statements, as required by the applicable accounting standards.
- (xiv) According to the information and explanations given to us and on an overall examination of the balance sheet, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review and hence, reporting requirements under clause 3(xiv) are not applicable to the company and not commented upon.
- (xv) According to the information and explanations given by the management, the Company has not entered into any non-cash transactions with directors or persons connected with him as referred to in section 192 of the Act.
- (xvi) According to the information and explanations given to us, the provisions of section 45-IA of the Reserve Bank of India Act, 1934 are not applicable to the Company.

For Sudhir Agarwal & Associates

Chartered Accountants

Firm Registration Number: 509930C

Sd/

Sudhir K. Agarwal

Partner

Membership Number: 088583

Place: New Delhi

Date: 28th May, 2018

ANNEXURE 2 REFERRED TO IN PARAGRAPH 2 (f) OF THE SECTION ON “REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS” OF OUR REPORT OF EVEN DATE

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

To the Members of “Aayush Food & Herbs Limited”

We have audited the internal financial controls over financial reporting of Aayush Food & Herbs Limited (“the Company”) as of March 31, 2018 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note of Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) and the Standards on Auditing as specified under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, and both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial Statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the

company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2018, based on the internal control over financial reporting criteria, considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For Sudhir Agarwal & Associates

Chartered Accountants

ICAI Firm Registration Number: 509930C

Sd/

Sudhir K. Agarwal

Partner

Membership Number: 088583

Place: New Delhi

Date: 28th May, 2018

AAYUSH FOOD AND HERBS LIMITED

CIN: L01122DL1984PLC018307

Registered Office: G-321, Chirag Delhi, New Delhi - 110017

Balance Sheet As on 31st March, 2018

Particulars	Note No.	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
ASSETS				
Non-current assets				
(a) Property, Plant and Equipment	3	7,193,021	95,479	146,566
(b) Capital Work in Progress				
(c) Intangible assets				
(d) Investment in Property	4	1,943,610	1,943,610	1,943,610
(e) Financial assets				
(i) Trade receivable				
(ii) Loans				
(iii) Other financial assets				
(f) Deferred tax assets (net)	5	169,565	275,646	277,531
(g) Other non-current assets	6	1,418,285	2,009,831	2,601,896
		10,724,482	4,324,566	4,969,603
Current assets				
(a) Inventories	7	172,226,884	15,477,715	-
(b) Financial Assets				
(i) Investments		-	-	
(ii) Trade receivables	8	183,652,748	136,037,440	50,276,300
(iii) Cash and cash equivalents	9	45,506,076	1,939,746	448,004
(iv) Other Bank Balances				
(v) Loans				
(vi) Other financial assets				
(c) Current Income tax assets (net)				
(d) Other current assets	10	13,440,386	3,781,437	176,164
		414,826,094	157,236,338	50,900,468
TOTAL		425,550,576	161,560,904	55,870,071
Continued..				

In terms of our report attached of the even date

For Sudhir Agarwal & Associates

Chartered Accountants

ICAI Firm Registration No. 509930C

Sd/
Sudhir K. Agarwal
Partner

Membership No. 088583

Place: New Delhi
Date: May 28, 2018

For and on behalf of the Board of Directors

Sd/
Pallavi Mittal
Managing DirectorSd/
Reema Aggarwal
DirectorSd/
Preeti Kataria
Company Secretary

Balance Sheet As on 31st March, 2018

Particulars	Note No.	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
EQUITY AND LIABILITIES				
Equity				
Equity share capital	11	32,450,000	32,450,000	32,450,000
Reserve & Surplus	12	19,124,948	12,256,247	8,934,277
		51,574,948	44,706,247	41,384,277
Liabilities				
Non-current Liabilities				
(a) Financial liabilities				
(i) Borrowings		580,303	9,489,800	-
(ii) Other financial liabilities		-	-	-
(b) Provisions				
(c) Deferred tax liabilities (Net)				
(d) Other non-current liabilities				
Total A		52,155,251	54,196,047	41,384,277
Current Liabilities				
(a) Financial liabilities				
(i) Borrowings				
(ii) Trade payables	14	366,855,363	104,778,609	14,306,744
(iii) Other financial liabilities				
(b) Other current liabilities				
(c) Provisions	16	2,780,581	1,753,072	169,050
Total B		373,395,327	107,364,857	14,485,794
Total liabilities (A+B)		425,550,576	161,560,904	55,870,071
Total equity and liabilities				
See accompanying note nos. 1 to 27 forming part of the financial statements In terms of our report attached of the even date				

In terms of our report attached of the even date

For Sudhir Agarwal & Associates

Chartered Accountants

ICAI Firm Registration No. 509930C

Sd/
Sudhir K. Agarwal
Partner

Membership No. 088583

Place: New Delhi
Date: May 28, 2018

For and on behalf of the Board of Directors

Sd/
Pallavi Mittal
Managing Director

Sd/
Reema Aggarwal
Director

Sd/
Preeti Kataria
Company Secretary

AAYUSH FOOD AND HERBS LIMITED

CIN: L01122DL1984PLC018307

Registered Office: G-321, Chirag Delhi, New Delhi - 110017

Profit & Loss Account for the year ended 31st March, 2018

Particulars		Note No	For the Year Ended March 31, 2018	For the Year Ended March 31, 2017
I	Revenue from operations (gross)	17	1,875,235,354	999,637,274
II	Other income	18	4,116,028	4,072,048
III	Total income (I + II)		1,879,351,382	1,003,709,322
IV	Expenses:			
	Cost of materials consumed			
	Changes in inventories of finished goods and work-in-progress	19	(156,749,169)	(15,477,715)
	Excise Duty on sales			
	Purchases		1,870,354,784	869,328,045
	Power and Fuel			
	Employee benefits expense	20	9,497,058	1,234,313
	Finance costs	21	3,219,799	394,409
	Depreciation and amortisation expense	3	237,620	51,087
	Administrator & Other expenses	22	143,685,473	143,118,475
	Total expenses		1,870,245,565	998,648,614
V	Profit/(loss) before exceptional item and tax (III-IV)		9,105,817	5,060,708
VI	Exceptional item		-	-
VII	Profit/(loss) before tax (V-VI)		9,105,817	5,060,708
VIII	Tax-expense/(Credit):			
	-Current tax			1,753,072
	-Deferred tax(reversed)		2,238,667 106,081	
IX	Profit/(loss) for the year (VII-VIII)		6,761,069	3,305,751
X	Other Comprehensive income/(loss)			
	Item that will not be subsequently reclassified to profit or loss			
	(a) Re-measurement gains/(losses) on defined benefit obligations		-	-
	(b) Income tax effect		-	-
	Item that may be subsequently reclassified to profit or loss:			
	(a) Cash flow hedges		-	-
	(b) Income tax effect		-	-
	Total Other Comprehensive income/(loss) for the year		-	-
XI	Total Comprehensive income/(loss) for the year		6,761,069	3,305,751
XII.	Earnings/(loss) per equity share (of Rs. 10/- each)			
	Basic and Diluted (in Rs. per share)		2.084	1.019

See accompanying note nos. 1 to 27 forming part of the financial statements
In terms of our report attached of the even date

In terms of our report attached of the even date

For Sudhir Agarwal & Associates

Chartered Accountants

ICAI Firm Registration No. 509930C

Sudhir K. Agarwal

Partner

Membership No. 088583

Place: New Delhi

Date: May 28, 2018

For and on behalf of the Board of Directors

Sd/
Pallavi Mittal
Managing Director

Sd/
Reema Aggarwal
Director

Sd/
Preeti Kataria
Company Secretary

AAYUSH FOOD AND HERBS LIMITED

CIN: L01122DL1984PLC018307

Registered Office: G-321, Chirag Delhi, New Delhi - 110017

Cash Flow Statement as on 31st March, 2018

Particulars	For the Year Ended March 31, 2018	For the Year Ended March 31, 2017
A. Cash flow from operating activities		
Profit/(loss) before tax from	9,105,817	5,060,708
- Continuing Operations		
-Discontinud Operations	-	-
Profit before Income Tax including discontinued operations	9,105,817	5,060,708
Adjustments For:		
Depreciation and amortisation expense	237,620	51,087
Provision for Adjustments	107,632	(7,832)
Change in operating assets and liabilities		
(Increase)/Decrease in inventories	(156,749,169)	(15,477,715)
Increase/(Decrease) in trade payables	262,076,754	90,471,865
(Increase)/Decrease in other Liabilities		823,176
(Increase)/Decrease in trade receivables	(47,615,308)	(85,761,140)
(Increase)/Decrease in Other Current Assets	(9,067,403)	(2,985,208)
Increase/(Decrease) in Short Term loans & Advances		(28,000)
Increase/(Decrease) in other liabilities	3,953,717	-
Sub-Total	52,943,842	(12,913,767)
Cash generated from operations	62,049,659	(7,853,059)
Net Income taxes (paid) / refunds	2,238,667	144,999
Net cash inflows from operating activities	59,810,992	(7,998,058)
B. Cash flow from investing activities		
Capital expenditure on property, plant and equipments including capital advances	(7,335,162)	-
Net cash outflow from investing activities	(7,335,162)	
C. Cash flow from financing activities		
Repayments of Short Term Borrowings	(8,909,498)	9,489,800
Net cash outflow in financing activities	(8,909,498)	9,489,800
Net (decrease) / increase in cash and cash equivalents	43,566,332	1,491,742
A+B+C		
Cash and cash equivalents as at the beginning of the year	1,939,745	448,004
Cash and cash equivalents as at the End of the year	45,506,076	1,939,746
0		

(See accompanying note nos. 1 to 27 forming part of the financial statements in terms of our report attached of the even date)

In terms of our report attached of the even date

For Sudhir Agarwal & Associates

Chartered Accountants

ICAI Firm Registration No. 509930C

Sd/
Sudhir K. Agarwal

Partner

Membership No. 088583

For and on behalf of the Board of Directors

Sd/
Pallavi Mittal
Managing Director

Sd/
Reema Aggarwal
Director

Place: New Delhi
Date: May 28, 2018

Sd/
Preeti Kataria
Company Secretary

Notes forming part of the Financial Statements

1. Company Overview

M/s Aayush Food & Herbs Limited (the "Company") is a public limited company domiciled in India and is incorporated under the provisions of the Companies Act 1956 then applicable in India. It has been engaged primarily in the business of trading of rice in a different varieties. The Company sale basmati and non-basmati rice in India as well as in out-side India. During the financial year beginning from 1st April, 2017 to 31st March, 2018, the company has recorded its major portion of revenue by selling rice in different gulf countries.

2. Significant Accounting policies

2.1 Statement of Compliance

These financial statements of the Company have been prepared in accordance with Indian Accounting Standards notified under the Companies (Indian Accounting Standards) Rules, 2015 ("Ind AS"). The Company has prepared its financial statements up to the year ended 31st March, 2017 in accordance with generally accepted accounting principles in the India, including accounting standards read with Section 133 of the Companies Act, 2013 notified under Companies (Accounting Standards) Rules, 2006 ("Previous GAAP"). These are the Company's first Ind AS financial statements. The date of transition to Ind AS is 1st April, 2016. Refer note 2.20 below for the details of first time adoption exemptions availed by the Company.

2.2 Basis of preparation

These financial statements are prepared in accordance with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 ('the Act') read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015, and presentation requirements of Schedule III to the Act under the historical cost convention on the accrual basis except for certain financial instruments which are measured at fair value.

Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

2.3 Critical accounting judgments and key sources of estimation uncertainty

The preparation of the financial statements in conformity with the Ind AS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities and disclosures as at date of the financial statements and the reported amounts of the revenues and expenses for the years presented. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates under different assumptions and conditions.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

Critical Judgments In the process of applying the Company's accounting policies, management has made the following judgments, which have the most significant effect on the amounts recognized in the financial statements:

Contingences and commitments: In the normal course of business, contingent liabilities may arise from litigations and other claims against the Company. Where the potential liabilities have a low probability of crystallizing or are very difficult to quantify reliably, company treat them as contingent liabilities. Such liabilities are disclosed in the notes but are not provided for in the financial statements. Although there can be no assurance regarding the final outcome of the legal proceedings, company do not expect them to have a materially adverse impact on the financial position or profitability.

Key sources of estimation uncertainty

The key assumptions concerning the future, and other key sources of estimation uncertainty at the end of the reporting period, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below:

Income taxes: The Company's tax jurisdiction is India. Significant judgments are involved in determining the provision for income taxes, including amount expected to be paid /recovered for uncertain tax positions.

Useful lives of property, plant and equipment : As described in Note 2.8, the Company reviews the estimated useful lives and residual values of property, plant and equipment at the end of each reporting period. During the current financial year, the management determined that there were no changes to the useful lives and residual values of the property, plant and equipment.

Allowances for doubtful debts: The Company makes allowances for doubtful debts based on an assessment of the recover ability of trade and other receivables. The identification of doubtful debts requires use of judgment and estimates.

2.4 Operating Cycle and Current versus non-current classification

The Company presents assets and liabilities in the balance sheet based on current/ non-current classification in accordance with Part-I of Division- II of Schedule III of the Companies Act, 2013.

An asset is treated as current when it,

- (a) Expected to be realized or intended to be sold or consumed in normal operating cycle;
- (b) Held primarily for the purpose of trading; or
- (c) Expected to be realized with in twelve months after the reporting period, or
- (d) The asset is cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period. All other assets are classified as non-current.

A liability is current when,

- (a) It is expected to be settled in normal operating cycle; or
- (b) It is held primarily for the purpose of trading; or
- (c) It is due to be settled within twelve months after the reporting period, or
- (d) There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period. Terms of a liability that could, at the option of the counter party, results in its settlement by the issue of equity instruments do not affect its classification. The Company classifies all other liabilities as non-current.

The operating cycle is the time between the acquisition of assets for processing and their realization in cash and cash equivalents. The Company has identified twelve months as its normal operating cycle.

2.5 Revenue recognition

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured, regardless of when the payment is being made. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment inclusive of excise duty and net of returns, trade allowances, rebates, taxes and amounts collected on behalf of third parties and government.

Sale of Goods Revenue from the sale of goods is recognized when the goods are delivered and titles have passed, at which time all the following conditions are satisfied:

- the Company has transferred to the buyer the significant risks and rewards of ownership of the goods;

- the Company retains neither continuing managerial involvement to the degree usually associated with ownership nor effective control over the goods sold ;
- the amount of revenue can be measured reliably;
- it is probable that the economic benefits associated with the transaction will flow to the Company; and the costs incurred or to be incurred in respect of the transaction can be measured reliably.

Interest income Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable.

Dividends that there is no any dividend income has earned by the company during the current financial year, Generally, the company has policy to recognized the dividend income from investments when the Company's right to receive the payment is established, which is generally when shareholders approve the dividend.

2.6 Segment Reporting

In this financial year, the company has been presenting its first Financial Statements in the IND-AS. Therefore, the company has adopt the Indian Accounting Standard Abbreviate it "IND-AS-101 First Time Adoption of Indian Accounting Standard. Thus, the Standard has provided the relaxation to the companies for compliance of the provisions of certain IND-AS. Therefore, the company has decided not to report segment reporting during the current year it is transitional phase for implementation Indian Accounting Standard.

2.7 Foreign Currencies

Functional currency: The functional currency of the Company is the Indian rupee.

Transactions and translations : In general all foreign currency transactions are translated into the functional currency using the exchange rates at the dates of the transactions.

The Company has not having any Foreign-currency-denominated monetary assets and liabilities are translated into the relevant functional currency at exchange rates in effect at the Balance Sheet date.

The Company has recognised its debtors and creditor which are located into overseas/offshore region at Foreign Currency Rate at transactions date. Thus, all the foreign Debtors/ Creditors if any has been recognising in Indian Rupee at balance sheet date.

2.8 Property, plant and equipment

Property, plant and equipment are stated at cost, less accumulated depreciation and impairment, if any. Costs directly attributable to acquisition are capitalized until the property, plant and equipment are ready for use, as intended by management.

An item of property, plant and equipment and any significant part initially recognized is derecognized upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset is included in the Statement of Profit or Loss when the asset is derecognized.

For transition to Ind AS, the Company has elected to continue with the carrying value of all its property, plant and equipment recognized as on April 1, 2016 measured as per previous GAAP as it deemed cost on the date of transition.

The company depreciates property, plant and equipment over their estimated useful lives using the straight-line method. The estimated useful lives of assets are as follows:

Plant and Equipment : 10 - 15 years

Office Equipment* : 3 to 6 years

Furniture And Fixture : 10 years

Electrical Installation and Equipment : 10 years Vehicles : 10 years

*Based on technical evaluation, the management believes that the useful lives as given above best represent the period

over which management expects to use these assets. Hence, the useful lives for these assets is different from the useful lives as prescribed under Part C of Schedule II of the Companies Act 2013.

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

An item of property, plant and equipment is derecognized upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on disposal or retirement of an item of property, plant and equipment is determined as the difference between sales proceeds and the carrying amount of the asset and is recognized in profit or loss. Fully depreciated assets still in use are retained in financial statements.

2.9 Capital work-in-progress and intangible assets under development

Capital work-in-progress/intangible assets under development are carried at cost, comprising direct cost, related incidental expenses and attributable borrowing cost.

2.10 Intangible assets

Intangible assets are measured on initial recognition at cost and subsequently are carried at cost less accumulated amortization and accumulated impairment losses, if any.

An intangible asset is derecognized on disposal, or when no future economic benefits are expected from use or disposal. Gains or losses on derecognition are determined by comparing proceeds with carrying amount. These are included in profit or loss within other gains/(losses).

The Company amortizes intangible assets with a finite useful life using the straight-line method over the of useful lives determined by the terms of the agreement /contract. The estimated useful life is reviewed annually by the management.

2.11 Income tax

Income tax expense comprises current tax expense and the net change in the deferred tax asset or liability during the year. Current and deferred taxes are recognized in Statement of Profit and Loss, except when they relate to items that are recognized in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognized in other comprehensive income or directly in equity, respectively.

Current tax: Current tax is measured at the amount of tax expected to be payable on the taxable income for the year as determined in accordance with the provisions of the Income Tax Act, 1961. Current tax assets and current tax liabilities are offset when there is a legally enforceable right to set off the recognized amounts and there is an intention to settle the asset and the liability on a net basis.

Deferred tax: Deferred income tax is recognized using the Balance Sheet approach. Deferred income tax assets and liabilities are recognized for deductible and taxable temporary differences arising between the tax base of assets and liabilities and their carrying amount, except when the deferred income tax arises from the initial recognition of an asset or liability in a transaction that is not a business combination and affects neither accounting nor taxable profit or loss at the time of the transaction.

Deferred tax assets are recognized only to the extent that it is probable that either future taxable profits or reversal of deferred tax liabilities will be available, against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilized. The carrying amount of a deferred tax asset is reviewed at the end of each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilized.

Deferred tax assets and liabilities are measured using the tax rates and tax laws that have been enacted or substantively enacted by the end of the reporting period and are expected to apply when the related deferred tax asset is realized or the deferred tax liability is settled. Deferred tax assets and liabilities are offset when there is a legally enforceable right to set current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority.

2.12 Impairment of assets

Financial assets : The Company assesses on a forward looking basis the expected credit losses associated with its

financial assets. The impairment methodology applied depends on whether there has been a significant increase in credit risk. For trade receivables only, the Company applies the simplified approach permitted by Ind AS 109 Financial Instruments, which requires expected lifetime losses to be recognized from initial recognition of the receivables.

PPE and intangibles assets: Property, plant and equipment and intangible assets with finite life are evaluated for recoverability whenever there is any indication that their carrying amounts may not be recoverable. If any such indication exists, the recoverable amount (i.e. higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the cash-generating unit (CGU) to which the asset belongs.

If the recoverable amount of an asset (or CGU) is estimated to be less than its carrying amount, the carrying amount of the asset (or CGU) is reduced to its recoverable amount. An impairment loss is recognised in the Statement of Profit and Loss.

2.13 Cash and cash equivalents

For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash on hand, deposits held at call with financial institutions, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

2.14 Provisions and Contingent Liabilities:

Provisions are recognized when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Provisions are measured at the best estimate of the expenditure required to settle the present obligation at the Balance sheet date.

If the effect of the time value of money is material, provisions are discounted to reflect its present value using a current pre-tax rate that reflects the current market assessments of the time value of money and the risks specific to the obligation. When discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost.

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount cannot be made.

2.15 Inventories

Inventories are valued at lower of cost on FIFO basis and net realizable value after providing for obsolescence and other losses, where considered necessary. Cost includes all charges in bringing the goods to their present location and condition, including octroi and other levies, transit insurance and receiving charges. Work-in-progress and finished goods include appropriate proportion of overheads and, where applicable, excise duty. Net realizable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and the estimated costs necessary to make the sale.

2.16 Non-derivative financial instruments

Financial assets and liabilities are recognized when the Company becomes a party to the contractual provisions of the instrument. Financial assets and liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value measured on initial recognition of financial asset or financial liability.

a. Financial assets - Subsequent measurement

Financial assets at amortized cost: Financial assets are subsequently measured at amortized cost if these financial

assets are held within a business whose objective is to hold these assets in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets at fair value through other comprehensive income (FVTOCI): Financial assets are measured at fair value through other comprehensive income if these financial assets are held within a business whose objective is achieved by both collecting contractual cash flows that give rise on specified dates to solely payments of principal and interest on the principal amount outstanding and by selling financial assets.

Financial assets at fair value through profit or loss (FVTPL): Financial assets are measured at fair value through profit or loss unless it is measured at amortized cost or at fair value through other comprehensive income on initial recognition. The transaction costs directly attributable to the acquisition of financial assets and liabilities at fair value through profit or loss are immediately recognized in profit or loss.

b. Financial liabilities - Subsequent measurement

Financial liabilities are measured at amortized cost using the effective interest method. The measurement of financial liabilities depends on their classification, as described below:

Loans and borrowings: After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortized cost on accrual basis.

Composite financial Instrument: The fair value of the liability portion of an optionally convertible bond is determined using a market interest rate for an equivalent non-convertible bond. This amount is recorded as a liability on an amortized cost basis until extinguished on conversion or redemption of the bonds. The remainder of the proceeds is attributable to the equity portion of the compound instrument. This is recognized and included in shareholders' equity.

Derecognition

A financial liability is derecognized when the obligation specified in the contract is discharged, cancelled or expires.

c. Offsetting of financial instruments:

Financial assets and financial liabilities are set and the net amount is reported in financial statements if there is a currently enforceable legal right to offset the recognized amounts and there is an intention to settle on a net basis, to realize the assets and settle the liabilities simultaneously.

2.17 Borrowing costs

General and specific borrowing costs (including exchange differences arising from foreign currency borrowing to the extent that they are regarded as an adjustment to interest cost) that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalized during the period of time that is required to complete and prepare the asset for its intended use or sale. Qualifying assets are assets that necessarily take a substantial period of time to get ready for their intended use or sale.

Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalization. Other borrowing costs are expensed in the period in which they are incurred.

2.18 Employee Benefits

Employee benefits consist of Short Term Employment benefits such as salary, bonus, commission etc, contribution to employees state insurance, provident fund, gratuity fund and compensated absences.

Post-employment benefit plans Defined Contribution plans

Contributions to defined contribution schemes such as Company's provident fund contribution is made to a government administered fund and charged as an expense to the Statement of Profit and Loss. The above benefits are classified as Defined Contribution Schemes as the Company has no further defined obligations beyond the monthly contributions.

2.19 Earnings per share (EPS)

Basic EPS is computed by dividing the profit or loss attributable to the equity shareholders of the Company by the weighted average number of Ordinary shares outstanding during the year. Diluted EPS is computed by adjusting the profit or loss attributable to the ordinary equity shareholders and the weighted average number of ordinary equity shares, for the effects of all dilutive potential Ordinary shares.

2.20 Explanation of transition to Ind AS

As stated in Note 2.1, the Company's financial statements for the year ended 31st March, 2018 are the first annual financial statements prepared by the Company in order to comply with Ind AS. The adoption of Ind AS was carried out in accordance with Ind AS 101, using 1st April, 2016 as the transition date. The transition was carried out from Previous GAAP (based on the AS framework) to Ind AS. The effect of adopting Ind AS has been summarized in the reconciliations provided below.

Ind AS 101 generally requires full retrospective application of the Standards in force at the first reporting date. However, Ind AS 101 allows certain exemptions in the application of particular Standards to prior periods in order to assist companies with the transition process.

Reconciliations The accounting policies as stated above in Note 2 have been applied in preparing the financial statements for the year ended 31st March, 2018, the financial statements for the year ending 31st March, 2017 and the preparation of an opening Ind AS statement of financial position as at 1st April, 2016. In preparing its opening Ind AS Balance Sheet and Statement of Profit and Loss for the year ended 31st March, 2017, the Company has adjusted amounts reported in financial statements prepared in accordance with Previous GAAP

An explanation of how the transition from Previous GAAP to Ind AS has affected the Company's financial position, financial performance and cash flows is set out in the following tables:

i. Exemptions availed on first time adoption of Ind AS 101:

On first time adoption of Ind AS, Ind AS 101 allows certain exemptions from the retrospective application of certain requirements under Ind AS. The Company has availed the following exemptions:

- a. The Company has opted to continue with the carrying values measured under the previous GAAP and use that carrying value as the deemed cost for investment in joint ventures on the date of transition to Ind AS.
- b. The Company has opted to continue with the accounting for exchange differences arising on long-term foreign currency monetary items, outstanding as on the transition date, as per previous GAAP. Exchange differences arising on long-term foreign currency monetary items related to acquisition of a fixed asset or capital work in progress, as the case may be, are capitalized.

ii. Notes to the Reconciliations

(a) Property, plant and equipment

The Company did not opt deemed cost exemption as per Ind AS 101 'First time Adoption of Indian Accounting Standard.' The Company has applied the Ind AS 16, Property, Plant and Equipment (PPE) as if the same has always been applied i.e. with retrospective effect and accordingly, the carrying value for all of its property, plant and equipment as recognized in the financial statements has been measured as per the historical cost determined in accordance with Ind AS 16 instead of revalued amount of certain items of property, plant and equipment as per previous GAAP.

(b) Bank Deposit with maturity more than 12 months

As per provisions of Schedule-III of the Act, Bank deposits with more than 12 months maturity are re-grouped as non-current other financial assets.

(c) Non-Current Tax Assets

Advance Tax Assets not adjustable against the current tax liability have been regrouped and presented as non-current tax assets.

(d) Revenue from Sale of Goods

Under Previous GAAP, revenue was recognized net of trade discounts, rebates, sales taxes and excise duties. Under Ind AS, revenue is recognized at the fair value of the consideration received or receivable, after deduction of any trade discounts, volume rebates and any taxes or duties collected on behalf of the government such as sales tax and value added tax except excise duty.

(e) Other Comprehensive Income

Under the previous GAAP, the Company has not presented OCI separately. Hence, it has reconciled previous GAAP profit or loss to profit or loss as per Ind AS. Further, previous GAAP profit or loss is reconciled to total comprehensive income as per Ind AS.

AAYUSH FOOD AND HERBS LIMITED

CIN: L01122DL1984PLC018307

Registered Office: G-321, Chirag Delhi, New Delhi - 110017

Statement of Changes in Equity for the year ended March 31, 2018						
A Equity share capital	As at March 31, 2018					
Particulars	Numbers of shares		Rupees			
Equity shares of Rs. 10 each issued, subscribed and fully paid:						
As at April 1, 2016	32,45,000			3,24,50,000		
As at March 31, 2017	32,45,000			3,24,50,000		
As at March 31, 2018	32,45,000			3,24,50,000		
B Other equity						
Particulars	Capital Reserve		Retained Earnings	Debenture Redemption Reserve	General Reserve	Total reserves
Balance as at April 1, 2016	-	-	-	-	1,434,277	1,434,277
Profit for the year	-	-	-	-	3,321,970	3,321,970
Other comprehensive income/(loss) for the year ³	-	-	-	-	-	-
Total comprehensive income/(loss) for the year						
Transferred (from)/to Debenture Redemption Reserve	-	-	-	-	-	-
Income tax refund	-	-	-	-	-	-
Balance as at April 1, 2017	-	-	-	-	4,756,247	4,756,247
Profit for the year	-	-	-	-	6,761,069	6,761,069
Other comprehensive income/(loss) for the year ³	-	-	-	-	-	-
Total comprehensive income/(loss) for the year						
Transferred (from)/to Debenture Redemption Reserve	-	-	-	-	-	-
Balance as at March 31, 2018	-	-	-	-	11,517,316	11,517,316
0						

AAYUSH FOOD AND HERBS LIMITED

CIN: L01122DL1984PLC018307

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Note 3: Property, plant and equipment						
Particulars	Freehold land	Freehold buildings	Furniture, fittings and equipment	Plant and machinery	Total	Capital work-in-progress
Year as on 31st March, 2017.						
Gross carrying amount						
Deemed cost as at 1 April, 2016	-	-	290,425	345,210	635,635	-
Exchange differences	-	-	-	-	-	-
Additions	-	-	-	-	-	-
Assets included in a disposal group classified as held for sale	-	-	-	-	-	-
Disposals	-	-	-	-	-	-
Closing gross carrying amount	-	-	290,425	345,210	635,635	-
Accumulated depreciation	-	-	193,834	295,235	489,069	-
Depreciation charge during the year	-	-	25,007	26,079	51,087	-
Assets included in a disposal group classified as held for sale	-	-	-	-	-	-
Disposals	-	-	-	-	-	-
Exchange differences	-	-	-	-	-	-
Closing accumulated depreciation and impairment	-	-	218,841	321,314	540,156	-
Net carrying amount	-	-	71,584	23,896	95,479	-
Year ended 31 March 2018						
Gross carrying amount						
Opening gross carrying amount	-	-	290,425	345,210	635,635	-
Exchange differences	-	-	-	-	-	-
Acquisition of subsidiary	-	-	-	-	-	-
Additions	-	-	-	7,335,162	7,335,162	-
Assets classified as held for sale	-	-	-	-	-	-
Disposals	-	-	-	-	-	-
Transfers	-	-	-	-	-	-
Closing gross carrying amount	-	-	290,425	7,680,372	7,970,797	-
Accumulated depreciation and impairment						
Opening accumulated depreciation	-	-	218,841	321,314	540,156	-
Depreciation charge during the year	-	-	18,533	219,087	237,620	-
Impairment loss(if any)	-	-	-	-	-	-
Disposals	-	-	-	-	-	-
Exchange differences	-	-	-	-	-	-
Assets classified as held for sale	-	-	-	-	-	-
Closing accumulated depreciation and impairment	-	-	237,374	540,401	777,776	-
Net carrying amount	-	-	53,051	7,139,971	7,193,021	-

4 Financial assets - Non current : Investment Properties

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Gross carrying amount			
Opening gross carrying amount / Deemed cost	1,943,610	1,943,610	1,943,610
Additions	-	-	-
Closing gross carrying amount	1,943,610	1,943,610	1,943,610
Opening accumulated depreciation	-	-	-
Depreciation charge	-	-	-
Closing accumulated depreciation	-	-	-
Net carrying amount	1,943,610	1,943,610	1,943,610

5 Deferred Tax Assets(net)

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Deferred Tax Assets	169,565	275,646	277,531
Total	169,565	275,646	277,531

6 Financial assets - Non current : Other Non-Current Assets

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Sales Tax Refund	266,003	266,003	266,003
Advance Fees	1,152,282	1,743,828	2,335,893
Total	1,418,285	2,009,831	2,601,896

7 Financial Assets-Current: Inventories

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
(a) Finished goods	172,226,884	15,477,715	-
Total	172,226,884	15,477,715	-

Note: Inventory in the nature of Bye-Product has been valued at Net Reliasable Value as on 31st March, 2018.

8 Financial Assets-Current: Trade Receivables

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Trade Receivables	183,652,748	136,037,440	50,276,300
Receivables from Related Parties	-	-	-
Less: Allowance for Doubtful debts	-	-	-
Total	183,652,748	136,037,440	50,276,300

9 Financial assets - Current : Cash and cash equivalents

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Cash on hand	21,035	62,569	293,461
Balances with banks:			
Union Bank of India	25,658	13,686	-
Kotak Mahindra Bank	45,381,526	1,711,028	154,543
Axis Bank	77,857	-	-
Imprest Account	-	152,463	-
Total	45,506,076	1,939,746	448,004

10 Financial assets - Current : Other Current Assets

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Unsecured, considered good			
Short term loans & Advances	282,500	45,000	17,000
FDR	1,017	-	-
Prepaid expenses	540,133	9,331	9,219
Insurance Claim Receivable	244,492	276,898	-
Employee Advance	-	90,000	-
Duty Draw Back Receivable	521,420	718,380	-
Advance Freight Recoverable	-	2,148,258	-
Service Tax Receivable	202,770	390,954	-
Income Tax Refund (2011-12)	-	61,870	61,870
Income Tax Refund (2012-13)	6,826	6,826	6,826
GST Refundable	10,141,228	-	-
Advance Tax	1,500,000	-	-
TDS receivable	-	33,920	81,249
Total	13,440,386	3,781,437	176,164

Note 11: Equity share capital and other equity
Equity share capital
(a) Authorised equity share capital

Note: the Company has issued only one class of Equity Shares at Face Value Rs.10/- Each.

	Number of shares	Amount
As at 1 April 2016	3,500,000	35,000,000
Increase during the year	-	-
As at 31 March 2017	3,500,000	35,000,000
Increase during the year	-	-
As at 31 March 2018	3,500,000	35,000,000

(b) Issued, subscribed and fully paid-up shares

	Number of shares	Amount
Fully Paid up equity Shares As at 1 April 2016	3,245,000	32,450,000
Increase during the year	-	-
As at 31 March 2017	3,245,000	32,450,000
Increase during the year	-	-
As at 31 March 2018	3,245,000	32,450,000

(b) Terms/rights attached to equity shares The Company has only one class of equity shares having par value of ₹ 10 per share. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders

(c) Details of shares held by each shareholder holding more than 5% shares

Name of Shareholder	As at March 31, 2018		As at March 31, 2017		As at April 1, 2016	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Ashish Mittal	0	0.000	500,000	15.408	500,000	15.408
PNR Financial Services Pvt. Ltd.	475,600	14.656	500,000	15.408	500,000	15.408
Rajnish Goenka	395,767	12.196	480,500	15.408	500,000	15.408
Shridhar Financial Services Limited	0	0.000	0	0.000	500,000	15.408
Surya Medi-Tech Limited	220,418	6.793	500,000	15.408	500,000	15.408
Vertex Drugs Private Limited	0	0.000	0	0.000	500,000	15.408
Pallavi Mittal	1,663,901	51.276	1,013,901	31.245	0	0.000

Note. 12 Reserve & Surplus including Security Premium

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
	Amount	Amount	Amount
General Reserve			
Opening Balance Of Profit & loss A/c	4,756,247	1,434,277	591,221
Add:Current year Profit & loss A/c	6,761,069	3,305,751	843,056
Add:Earlier Year Tax Adjustment	107,632	24,051	-
Less:Other Adjustment	-	7,832	-
Total	11,624,948	4,756,247	1,434,277
Securities Premium	7,500,000	7,500,000	7,500,000
TOTAL	19,124,948	12,256,247	8,934,277

Note : Retained earnings comprises of prior and current year's undistributed earnings after tax.

Note : Initially, The company had issued its shares at premium (over and above the Face Value of Shares) the amount excess amount received are kept separately in the account of Security Premium. The Security Premium shall be utilized in accordance with the provision of the Companies Act, 2013.

Non-Current Liabilities:			
Financial Liabilities			
13 Borrowings			
Particulars	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Unsecured :			
ECL Finance Limited	580,303	-	-
Unsecured Loans	-	9,489,800	-
Total	580,303	9,489,800	-
Current Liabilities			
Financial Liabilities			
14 Trade Payables.			
Particulars	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Sundry creditors	366,855,363	104,778,609	14,306,744
Total	366,855,363	104,778,609	14,306,744
15 Other Current Liabilities			
Particulars	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Unsecured :			
Expenses Payable	2,957,503	201,146	
Audit Fee Payable	310,000	270,000	10,000
TDS Payables	491,880	362,030	
Total	3,759,383	833,176	10,000
16 Provisions			
Particulars	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Provision for Income Tax	2,238,667	1,753,072	169,050
Provision made for Expenses	541,914		
Total	2,780,581	1,753,072	169,050

17 Revenue from operations		
Particulars	For the Year Ended	
	31-Mar-18	31-Mar-17
Export Sales	1,261,878,055	917,722,124
Rice Sales (Local)	613,357,299	81,915,150
Revenue from operation (gross)	1,875,235,354	999,637,274
18 Other income		
Particulars	For the Year Ended	
	31-Mar-18	31-Mar-17
Interest Income	17	-
Discount Received	724,300	-
Commission Received	-	678,400
Duty Drawback	1,275,087	1,491,234
Service Tax Refund part of Duty Rebate on Export.	278,613	950,033
Shortage & Rebate	418,334	496,033
Quality Disccount Received from Suppliers	1,419,677	456,348
Total	4,116,028	4,072,048
19 Changes in inventories of finished goods and work-in-progress		
Particulars	For the Year Ended	
	March 31, 2018	March 31, 2017
Opening inventories Finished goods Work in progress By products	15,477,715	-
Closing inventories Finished goods Work in progress By products	172,226,884	15,477,715
Total	(156,749,169)	(15,477,715)
20 Employee benefits expense		
Particulars	For the Year Ended	
	31-Mar-18	31-Mar-17
(a) Salaries and wages (Including Bonus)	7,449,330	946,894
(b) Director's Remuneration	1,470,000	287,419
(c) Staff welfare expenses	577,728	-
Total	9,497,058	1,234,313

21 Finance cost		
Particulars	For the Year Ended	
	31-Mar-18	31-Mar-17
Interest expense	2,459,100	-
Bank Charges	760,699	394,409
Total	3,219,799	394,409
22 Other expenses		
Particulars	For the Year Ended	
	31-Mar-18	31-Mar-17
Annual Custody Fee	-	10,305
Annual Listing Fees	327,925	257,625
Advertising Expenses	117,028	141,126
Audit fee	300,000	300,000
Consumable Stores	512,682	-
Conveyance Expenses	286,965	46,093
Diwali Expenses	29,609	-
Electricity Expenses	744,360	16,930
Fumigation Expenses	109,781	-
Generator Running Expenses	123,959	-
Legal and Professional expenses	1,480,539	270,645
Travelling expenses	374,956	34,200
Office Expenses	399,203	20,745
Printing & Stationary	84,652	25,343
Computer Expenses	14,495	-
Income Tax	61,870	-
Insurance Transit	621,457	405,245
Coc Expenses	21,759	-
Laundry Expenses	16,530	-
Fees & Subscription	244,274	34,995
Postage & Courier Expenses	497,946	9,727
Domain Expenses	20,224	3,452
Telephone Expenses	133,541	18,611
Interest on TDS	-	9,402
Interest on Loan	-	322,000
Preliminary Expenses Written Off	591,545	591,545
Rent Paid	1,356,380	747,455
Container Detection Charges	-	146,510
Clearing & Forwarding Expenses	22,967,435	27,306,209
Freight Outward Expense	10,768,690	6,549,400
Inspection & Testing Expenses	1,163,288	1,472,995
Ocean Freight Incurred	73,390,010	73,227,945
Health Expense	-	193,988
Inland Haulage/Rail Freight Incurred	13,425,515	24,231,636
Freight & Forwarding	7,911,467	6,605,539
Export Expenses	962,686	118,809
Labour Expenses	4,096,597	-
Repair & Maintenance	203,598	-
Service Tax	272,849	-
Storage Expenses	41,936	-
Water Expenses	9,720	-
Total	143,685,473	143,118,475

23. Payment to Auditors		(Amount in Rupees)	
Particulars	Year ended March 31,2018	Year ended March 31,2017	
As Auditor-Statutory Audit and Internal Review	300,000	300,000	
For other services	-	-	
Reimbursement of Expenses	-	-	
Total	300,000	300,000	

24. Earning Per Shares		(Amount in Rupees)	
Particulars	Year ended March 31,2018	Year ended March 31,2017	
Net Profit/(Loss) for the Year(In Repuees)	6,761,069	3,305,751	
Weighted No. of Ordinary Shares for Basic EPS	3,245,000	32,450,000	
Nominal Value of Ordinary Shares (in Rupee per Share)	10	10	
Basic and Diluted Earning for Ordinary Shares (in Rs. Per Shares)	2.08	1.02	

25. Contingent Liabilities and commitments		(Amount in Rupees)	
Particulars	Year ended March 31,2018	Year ended March 31,2017	
Guarantee given by bank	NIL	NIL	
Income Tax matter in dispute	NIL	NIL	

26. Obligation & Commitments outstanding			
Particulars	Year ended March 31,2018	Year ended March 31,2017	
a). Estimated Value of contracts remaining to be executed	NIL	NIL	
b). Bill Discounted with Bank	NIL	NIL	

Note No. 27 RELATED PARTY DISCLOSURES

A Names of related parties and description of relation :

Name	Relationship
N A FOOD PVT LTD	Director's Relative Company
ASIA & AFRICA GENERAL TRADING LLC	Sister Concern Company

Key management personnel

Name	Post holding
PALLAVI MITTAL	MANAGING DIRECTOR
REEMA AGGARWAL	DIRECTOR
RAJESH GOEL	DIRECTOR
ATUL KUMAR CHATURVEDI	DIRECTOR
PAWAN KUMAR SINGH	DIRECTOR
PREETI KATARIA	COMPANY SECRETARY
BHAVISH SHREY	C.F.O

* NOTE :- BHAVDISH SHREY , CFO REG. FROM THE COMPANY ON 03/02/2018

(a) Key management personnel compensation

Particulars	31-Mar-18	31-Mar-17
Short-term employee benefits		
Pallavi Mittal	1,320,000.00	287,419.00
Reema Aggarwal	150,000.00	-
Bhavdish Shrey	137,806.00	-
Khushboo Mittal	207,111.00	271,294.00
Preeti Kataria	85,161.00	-
Post-employment benefits		
Long-term employee benefits		
Termination benefits		
Employee share-based payment		
Total compensation	1,900,078	558,713

(b) Transactions with related parties

The following transactions occurred with related parties:

Particulars	31-Mar-18	31-Mar-17
<i>Sales and purchases of goods and services</i>		
Sale of goods to associates		
Purchases of raw materials from Ashish Associates		41,284.00
Purchase of management services from parent		
Purchases of various goods and services from entities controlled by relatives and key management personnel:		
Sale of goods to N.A.Food Pvt. Ltd.	95,170,867.00	
Sale of goods to Ashish & Associates		921,550.00
Sale of goods to Ashish & Associates		
Sale of goods to Asia & Africa General Trading LLC	899,703,750.00	911,819,182.00
Purchases of Goods From N.A.Food Pvt. Ltd.	296,331,328.00	782,944.00
Purchase of services from N.A.Food Pvt. Ltd.		
Any Other Expenses Reimbursement directly/Indirectly by Related Person		
Santosh Overseas Limited		
Expenses Reimbursed to Santosh Overseas Ltd.		765,095.00
Purchase of Packing Materials		3,449,125.00

(c) Outstanding balances arising from sales/purchases of goods and services

The following balances are outstanding at the end of the reporting period in relation to transactions with related parties:

	31-Mar-18	31-Mar-17	1-Apr-16
Trade payables (purchases of goods and services)			
Name of the Related Parties			
Associates			
Entities controlled by relative or key management personnel			
Total payables to related parties			

The following balances are outstanding at the end of the reporting period in relation to transactions with related parties:

	31-Mar-18	31-Mar-17	1-Apr-16
Trade Receivables (purchases of goods and services)			
Name of the Related Parties			
Asia & Africa General Trading LLC	161,015,628.00	128,282,598.00	-
Entities controlled by relative or key management personnel			
Total Receivable from related parties			

(f) Loans to/from related parties

	31-Mar-18	31-Mar-17
Loans to /from relative or key management personnel		
Beginning of the year		
Loans advanced		
Loan repayments received		
Interest charged		
Interest received		
End of the year		

**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, New 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 Thirty fourth Annual General Meeting to be held on Tuesday, the 25th day of September, 2018 at 10:00 a.m. at

Madhuban Hotel, B -71, Greater Kailash-1, New Delhi - 110048 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 2018 together with the Reports of the Board of Directors and the Auditors thereon		
2	Ratification of the Appointment of M/s SRDP & Associates (Formerly known as Sudhir Agarwal & Associates), Chartered Accountants , as the Statutory auditors of the Company		
3	Regularization of Ms. Pallavi Mittal (DIN 07704583)- Managing Director		
<i>Special Business</i>			
4	Remuneration of Ms. Reema Aggarwal (DIN 01644142)- Director		

Signed this day of 2018

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.

Attendance Slip

AAYUSH FOOD AND HERBS LIMITED
CIN: L01122DL1984PLC018307
Regd. Office: G-321, Chirag Delhi, New Delhi 110017
Email: aayushfoodherbs@gmail.com

34th ANNUAL GENERAL MEETING ON TUESDAY, THE 25TH DAY OF SEPTEMBER, 2018 AT
10:00 A.M.

At: Madhuban Hotel, B-71, Greater Kailash-1 New Delhi, 110048

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 34th Annual General Meeting of the Company at Madhuban Hotel, B -71, Greater Kailash-1, New Delhi, 110048 on Tuesday, the 25th day of September, 2018 at 10:00 A.M.

Name of the Member/Proxy
member/proxy
(In Block letters)

Signature of the

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

The cover features a dark blue background with abstract geometric patterns in the corners. These patterns consist of overlapping triangles and rectangles in shades of orange, light blue, and brown. The text 'ANNUAL REPORT' is centered in a bold, white, sans-serif font.

ANNUAL REPORT