



# Aditya Consumer Marketing Limited

CIN : L52190BR2002PLC009872  
An ISO 9001:2015 Certified Company  
a BSE Listed Company

October 10, 2018

**BSE Limited**  
Phiroze Jeejeebhoy Towers  
Dalal Street,  
Mumbai-400 001

**SCRIP Code: 540146**

**Sub:- Annual Report 2017-2018**

Dear Sir/Madam

Pursuant to Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 we are submitting herewith the Annual Report of the Company for the Financial Year 2017-2018 approved and adopted by the members as per the provisions of the Companies Act, 2013 at the 16<sup>th</sup> Annual General Meeting of the Company held on Thursday, 20 September, 2018 at 02.00 PM at 9 to 9 Banquet Hall (Sapphire), Nutan Plaza, Bandar Bagicha, Patna-800001, Bihar, India.

This is for your information and record.

Thanking you

Yours faithfully

**For Aditya Consumer Marketing Limited**

For Aditya Consumer Marketing Limited

*Rachna*  
Company Secretary



**Rachna**  
Company Secretary

**Encl : as above**

**Go SUPER MARKET**

**Patna**

- Bandar Bagicha
- S K Puri
- Kankar Bagh
- Ashiana Nagar
- Patna City
- Anisabad

**Gaya**

- Gaya College Road

**Go Salon**

For Ladies

**Patna**

- Bandar Bagicha
- S K Puri
- Kankar Bagh
- Ashiana Nagar
- Patna City
- Rajendra Nagar

**Gaya**

- Gaya College Road

For Gents

**Patna**

- Bandar Bagicha
- S K Puri
- Ashiana Nagar
- Patna City
- Rajendra Nagar



Banquet & Conference Hall

**Patna**

- Bandar Bagicha
- Kankar Bagh

**Gaya**

- Gaya College Road

**Yo!China**

**Patna**

- Bandar Bagicha
- Ashiana Nagar
- Patna City

**Gaya**

- Gaya College Road



**TAKE-AWAY-EXPRESS**

- S K Puri
- Kadam Kuan



# Aditya Consumer Marketing Limited

(An ISO 9001: 2015 Certified Company)

## 16<sup>th</sup> Annual Report 2017-2018



**16th Annual General Meeting  
20th September, 2018 at 02:00 PM**

*Venue:*

**9 to 9 Banquet Hall (Sapphire)  
Nutan Plaza, Bandar Bagicha  
Patna - 800 001, Bihar**

# Our Existing Showrooms



## Our Showroom this Year in GAYA



## THE BOARD OF DIRECTORS



**Mr. Yashovardhan Sinha**  
Chairman & Managing Director



**Mrs. Sunita Sinha**  
Whole Time Director



**Mrs. Vandana Sinha**  
Non-Executive Director



**Mrs. Meena Sharma**  
Non-Executive Director



**Mr. Ravi Prakash Chamaria**  
Independent Director



**Mr. Chandra Shekhar Pd. Gupta**  
Independent Director



**CHIEF FINANCIAL OFFICER**  
Anil Kumar Singh



**COMPANY SECRETARY &  
COMPLIANCE OFFICER**  
Rachna

### REGISTERED OFFICE:

M-15, S. K. Nagar, Main Road, Patna -800001, Bihar  
Email : [cs@adityaconsumer.com](mailto:cs@adityaconsumer.com), website : [www.adityaconsumer.com](http://www.adityaconsumer.com)

**BOARD OF DIRECTORS**

<b>Mr. Yashovardhan Sinha</b>	<i>Chairman and Managing Director</i>
<b>Mrs. Sunita Sinha</b>	<i>Wholetime Director</i>
<b>Mrs. Vandana Sinha</b>	<i>Non Executive Director</i>
<b>Mrs. Meena Sharma</b>	<i>Non Executive Director</i>
<b>Ravi Prakash Chamria</b>	<i>Independent Director</i>
<b>Chandra Shekhar Prasad Gupta</b>	<i>Independent Director</i>

**COMPANY SECRETARY &  
COMPLIANCE OFFICER**

Rachna

**LEGAL CONSULTANT**

Pallavi Pandey

Madan Mohan

**CHIEF FINANCIAL OFFICER**

Anil Kumar Singh

**STATUTORY AUDITORS**

O.P. Tulsyan & Co.

**SECRETARIAL AUDITORS**

K E & Company

**INTERNAL AUDITORS**

R.P. Sachan & Associates

**REGISTER AND SHARE TRANSFER AGENT**

Cameo Corporate services Limited

**REGISTERED OFFICE:**

M-15, S. K. Nagar, Main Road,  
Patna -800001, Bihar

**EMAIL:** [cs@adityaconsumer.com](mailto:cs@adityaconsumer.com)

**WEBSITE:** [www.adityaconsumer.com](http://www.adityaconsumer.com)

**CHAIRMAN MESSAGE****Yashovardhan Sinha**  
Managing Director

Dear Shareholders

It is my privilege to present the 16<sup>th</sup> annual Report of your company for the year ended March 31, 2018. In a challenging external environment, your company performed well and delivered another year of consistent, competitive, profitable and responsible growth. Your Company has opened new unit of all segments in Gaya, i.e. 9 to 9 Supermarket, 9 to 9 Salon & Spa, YO! CHINA restaurant and 9to9 Banquet in the year 2018 and also mulling for opening new units in Muzaffarpur.

In this financial year Company has reported sterling growth in EBITDA & net profit. Your company's net profit jumped by whopping 130% to Rs. 298 lakhs in the current year from Rs.130 lakhs in the previous year. Sales grew by 12% to Rs. 7517 Lakhs in the current year as compared to Rs.6700.45 Lakhs in the previous year. EBITDA grew by 84% to Rs.635 lakhs from Rs.346 Lakhs.

Higher profitability has been possible due to better working capital management and better ratio of sales from restaurant as well as Beauty Salon business which is appended in annual report. Your management team is striving hard to drive up the more profitable sale from food and salon business which offers higher margins and improves overall margin mix. With opening of Gaya unit I am confident that it will further contribute positively to Company's revenues and profitability in time to come..

However, due to higher capital expenditure required for expansion I regret that no dividend has been recommended this year.

Let me take this opportunity to thank you all, our investors and shareholders for your confidence in us, and our employees for committing their talent tenacity to our success. It is your trust and Commitment that enables our progress and encourages us to strive for excellence. We look forward to continuing along our successful path together with you.

I would like to place on record my sincere appreciation to the Board of directors for their valuable guidance and support. I and my colleagues on Board and place on record our appreciation for support and guidance received from the Government, Stock Exchange, financial institutions and other regulatory authorities.

## NOTICE

Notice is hereby given that the **Sixteenth** (16th) Annual General Meeting of **THE ADITYA CONSUMER MARKETING LIMITED** (CIN - L52190BR2002PLC009872) will be held on **Thursday, the 20<sup>th</sup> September, 2018** at 02:00 p.m. at 9 to 9 Banquet Hall, Nutan Plaza, BanderBagicha, Patna-800001, Bihar to transact the following business:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet and Statement of Profit and Loss for the year ended 31<sup>st</sup> March 2018, together with the Reports of the Board of Directors and the Auditors thereon.
2. To appoint Mrs. Meena Sharma (DIN – 02004554), who retires by rotation and being eligible, offers herself for re-appointment.
3. To appoint M/s O. P. Tulsyan & Co., Chartered Accountants, Lucknow (Registration No. FRN 500028N) as approved by Board at the meeting on 25<sup>th</sup> August as Statutory Auditors of the Company, to hold office until the conclusion of next Annual General Meeting, and to fix their remuneration for the financial year ending 31st March, 2019.

"RESOLVED THAT, pursuant to provisions of section 139 of the Companies Act 2013 and all other applicable provisions, if any (including any statutory modification or re-enactment thereof for the time being in force) the appointment of M/s O. P. Tulsyan & Co, Chartered Accountants, Lucknow (Registration No. FRN 500028N) be and is hereby appointed to hold the office as auditors till the conclusion of next Annual General Meeting to conduct audit for the financial year 2017-18 with such remuneration as may be mutually decided between Board of Directors and Auditors."

### 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 and the proxy need not be a member of the company. Proxies in order to be effective must be received by the Company, at its Registered Office not less than 48 hours before the Meeting.  
  
A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. 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 shall not act as a proxy for any other person or shareholder.
2. The Register of Members and Share Transfer Book of the company will remain closed from Friday, 14<sup>th</sup> September, 2018 to Thursday, 20<sup>th</sup> September, 2018 (both days inclusive) for the purpose of the Meeting.
3. Members desirous of obtaining any information concerning the accounts and operations of the company are requested to send their queries to the company at least seven days before the Meeting at its registered office, so that information required by the members may be available at the meeting.
4. 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 the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding share in physical form can submit their PAN details to the Company / Registrars and Transfer Agents, M/s Cameo Corporate Services Limited.
5. Members are requested to notify the change in their address to the Registrar and Share Transfer Agent of the company.
6. Members are requested to hand over the enclosed Attendance Slip, duly signed in accordance with their specimen signature(s) registered with the Company/Depository participants for admission to the meeting hall. Members who hold shares in dematerialized form are requested to bring their Client ID and DP ID Numbers for identification.



7. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change of address immediately to the Company / Registrars and Transfer Agent, M/s Cameo Corporate Services Limited.
8. Corporate Members intending to send their authorised representative to attend the Meeting are requested to send a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Annual General Meeting.
9. Details under Regulation 36(3) of the Listing obligations with the Stock Exchange in respect of the Directors seeking appointment / re-appointment at the Annual General Meeting, forms integral part of the notice. The Directors have furnished the requisite declarations for their appointment / re-appointment.
10. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the company electronically.
11. In case of joint holders attending the Meeting, only such joint holders who are higher in the order of names will be entitled to vote.
12. Members are requested to send their queries at least 10 days before the date of meeting so that information can be made available at the meeting.
13. In terms of Section 72 of the Companies Act, 2013, a member of the company may nominate a person on whom the shares held by him/her shall vest in the event of his/her death. Members desirous of availing this facility may submit nomination in prescribed Form-SH-13 to the company/RTA in case shares are held in physical form, and to their respective depository participant, if held in electronic form.
14. The voting rights of shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date (record date) of September 13, 2018. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. **13<sup>th</sup> September' 2018**, may obtain the login ID and sequence number by sending a request at [investor@cameoindia.com](mailto:investor@cameoindia.com).
15. The members of the Company, whose names appear in the Register of Members / list of Beneficial Owners as on the cut-off date i.e. September 13, 2018 may cast their vote electronically on the Resolution set forth in this Notice as per the instructions for e-voting given hereunder.
16. Electronic copy of Notice of AGM is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hardcopy of the same. For members who have not registered their email address, physical copies of the Notice of AGM is being sent in the permitted mode.
17. Members may also note that the Notice of EGM will also be available on the Company's website [www.adityaconsumer.com](http://www.adityaconsumer.com) for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days. 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 email id: [cs@adityaconsumer.com](mailto:cs@adityaconsumer.com).
18. The Company has made arrangements for casting votes by its Equity Shareholders by remote e-voting process in accordance with Rule 20 of the Companies (Management and Administration) Rules, 2014. The Company has made arrangements with Central Depository Services (India) Limited ('CDSL') for facilitating remote e-voting process.

19. The facility of voting through ballot paper shall be made available at the meeting to those members, who have not casted their vote by remote e-voting. The members who have casted their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.

#### 20. 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 (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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 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 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 Ms. Ekta Kumari, Practicing Company Secretary as the Scrutinizer for conducting the remote e-voting and the voting process at the AGM in a fair and transparent manner.

The instruction to members for voting electronically are as under:

- I. The voting period begins on Monday, September 17, 2018 at 09.00 a.m. and ends on Wednesday, September 19, 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 (record date) of Thursday, September 13, 2018 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- II. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- III. The shareholders should log on to the e-voting website [www.evotingindia.com](http://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](http://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
<b>PAN</b>	<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"> <li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN Field.</li> <li>In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field</li> </ul>
<b>Dividend Bank Details or Date of Birth (DOB)</b>	<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"> <li>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)</li> </ul>

IX. After entering these details appropriately, click on "SUBMIT" tab.

X. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

XI. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

XII. Click on the EVSN for the relevant <Aditya Consumer Marketing Limited> on which you choose to vote.

XIII. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

XIV. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

XV. After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

XVI. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

XVII. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

XVIII. If a demat account holder has forgotten the login password, then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

XIX. Note for Non-Individual Shareholders and Custodians:

ⓐ Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.

ⓑ A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

ⓒ After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.

- ⌚ The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- ⌚ A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favor of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

XX. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)

By order of the Board of Directors

Rachna  
Company Secretary & Compliance Officer  
ACS - 43339

Place: Patna  
Date: 25<sup>th</sup> August, 2018

**Registered Office:-**  
M-15, S.K.Nagar, Main Road  
Patna-800001

### ANNEXURE TO ITEM NO.2 OF THE NOTICE

(Details of Director seeking Appointment/Re-appointment at the forthcoming Annual General Meeting in pursuance of Clause 49(IV)(G)(i) of the Listing Agreement)

Name of the Director	Meena Sharma
DIN	02004554
Date of Birth	21-03-1956
Date of Appointment	27-06-2004
Areas of Specialization	Administration and Supervision of Human resources related functions
Qualifications	(B.A)
No. of Shares Held in the Company	5,61,857
Directorship held in outside Public Limited Companies	-
Chairman/member of the Committee of the Board of Directors of this Company	1) Member of Audit Committee
	2) Member of Stakeholders Relationship Committee
	3) Member of Nomination & Remuneration Committee
Chairman/member of the Committee of the Board of Directors of other Companies	-
Other information	-

By order of the Board of Directors

Rachna  
Company Secretary & Compliance Officer  
ACS - 43339

Place: Patna  
Date: 25<sup>th</sup> August, 2018

**Registered Office:-**  
M-15, S.K.Nagar, Main Road  
Patna-800001.

**DIRECTORS' REPORT**

To  
The Members of  
The Aditya Consumer Marketing Limited

Your Directors are pleased to present the 16<sup>th</sup> Annual Report and the Audited Statement of Accounts for the year ended 31st March, 2018. The Financial results are shown as below.

**1. Financial Results**

(` In Lakhs)

Particulars	31.03.2018	31.03.2017
Income from Sales	7517.40	6700.45
Other Income	14.75	16.05
<b>Total Income</b>	<b>7532.16</b>	<b>6716.51</b>
Less: Expenditure	6896.97	6370.41
<b>Profit/(Loss) before interest, depreciation and tax</b>	<b>635.19</b>	<b>346.10</b>
Less : Depreciation	128.28	90.79
Interest	62.40	67.10
Provisions for Taxation	145.75	58.16
<b>Profit/(Loss) before extraordinary item</b>	<b>298.76</b>	<b>130.05</b>
Less: Extraordinary Item (Written back items)	-	-
<b>Profit/(Loss) after Taxes</b>	<b>298.76</b>	<b>130.05</b>
Profit/(Loss) available for appropriation	298.76	130.05
Profit and Loss Appropriation Account	-	-
Balance carried to Balance sheet	<b>298.76</b>	<b>130.05</b>

**2. Overview of Company's Financial Performance**

Your Company is in the business of multi-location Retail supermarket, Beauty and Hair Salon, Food & Beverages (restaurants and Take-Away) and banqueting. In this financial year Company has reported sterling growth in sales, EBITDA & net profit. Your company's net Profit before exceptional item jumped by 129% to 298 lakhs in the current year from 130 lakhs in the previous year. Same store Sales grew by 12.2 % to 7517 Lakhs in the current year as compared to 6700 Lakhs in the previous year. EBITDA jumped by 83.52 % to 635 lakhs from 346 Lakhs

**3. Dividend**

Your Directors regret their inability to recommend any dividend for the financial period under review in view of the conservation of resources for proposed expansion of its business operations in other cities.

**4. Share Capital**

The issued, subscribed and paid-up equity share capital of the company as on 31<sup>st</sup> March, 2018 is 14,63,38,870. During the year under review, the Company has not issued shares with differential voting rights, nor granted stock options nor sweat equity.

**5. Transfer to Reserves**

During the year under review, this item is explained under the head "Reserve & Surplus" forming part of the balance sheet, as mentioned in Note no.4 significant policies and notes forming part of the Financial Statement.

**6. Change in nature of business**

During the year under review, there is no change in the nature of business of the company.

**7. Review of Operation**

During the year under review new activities was started by the company. In order to expand the operations of your company, the Company has opened 9 to 9 Super market, YO! China , 9 to 9 Salon ,and 9 to 9 Banquet Hall at Shivraj Plaza, West Church Road, Near DM Residence, Gaya-823001, Bihar and we are planning to open new unit of Company in Muzaffarpur very soon.

**8. Material changes and commitment affecting the financial position of the company occurred between the end of the financial year to which this financial statements relate and the date of the report**

There were no material changes and commitments affecting the financial position of your Company which have occurred between the end of the financial year 2017-18 and the date of this Report.

**9. Directors' Responsibility Statement**

In accordance with the provisions of Section 134(5) of the Companies Act, 2013 the Board hereby submit its responsibility Statement—

- a) in the preparation of the annual accounts for the year ended March 31, 2018, the applicable accounting standards read with requirements set out under Schedule III to the Act, have been followed and there are no material departures from the same;
- b) the Directors have 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 as at March 31, 2018 and of the profit/loss of the Company for the year ended on that date;
- c) The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) The Directors have prepared the annual accounts on a 'going concern' basis;
- e) The Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively; and
- f) The Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

**10. SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES**

Your Company does not have any Subsidiaries, Joint Ventures and Associate Companies.

**11. Deposits**

During the financial year 2017-18, your Company has not accepted any fixed deposits within the meaning of section 73 and 74 of the Companies Act, 2013 read together with the Companies (Acceptance of Deposits) Rules, 2014.

**12. Directors and key managerial personnel****Appointments:**

In compliance with the provisions of Sections Sections 196, 197 & 203 read with Rule 8 of companies (Appointment and remuneration) Rules, 2014 and other applicable provisions, if any, of the Companies Act, at the Board Meeting, Mrs. Sunita Sinha, Whole Time Director of your Company was appointed for 5 (Five) years commencing from 28<sup>th</sup> August, 2017 to 27<sup>th</sup> August, 2022.

**Resignation:**

During the financial year 2017-18, No director has resigned from the Company.

**13. Disclosure relating to Remuneration and Nomination Policy**

The Board of Directors has framed a policy which lays down a framework in relation to remuneration of Directors, Key Managerial Personnel and Senior Management of the Company. This policy also lays down criteria for selection and appointment of Board Members. The details of this policy is explained in Corporate Governance Report.

**14. Independent Directors' Meeting**

Independent Directors of the Company had met during the year under review, details of which are given in the Corporate Governance Report.

**15. Board Evaluation**

Pursuant to the provisions of the Companies Act, 2013, the Board has carried out an annual performance evaluation of its own performance, the directors individually as well as the evaluation of the working of its Audit, Nomination & Remuneration and Stakeholders Relationship Committees. The manner in which the evaluation has been carried out has been explained in the Corporate Governance Report.

**16. Meetings**

The details of the number of Board and other Committee meetings of your Company are set out in the Corporate Governance Report which forms part of this Report.

**17. Declaration by independent directors**

Your Company has received declarations from each independent director under Section 149(7) of the Companies

Act, 2013, that he/she meets the criteria of independence laid down in Section 149(6) of the Companies Act, 2013.

### **18. Committees of the Board**

There are currently three Committees of the Board, as follows:

1. Audit Committee
2. Nomination and Remuneration Committee
3. Stakeholders' Relationship Committee

Details of all the Committees along with their charters, composition and meetings held during the year, are provided in the "Report on Corporate Governance", a part of this Annual Report.

### **19. Auditors:**

#### **A. Statutory Auditors**

At the Annual General Meeting held on September 21, 2017, O.P.Tulsyan & co , Chartered Accountants (Registration No. FRN 500028N), were appointed as statutory auditors of the Company to hold office till the conclusion of the Annual General Meeting to be held in the calendar year 2018. In this regard, the Company has received a certificate from the auditors to the effect that if they are reappointed, it would be in accordance with the provisions of Section 141 of the Companies Act, 2013.

#### **B. Secretarial Auditor**

Ms. K E & Company, Practicing Company Secretary, Patna, was appointed to conduct the secretarial audit of the Company for the financial year 2017-18, as required under Section 204 of the Companies Act, 2013 and Rules thereunder. The secretarial audit report for FY 2017-18 forms part of the Annual Report as "Annexure A" to the Board's report.

#### **C. Cost Auditor**

As per the requirement of the Central Government and pursuant to section 148 of the Companies Act, 2013, read with Companies (Cost Records and Audit) Rules, 2014 as amended from time to time, your company hereby confirms that the provisions of this section is not applicable, hence your company needs not required to appoint cost auditor for the financial year 2017-18.

### **20. Auditors' Report**

The observations made by the Auditors are self explanatory and have also been explained in the notes forming part of the accounts, wherever required.

### **21. Internal Audit and Controls**

Your Company has appointed M/s R. P. Sachan & Associates as its Internal Auditor of the Company. During the year, the Company continued to implement their suggestions and recommendations to improve the control environment. Their scope of work includes review of processes for safeguarding the assets of the Company, review of operational efficiency, effectiveness of systems and processes, and assessing the internal control strengths in all areas. Internal Auditors findings are discussed with the process owners and suitable corrective actions taken as per the directions of Audit Committee on an ongoing basis to improve efficiency in operations.

### **22. Related Party Transactions**

During the financial year 2017-18, there were no transactions with related parties which qualify as material transactions under the Listing Agreement and that the provisions of section 188 of the Companies act, 2013 are not attracted. Thus disclosure in form AOC-2 is not required. Further, there were not material related party transactions during the year under review with the Promoters, Directors of Key Managerial Personnel.

### **23. Corporate Social Responsibility**

The Board of Directors of your company hereby confirms that the provisions of section 135(1) of the Companies Act, 2013 and Rule 9 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 is not applicable to our company for the financial year 2017-2018.

### **24. Loans, Guarantees and Investments**

The details of loans, guarantees and investments under Section 186 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 are given in the notes to the Financial Statements.

### **25. Conservation of Energy, Technology Absorption and Foreign Exchange Earnings & Outgo**

The information on conservation of energy, technology absorption and foreign exchange earnings and outgo stipulated under Section 134(3)(m) of the Companies Act, 2013 read with Rule, 8 of The Companies (Accounts) Rules, 2014, are as under-

**(A) Conservation of Energy:**

The production and manufacturing activities are not carried on by the Company and due to that no usage of energy. Hence, no steps are taken by the Company for conservation of energy.

**(B) Technology Absorption:**

The company has not imported any technology during the year and as such there is nothing to report.

**(C) Foreign Exchange Earnings and Outgo:**

(` In Lakhs)

	31.03.2017	31.03.2018
Foreign Exchange Earnings	NIL	NIL
Foreign Exchange Outgoings	NIL	NIL

**26. Extract of Annual Return**

In accordance with Section 134(3)(a) of the Companies Act, 2013, an extract of the annual return in the prescribed format is appended as "Annexure B" to the Board's report.

**27. Vigil Mechanism**

Your Company is committed to highest standards of ethical, moral and legal business conduct. Accordingly, the Board of Directors has formulated a Whistle Blower Policy which is in compliance with the provisions of Section 177 (10) of the Companies Act, 2013. The policy provides for a framework and process whereby concerns can be raised by its employees against any kind of discrimination, harassment, victimization or any other unfair practice being adopted against them. More details on the vigil mechanism and the Whistle Blower Policy of your Company have been outlined in the Corporate Governance Report which forms part of this report.

**28. Disclosures as per the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.**

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

Company has not received any complaint on sexual harassment during the financial year 2017-18.

**29. Particulars of Employees**

The statement containing particulars of employees as required under Section 197 (12) of the Companies Act, 2013 read with Rule 5 (2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 forms part of this Report as "Annexure - C".

**30. Details on internal financial controls related to financial statements**

Your Company has adopted accounting policies which are in line with the Accounting Standards prescribed in the Companies (Accounting Standards) Rules, 2006 that continue to apply under Section 133 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014 and relevant provisions of the Companies Act, 1956, to the extent applicable. These are in accordance with generally accepted accounting principles in India.

**31. Significant/Material orders passed by the regulators**

There are no significant/material orders passed by the Regulators or Courts or Tribunals impacting the going concern status of your Company and its operations in future.

**32. General**

- a) Your Company has not issued equity shares with differential rights as to dividend, voting or otherwise; and
- b) Your Company does not have any ESOP scheme for its employees/Directors.

**33. Appreciation**

Your Directors wish to place on record their appreciation towards all associates including Customers, Collaborators, Government Agencies, Financial Institutions, Bankers, Suppliers, Shareholders, Employees and other who have reposed their confidence in the company during the period under review.

By order of the Board of Directors

Sd/-

Yashovardhan Sinha  
Chairman & Managing Director  
DIN: 01636599

Place: Patna  
Date: 22<sup>nd</sup> May, 2018



**ANNEXURE 'A' TO BOARD'S REPORT**

FORM NO. MR-3

**SECRETARIAL AUDIT REPORT  
FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> 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,  
**ADITYA CONSUMER MARKETING LIMITED**  
M-15, S.K.Nagar, Main Road, Patna-800001, Bihar

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **ADITYA CONSUMER MARKETING LIMITED** (CIN: L52190BR2002PLC009872 ). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Aditya Consumer Marketing 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.

I have examined the books, papers, minute books, forms and returns filed and other record maintained by the Aditya Consumer Marketing Limited (CIN: L52190BR2002PLC009872 ) for the financial year ended on **31st March, 2018** according to the provisions of:

1. The Companies Act, 2013 (the Act) and the rules made thereunder.
2. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
3. The Depositories Act, 1996 and the Regulations and bye-laws framed thereunder;
4. 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;
5. 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) 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; and amendments from time to time;
  - (d) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
  - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
  - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998.
6. Employees Provident Fund and Miscellaneous Provisions Act, 1952.
7. Income Tax Act, 1961,.
8. Employees' State Insurance Act, 1948.
9. Service Tax.
10. Memorandum of Association and Article of Association of the Company.

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India with respect to Board and General Meetings.
- (ii) The Listing Agreements entered into by the Company with the concerned Stock Exchanges read with the Securities and Exchange Board of India (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. mentioned above.

**I further report that**

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors and Non Executive Directors and Independent as well as Non-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 most cases 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 decisions are carried through consensus while the dissenting member's views, wherever applicable, are captured and recorded in the minutes where such members specifically demand for recording the same.

**I 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.

Place: Patna

Date: 21/08/2018

Name of Company Secretary

Ekta Kumari

ACS No: 43392

C.P. No. : 16109

This report is to be read with our letter of even date which is annexed as **Annexure A** and forms an integral part of this report.

**Annexure A of Secretarial Audit Report**

To,  
The Members,  
**ADITYA CONSUMER MARKETING LIMITED**  
M-15, S.K.Nagar, Main Road, Patna-800001, Bihar

Our report of even date is to be read along with this letter.

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. I have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the process and practices, I followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, I 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 management. Our examination was limited to the verification of procedure 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.

Place: Patna

Date: 21/08/2018

Name of Company Secretary  
Ekta Kumari  
ACS No: 43392  
C.P. No. : 16109

## ANNEXURE 'B' TO BOARD'S REPORT

## EXTRACT OF ANNUAL RETURN

as on the financial year ended 31.03.2018  
[Pursuant to Section 92(3) of the Companies Act, 2013, and Rule 12(1) of the  
Companies (Management and Administration) Rules, 2014]

## FORM NO. MGT - 9

I. Registration and other details	
CIN	L52190BR2002PLC009872
Registration Date	25/07/2002
Name of the Company	ADITYA CONSUMER MARKETING LIMITED
Category/Sub Category of the Company	Public Company / Limited by shares
Address of the Registered Office and contact details	M 15, S K Nagar, Main Road Patna-800001,Bihar Contact No:-0612 2520854 EMAIL: <a href="mailto:cs@adityaconsumer.com">cs@adityaconsumer.com</a> WEBSITE: <a href="http://www.adityaconsumer.com">www.adityaconsumer.com</a>
Whether listed company	Yes
Name, address and contact details of Registrar and Transfer Agent, if any	Cameo Corporate Services Limited Submaramanian Building, 1 Club House Road, Chennai-600 002. Email- <a href="mailto:cameo@cameoindia.com">cameo@cameoindia.com</a> Website:- <a href="http://www.cameoindia.com">www.cameoindia.com</a>

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:		
Name & Description of Main Products/Services	NIC Code of Product/Service	% of total turnover of the Company
The Company is engaged in establishment and operation of Departmental stores, super Market retailing in consumer items, Food & Beverages (Restaurants), Services (Salon).	52190	100%

III. Particulars of Holding, Subsidiary and Associate Companies				
Name & Address of the Company	CIN / GLN	Holding / Subsidiary / Associate	% of shares held	Applicable section
Not Applicable	-	-	-	-

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)									
1) Category-wise Shareholding									
Category of shareholders	No. of shares held at the beginning of the year (01.04.2017)				No. of shares held at the end of the year (31.03.2018)				% change during the year
	Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	
<b>A. Promoters</b>									
<b>1. Indian</b>									
a. Individual/HUF	6642729	0	6642729	45.39 %	6642729	0	6642729	45.39 %	0.00
b. Central/State Govt.	0	0	0	0.00	0	0	0	0.00	0.00
c. Bodies Corporate	0	0	0	0	0	0	0	0	0.00
d. Banks/FIs	0	0	0	0.00	0	0	0	0.00	0.00
e. Any other...	0	0	0	0.00	0	0	0	0.00	0.00
<b>Sub-Total A(1)</b>	6642729	0	6642729	45.39 %	6642729	0	6642729	45.39 %	0.00
<b>2. Foreign</b>									
a. NRI-Individual	0	0	0	0.00	0	0	0	0.00	0.00

b. Bodies Corporate	0	0	0	0.00	0	0	0	0.00	0.00
c. Institutions	0	0	0	0.00	0	0	0	0.00	0.00
d. Banks/FIs	0	0	0	0.00	0	0	0	0.00	0.00
e. Any other...	0	0	0	0.00	0	0	0	0.00	0.00
<b>Sub-Total A(2)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>
<b>Total shareholding of Promoter &amp; Group (A)=A(1)+A(2)</b>	6642729	0	6642729	45.39 %	6642729	0	6642729	45.39 %	0.00
Category of shareholders	No. of shares held at the beginning of the year (01.04.2017)				No. of shares held at the end of the year (31.03.2018)				% change during the year
	Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	
<b>B. Public shareholding</b>									
<b>1. Institutions</b>									
a. Mutual Funds	0	0	0	0	0	0	0	0	0
b. Fins/Bank	0	0	0	0	0	0	0	0	0
c. Central/State Govt;	0	0	0	0	0	0	0	0	0
d. Venture Capital Fund	0	0	0	0	0	0	0	0	0
e. Insurance Companies	0	0	0	0	0	0	0	0	0
f. FIs	0	0	0	0	0	0	0	0	0
g. Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
h. Qualified Foreign Invs	0	0	0	0	0	0	0	0	0
i. Others	0	0	0	0	0	0	0	0	0
<b>Sub-Total B(1)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>2. Non-Institutions</b>									
a. Body Corporate	144000	0	144000	0.99%	2654000	0	2654000	18.13 %	1743.05%
b. Individual Holding									
i) Upto Rs. 1 Lakh	352000	0	352000	2.40%	1108000	0	1108000	7.57 %	214.72 %
ii) Above Rs. 1 Lakh	5733715	0	5733715	39.19 %	2567715	0	2567715	17.54 %	(55.21 %)
c. Qualified Foreign Investors	0	0	0	0					
d. Others									
i) HUF	1761443	0	1761443	12.03 %	1661443	0	1661443	11.35 %	(5.68%)
<b>Sub-Total B(2)</b>	<b>7991158</b>	<b>0</b>	<b>7991158</b>	<b>54.61 %</b>	<b>7991158</b>	<b>0</b>	<b>7991158</b>	<b>54.61 %</b>	<b>0</b>
<b>Total Public Shareholding (B)=B(1)+B(2)</b>	<b>7991158</b>	<b>0</b>	<b>7991158</b>	<b>54.61 %</b>	<b>7991158</b>	<b>0</b>	<b>7991158</b>	<b>54.61 %</b>	<b>0</b>
<b>C. Shares Held by Custodian for GDR's and ADR's</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Grand Total (A+B+C)</b>	<b>14633887</b>	<b>0</b>	<b>14633887</b>	<b>100.00</b>					

## ii) Shareholding of Promoters

Sr. No.	Name of Shareholder	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	Yashovardhan Sinha	3214086	22%	0	3214086	22%	0	0
2	Sunita Sinha	2304929	15.8%	0	2304929	15.8%	0	0
3	Meena Sharma	561857	3.8%	0	561857	3.8%	0	0
4	Vandana Sinha	561857	3.8%	0	561857	3.8%	0	0
	<b>TOTAL</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>

iii) Change in Promoters Shareholding				
Shareholding at the beginning of the year			Cumulative Shareholding during the year	
	No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
At the beginning of the year	NIL	NIL	NIL	NIL
Date wise Increase/Decrease in Promoters Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc):	NIL			
At the end of the year	NIL	NIL	NIL	NIL

iv) Shareholding Pattern of Top Ten Shareholders (Other than Directors, Promoters and Holders of GDRs and ADRs)					
Sl.No.	Name of the Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding at the end of the year	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
1	AJAY KUMAR HUF.				
	At the beginning of the year 01-Apr-2017	1625443	11.1073	1625443	11.1073
	At the end of the Year 31-Mar-2018	1625443	11.1073	1625443	11.1073
2	RINU SINHA				
	At the beginning of the year 01-Apr-2017	1095129	7.4835	1095129	7.4835
	At the end of the Year 31-Mar-2018	1095129	7.4835	1095129	7.4835
3	KAUSHIK MAHENDRA KAMDAR				
	At the beginning of the year 01-Apr-2017	360000	2.4600	360000	2.4600
	Sale 13-Oct-2017	-56000	0.3826	304000	2.0773
	Sale 24-Nov-2017	-44000	0.3006	260000	1.7766
	Sale 30-Dec-2017	-50000	0.3416	210000	1.4350
	Sale 05-Jan-2018	-50000	0.3416	160000	1.0933
	Sale 12-Jan-2018	-88000	0.6013	72000	0.4920
	Sale 19-Jan-2018	-54000	0.3690	18000	0.1230
	Sale 25-Jan-2018	-18000	0.1230	0	0.0000
	At the end of the Year 31-Mar-2018	0	0.0000	0	0.0000
4	KALAWATI MAHENDRA KAMDAR JT1 : KAUSHIK MAHENDRA KAMDAR				
	At the beginning of the year 01-Apr-2017	144000	0.9840	100000	0.9840
	Sale 13-Oct-2017	-28000	0.1913	100000	0.7926
	Sale 03-Nov-2017	-16000	0.1093	100000	0.6833

	At the end of the Year 31-Mar-2018	100000	0.6833	100000	0.6833
5	KAUSHIK MAHENDRA KAAMDAR				
	At the beginning of the year 01-Apr-2017	144000	0.9840	144000	0.9840
	Sale 13-Oct-2017	-32000	0.2186	112000	0.7653
	Sale 20-Oct-2017	-28000	0.1913	84000	0.5740
	Sale 03-Nov-2017	-24000	0.1640	60000	0.4100
	At the end of the Year 31-Mar-2018	60000	0.4100	60000	0.4100
6	BHAIRAVI KAUSHIK KAMDAR				
	At the beginning of the year 01-Apr-2017	144000	0.9840	144000	0.9840
	Sale 25-Jan-2018	-2000	0.0136	142000	0.9703
	Sale 02-Feb-2018	-34000	0.2323	108000	0.7380
	Sale 16-Feb-2018	-24000	0.1640	84000	0.5740
	Sale 23-Feb-2018	-30000	0.2050	54000	0.3690
	Sale 02-Mar-2018	-2000	0.0136	52000	0.3553
	Sale 09-Mar-2018	-44000	0.3006	8000	0.0546
	At the end of the Year 31-Mar-2018	8000	0.0546	8000	0.0546
7	SHYAM AGARWAL JT1 : MEENU AGARWAL				
	At the beginning of the year 01-Apr-2017	128000	0.8746	128000	0.8746
	Sale 25-Jan-2018	-12000	0.0820	116000	0.7926
	Sale 23-Feb-2018	-22000	0.1503	94000	0.6423
	At the end of the Year 31-Mar-2018	94000	0.6423	94000	0.6423
8	ARVIND SINGH				
	At the beginning of the year 01-Apr-2017	120000	0.8200	120000	0.8200
	Sale 09-Mar-2018	-14000	0.0956	106000	0.7243
	Sale 23-Mar-2018	-4000	0.0273	102000	0.6970
	At the end of the Year 31-Mar-2018	102000	0.6970	102000	0.6970
9	SHIKHA P MEHTA				
	At the beginning of the year 01-Apr-2017	96000	0.6560	96000	0.6560
	Sale 23-Mar-2018	-4000	0.0273	92000	0.6286

	Sale 30-Mar-2018	-16000	0.1093	76000	0.5193
	At the end of the Year 31-Mar-2018	76000	0.5193	76000	0.5193
10	PARUL PARIMAL MEHTA				
	At the beginning of the year 01-Apr-2017	96000	0.6560	96000	0.6560
	Sale 23-Mar-2018	-24000	0.1640	72000	0.4920
	Sale 30-Mar-2018	-18000	0.1230	54000	0.3690
	At the end of the Year 31-Mar-2018	54000	0.3690	54000	0.3690
11	FANCOS TRADEMART PRIVATE LIMITED				
	At the beginning of the year 01-Apr-2017	0	0.0000	0	0.0000
	Purchase 30-Mar-2018	1574000	10.7558	1574000	10.7558
	At the end of the Year 31-Mar-2018	1574000	10.7558	1574000	10.7558
12	GUINNESS SECURITIES LIMITED				
	At the beginning of the year 01-Apr-2017	8000	0.0546	8000	0.0546
	Sale 07-Apr-2017	-8000	0.0546	0	0.0000
	Purchase 21-Apr-2017	16000	0.1093	16000	0.1093
	Purchase 12-May-2017	12000	0.0820	28000	0.1913
	Sale 30-Jun-2017	-4000	0.0273	24000	0.1640
	Sale 07-Jul-2017	-4000	0.0273	20000	0.1366
	Sale 14-Jul-2017	-8000	0.0546	12000	0.0820
	Sale 21-Jul-2017	-12000	0.0820	0	0.0000
	Purchase 18-Aug-2017	4000	0.0273	4000	0.0273
	Sale 25-Aug-2017	-4000	0.0273	0	0.0000
	Purchase 14-Sep-2017	4000	0.0273	4000	0.0273
	Purchase 29-Sep-2017	4000	0.0273	8000	0.0546
	Purchase 13-Oct-2017	124000	0.8473	132000	0.9020
	Purchase 20-Oct-2017	48000	0.3280	180000	1.2300
	Purchase 27-Oct-2017	12000	0.0820	192000	1.3120
	Purchase 31-Oct-2017	16000	0.1093	208000	1.4213
	Purchase 03-Nov-2017	28000	0.1913	236000	1.6126
	Purchase 10-Nov-2017	32000	0.2186	268000	1.8313



	Purchase 17-Nov-2017	8000	0.0546	276000	1.8860
	Sale 01-Dec-2017	-10000	0.0683	266000	1.8176
	Purchase 15-Dec-2017	2000	0.0136	268000	1.8313
	Sale 22-Dec-2017	-146000	0.9976	122000	0.8336
	Purchase 29-Dec-2017	160000	1.0933	282000	1.9270
	Purchase 05-Jan-2018	68000	0.4646	350000	2.3917
	Sale 12-Jan-2018	-4000	0.0273	346000	2.3643
	Purchase 19-Jan-2018	2000	0.0136	348000	2.3780
	Purchase 25-Jan-2018	4000	0.0273	352000	2.4053
	Purchase 02-Feb-2018	42000	0.2870	394000	2.6923
	Purchase 09-Feb-2018	6000	0.0410	400000	2.7333
	Sale 16-Feb-2018	-10000	0.0683	390000	2.6650
	Sale 23-Feb-2018	-2000	0.0136	388000	2.6513
	Purchase 02-Mar-2018	10000	0.0683	398000	2.7197
	Purchase 09-Mar-2018	66000	0.4510	464000	3.1707
	Purchase 16-Mar-2018	2000	0.0136	466000	3.1843
	Purchase 23-Mar-2018	10000	0.0683	476000	3.2527
	Sale 30-Mar-2018	-2000	0.0136	474000	3.2390
	At the end of the Year 31-Mar-2018	474000	3.2390	474000	3.2390
13	<b>MONOTYPE INDIA LIMITED</b>				
	At the beginning of the year 01-Apr-2017	0	0.0000	0	0.0000
	Purchase 19-Jan-2018	110000	0.7516	110000	0.7516
	Purchase 02-Feb-2018	51500	0.3519	161500	1.1036
	Sale 16-Feb-2018	-11500	0.0785	150000	1.0250
	Purchase 09-Mar-2018	8000	0.0546	158000	1.0796
	Sale 23-Mar-2018	-6000	0.0410	152000	1.0386
	At the end of the Year 31-Mar-2018	152000	1.0386	152000	1.0386
14	<b>VIJAYA KUMAR YALAMANCHILI</b>				
	At the beginning of the year 01-Apr-2017	72000	0.4920	72000	0.4920
	At the end of the Year 31-Mar-2018	72000	0.4920	72000	0.4920

v) Shareholding of Directors and Key Managerial Personnel					
For Each of the Directors and KMP		Shareholding at the beginning of the year		Shareholding At the end of the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
<b>Directors and KMP</b>					
Sr. No.	Name of Director and KMP				
1	Yashovardhan Sinha	3214086	22%	3214086	22%
2	Meena Sharma	561857	3.8%	561857	3.8%
3	Vandana Sinha	561857	3.8%	561857	3.8%
4	Sunita Sinha	2304929	15.8%	2304929	15.8%
5	Rachna	0	0	0	0
6	Anil Kumar Singh	0	0	0	0
Date wise Increase/Decrease in Promoters Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc):		NIL			

V) INDEBTEDNESS				
Indebtedness of the Company including interest outstanding/accrued but not due for payment				
	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness (₹ in Rs)
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	15069442	56162539.21	0	71231981.21
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	<b>15069442</b>	<b>56162539.21</b>	<b>0</b>	<b>71231981.21</b>
<b>Change in Indebtedness during the financial year</b>				
Addition	25434827.11	4601927.49	-	30036754.6
Reduction	-	0	0	0
<b>Net Change</b>	<b>25434827.11</b>	<b>4601927.49</b>	<b>0</b>	<b>30036754.6</b>
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	40504269.11	60764466.70	0	71231981.21
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	<b>40504269.11</b>	<b>60764466.70</b>	<b>0</b>	<b>71231981.21</b>

VI) REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL						
A. Remuneration to Managing Director, Whole-time Directors and/or Manager:						
Sr. No.	Particulars of Remuneration	Name of MD/WTD/Manager				Total amount (₹ in Rs)
		Yashovardhan Sinha	Meena Sharma	Vandana Sinha	Sunita Sinha	
1	Gross Salary					

	a. Salary as per provisions contained u/s 17(1) of the Income Tax Act, 1961	48,00,000	11,21,619	12,94,428	36,00,000	1,08,16,047
	b. Value of perquisites u/s 17(2) of the Income Tax Act, 1961	-	-	-	-	-
	c. Profits in lieu of salary u/s 17(3) of the Income Tax Act, 1961	-	-	-	-	-
1.	Stock Option	-	-	-	-	-
2.	Sweat Equity	-	-	-	-	-
3.	Commission	-	-	-	-	-
	- As % of profit	-	-	-	-	-
4.	Others, please specify	-	-	-	-	-
	<b>TOTAL</b>	<b>48,00,000</b>	<b>11,21,619</b>	<b>12,94,428</b>	<b>36,00,000</b>	<b>1,08,16,047</b>
	Ceiling as per the Act	Managerial remuneration is paid as per schedule V of the Companies Act, 2013 and ceiling is based on the effective capital of the Company.				

**B. Remuneration to other Directors:****1. Independent Directors**

Sr. No.	Particulars of Remuneration	Name of the Director		Total amount (' in Rs)
		Ravi Prakash Chamaria	Chandra Shekhar Prasad Gupta	
1	<b>Independent Directors</b>			
	Fee for attending Board/Committee Meeting	0	0	0
	Commission	-	-	-
	Others, please specify	-	-	-
	<b>TOTAL B(1)</b>	<b>0</b>	<b>0</b>	<b>0</b>

**2. Other Non Executive Directors**

Sr. No.	Particulars of Remuneration			Total amount (' in Rs)
1	Other Non-Executive Directors fee for attending Board/ Committee Meeting	-	-	-
	<b>TOTAL(2)</b>	<b>-</b>	<b>-</b>	<b>-</b>
	<b>TOTAL B=B(1)+B(2)</b>	<b>0</b>	<b>0</b>	<b>0</b>

**C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD**

Sr. No.	Particulars of Remuneration	Key Managerial personnel		Total amount (' in Rs)
		CS	CFO	
		Rachna	Anil Kumar Singh	
1	<b>Gross Salary</b>			
	d. Salary as per provisions contained u/s 17(1) of the Income Tax Act, 1961	3,25,000	9,29,754	1254754
	e. Value of perquisites u/s 17(2) of the Income Tax Act, 1961	-	-	-
	f. Profits in lieu of salary u/s 17(3) of the Income Tax Act, 1961	-	-	-
	Stock Option	-	-	-
	Sweat Equity	-	-	-
	Commission	-	-	-
	- As % of profit	-	-	-
	Others, please specify	-	-	-
	<b>TOTAL(C)</b>	<b>3,25,000</b>	<b>9,29,754</b>	<b>1254754</b>

VII) PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES:					
Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment /Compounding fees imposed	Authority [RD/NCLT/COURT]	Appeal made, if any (give details)
<b>A. COMPANY</b>					
Penalty			NONE		
Punishment					
Compounding					
<b>B. DIRECTORS</b>					
Penalty			NONE		
Punishment					
Compounding					
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty			NONE		
Punishment					
Compounding					

#### ANNEXURE 'C' TO BOARD'S REPORT

1. Details pertaining to remuneration as required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:
  - i. The ratio of the remuneration of each Director to the Median Remuneration of the Employees of the Company for the Financial Year 2014-15 and
  - ii. The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the Financial Year.

Sr. No.	Name of Director/KMP and Designation	Remuneration for the FY 2016-17	Percentage Increase/ decrease in remuneration in the Financial Year 2016-17	Ratio of Remuneration of each director to the Median Remuneration of Employees
1	Yashovardhan Sinha (Managing Director)	75,00,000	(56.25%)	4210.52%
2	Sunita Sinha (Whole Time Director)	36,00,000	NA	3157.89%
3	Meena Sharma (Non-Executive Director)	7,20,000	55.57%	983.87%
4	Vandana Sinha (Non-Executive Director)	6,00,000	110%	1135.46%
5	Anil Kumar Singh (Chief Financial Officer)	8,48,164	9.61%	NA
6	Rachna (Company Secretary)	1,35,000 ( from july to March 2017)	25%	NA

2. There were no employees covered under rule 5(2) of the Companies (Appointment and Remuneration) Rules, 2014

For and on behalf of the Board

Place: Patna  
Date: 22<sup>nd</sup> May, 2018

sd/-  
Chairman & Managing Director  
Yashovardhan Sinha  
DIN: 01636599

**MANAGEMENT DISCUSSION AND ANALYSIS REPORT AS PER LODR****Overview of Economy**

As per the latest GDP growth estimates, Indian economy grew up 7.36 % in FY 2018 compared to 6.74 % in FY 2017, mostly driven by improved economic fundamentals and revision of GDP methodology calculation.

**Industry Scenario**

Your Company has opened new unit of all segments in Gaya, i.e. 9 to 9 Supermarket, 9 to 9 Salon & Spa, YO! CHINA and 9to9 Banquet in the year 2018. Company is now mulling the options of opening these units in Muzaffarpur also. Additionally, we are planning to open Yo! China restaurant in Darbhanga and Take-Away-Express home delivery restaurant in Mumbai. With growth in urban income there has been a rise in discretionary spending mostly falling in areas operated by our Company. However, completion from rapidly growing national players in smaller towns and aggressive ecom players has been challenging. But we have a niche client base which continues to be loyal and ever expanding.

**Retail Industry Conditions**

India is ranked first in the Global Retail Development Index 2017, backed by rising middle class and rapidly growing consumer spending.

The Indian retail industry has emerged as one of the most dynamic and fast-paced industries due to the entry of several new players. It accounts for over 10 per cent of the country's Gross Domestic Product (GDP) and around 8 per cent of the employment. India is the world's fifth-largest global destination in the retail space.

Indian Retail Industry has immense potential as India has the second largest population with affluent middle class, rapid urbanization and solid growth of internet.

**Opportunities, Threats and Challenges****Opportunities**

- ⊕ Huge Growth Potential in our service segment
- ⊕ Increasing demand for healthier food and home meal delivery
- ⊕ Growing population, both in numbers and choices
- ⊕ Increase in domestic market of products

**Threats**

- ⊖ Increased Competition from Local & Big Players
- ⊖ Rising inflations constrains the operating margins
- ⊖ Competition
- ⊖ Shortfall of skilled labor

**Risk & Concerns****Internal Control System and their adequacy**

The Company has adequate internal control system, commensurate with the size of its operations. Adequate records and documents are maintained as required by laws. The Audit Committee reviews adequacy and effectiveness of the Company's internal control environment and monitors the implementation of audit recommendations. The Audit Committee gives valuable suggestions from time to time for improvement of the company's business processes, systems and internal controls. All efforts are being made to make the internal control systems more effective.

**Discussion of the Financial Performance with respect to operational performance**

Your Company is in the business of multi-location Retail supermarket, Beauty and Hair Salon, Food & Beverages (restaurants and Take-Away) and banqueting. In this financial year Company has reported sterling growth in sales, EBITDA & net profit. Your company's net Profit before exceptional item jumped by 129% to 298 lakhs in the current year from 130 lakhs in the previous year. Same store Sales grew by 12.2 % to 7517 Lakhs in the current year as compared to 6700 Lakhs in the previous year. EBITDA jumped by 83.52 % to 635 lakhs from 346 Lakhs.

**Highlights of our financial performance during the year 2017-18.**

- Gross receipts from sales of Rs. 7517 Lakhs
- EBITDA of Rs. 635 Lakhs
- Net Profit of Rs. 298 Lakhs
- Earnings per Share (EPS) of Rs. 2.04

The Directors present the Company's Report on Corporate Governance for the year ended March 31, 2018 in terms of Regulation 34(3) read with schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulation").

### **COMPANY'S PHILOSOPHY**

Transparency and Accountability are the two basic tenets of Corporate Governance. We, Aditya Consumer Marketing Ltd. ("the Company") ensure transparency which ensures strong and balanced economic development. The Company also ensures that the interests of all shareholders are safeguarded. We ensure that all shareholders fully exercise their rights and that the Company fully recognizes their rights. The Company believes that good Corporate Governance is a continuous process and strives to improve the Corporate Governance practices to meet shareholder's expectation.

The Company aims at not only its own growth but also maximization of benefits to the shareholders, employees, customers, government, stakeholders and also the general public at large. For this purpose, the Company continuously strives to improve its level of overall efficiency through good corporate governance, which envisages transparency, professionalism and accountability in all its operations. We are committed to good corporate governance and its adherence to the best practices of true spirits at all times.

The Company's governance framework is based on the following Principles:

- Ⓔ Appropriate composition and size of the Board, with each member bringing in expertise in their respective domains;
- Ⓔ Availability of information to the members of the Board and Board Committees to enable them discharge their fiduciary duties;
- Ⓔ Timely disclosure of material operational and financial information to the stakeholders;
- Ⓔ Systems and processes in place for internal control; and
- Ⓔ Proper business conduct by the Board, senior management and Employees.

A report on compliance of corporate governance as prescribed by the Securities and Exchange Board of India in chapter IV read with Schedule V of the Listing Regulation is given below: -

### **GOVERNANCE STRUCTURE**

The Corporate Governance structure at Aditya Consumer Marketing Limited is as follows:

#### **1. Board of Directors:**

The Board is entrusted with the ultimate responsibility of the management, general affairs, directions and performance of the Company. As its primary role is fiduciary in nature, the Board provides leadership, strategic guidance, objective and independent view to the Company's management while discharging its responsibilities, thus ensuring that the management adheres to ethics, transparency and disclosure.

#### **2. Committees of the Board:**

The Board has constituted the following Committees Viz. Audit Committee, Nomination and Remuneration/Compensation Committee and Shareholders/Investors Grievance Committee. Each of the said Committee has been mandated to operate within a given framework.

### **THE BOARD OF DIRECTORS**

#### **Composition of the Board and category of Directors**

The Board has a good mix of Executive and Non-Executive Directors including Independent Directors. As on March 31, 2018, the Board consists of six Directors comprising two are Independent & Non- Executive Directors, three women Director out of which one is whole-time director & other two are Non- Executive Director, and the Chairman and Managing Director is the promoter and executive Director. The composition of the Board represents an optimal mix of professionalism, knowledge and experience in their respective fields.

### Board Meetings

The Board meets at regular intervals to discuss and decide on business strategies/policies and review the financial performance of the company. The notice of Board Meeting is given well in advance to all the Directors. The agenda of the Board Meetings is set by the Company Secretary in consultation with the Chairman & Managing Director of the Company. The agenda for the Board Meetings includes detailed notes on the items to be discussed at the meeting to enable the Directors to take an informed decision.

During the financial year ended March 31, 2018, Seven Board Meetings were held. The maximum interval between any two meetings was well within the maximum allowed gap of 120 days.

The Board meeting were held on the following dates:-

08.05.2017, 17.08.2017, 28.08.2017, 14.11.2017, 10.02.2018, 20.02.2018, 26.03.2018.

### Attendance of Directors at the Board Meetings and the last Annual General Meeting (AGM):-

Sl. No.	Date of Board Meeting and AGM	Name of Directors					
		Yashovardhan Sinha	Sunita Sinha	Vandana Sinha	Meena Sharma	Chandra Shekhar Prasad Gupta	Ravi Prakash Chamria
1.	08.05.2017	Present	NA	Present	Present	Present	Leave Sought
2.	17.08.2017	Present	NA	Present	Present	Present	Present
3.	28.08.2017	Present	NA	Present	Present	Present	Present
4.	21.09.2017 (AGM)	Present	Present	Present	Present	Present	Leave Sought
5.	14.11.2017	Present	Present	Present	Present	Present	Leave Sought
6.	10.02.2018	Present	Present	Present	Present	Present	Present
7.	20.02.2018	Present	Present	Present	Present	Present	Leave Sought
8.	26.03.2018	Present	Present	Present	Present	Leave Sought	Present

\*Notes- Whole-Time Director Sunita Sinha was appointed as on 28<sup>th</sup> August, 2017.

### Information Given to the Board

The Company provides the information as set out in Regulation 17 read with Part A of Schedule II of Listing Regulation to the Board and the Board Committees to the extent it is applicable and relevant. Such information is submitted either as part of the agenda papers in advance of the respective meetings or by way of presentations and discussions during the meeting.

### Post Meeting Mechanism

The important decision taken at the Board/Board Committee meetings are communicated to the concerned departments/divisions.

### Board Support

The Company Secretary Attends Board/Board Committee meetings and advises on Compliances with applicable laws and governance.

### Independent Directors

The Non-Executive Independent Directors fulfill the conditions of independence specified in Section 149(6) of the Companies Act, 2013 and Regulation 16 of the Listing Regulation.

**Limit on the number of Directorship**

In compliance with the Listing Regulations, Directors of the Company do not serve as Independent Director in more than seven Listed Companies or in case he is serving as a Whole-time Director in any Listed Companies, does not hold such position in more than three Listed Companies.

**Maximum Tenure of Independent Directors**

In accordance with Section 149(11) of the Companies Act, 2013 the Current tenure of Independent Directors of the Company is for a term of 5 consecutive years from the date of Board Meeting (BM) held on June 24, 2016.

**Independent Directors' Meeting**

During the year under review, the Independent Directors met on 11<sup>th</sup> December 2017, inter alia, to discuss:

- ⊗ Evaluation of the performance of Non-Independent Directors and the Board of Directors as a whole.
- ⊗ Evaluation of the performance of the chairman of the Company, taking into account the views of the Executive and Non-executive directors.
- ⊗ Evaluation of the quality, content and timelines of flow of information between the Management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

All the Independent Directors were present at the Meeting.

**Familiarization Programme for Independent Directors:**

The Company will impart Familiarization Programmes for Independent Directors inducted on the Board of the Company. Familiarization - immediately upon appointment of Director the Familiarization Programme of the Company will provide information relating to the Company, Retail industry, business model of the Company, business processes & policies, sectors in which Company operates, etc. The Programme intends to improve awareness of the Independent Directors on their roles, rights, responsibilities towards the Company. Further, the Familiarization Programme shall also provide information relating to the financial performance of the Company and budget and control process of the Company and all other information's which affect its rights and responsibility.

The MD or such other officer(s) of the Company, duly authorized by the MD shall lead the Familiarization Programme. The KMPs or Senior Management Personnel may participate in the Programme for providing various inputs.

**GOVERNANCE CODES****Code of Business Conduct & Ethics**

The Company has adopted code of Business Conduct & Ethics ("the Code") which is applicable to the Board of Directors and Senior Management Team (One Level below the Board) of the Company. The Board of Directors and the members of Senior Management team are required to affirm semi-annual compliance of this code. The code requires Directors and Employees to act honestly, fairly, ethically and with integrity, conduct themselves in professional, courteous and respectful manner. The code is displayed on the website of the Company viz. [www.adityaconsumer.com](http://www.adityaconsumer.com).

**Conflict of Interest**

Each Director informs the Company on an annual basis about the Board and the Committee positions he occupies in other Companies including Chairmanships and notifies changes during the year. The Members of the Board while discharging their duties, avoid conflict of interest in the decision making process. The members of the Board restrict themselves from any discussions and voting in transactions that they have concern or interest.

**Insider Trading Code**

The SEBI has notified the Securities and Exchange Board of India (SEBI) (Prohibition of Insider Trading) Regulations, 2015 ("the PIT Regulations") on January 15, 2015 effective from May 15, 2015 which has repealed the SEBI (Prohibition of Insider Trading) Regulations, 1992.

The Company has adopted a code of conduct to regulate, monitor and report trading by insiders ("the Code") in accordance with the requirements of the PIT Regulations.

The Code is applicable to the Promoters and Promoters Group, all Directors and such designated employees who are expected to have access to unpublished price sensitive information relating to the Company. The Company Secretary is the Compliance Officer for monitoring adherence to the said regulations.



In compliance with the aforesaid PIT Regulations, the Company has also formulated the Code of Practices and Procedures for fair disclosures of Unpublished Price Sensitive Information. This code is displayed on the Company's website viz. [www.adityaconsumer.com](http://www.adityaconsumer.com).

## COMMITTEES OF THE BOARD

The Board of Directors have constituted Board Committees to deal with specific areas and activities which concern the Company and requires a closer review. The Board Committees are formed with approval of the Board and function under their respective Charters. These Committees play an important role in the overall management of day-to-day affairs and governance of the Company. The Board Committees meet at regular intervals and take necessary steps to perform its duties entrusted by the Board. The Minutes of the meetings of all Committees are placed before the Board for review. The Board Committees can request special invitees to join the meeting, as appropriate.

The Board currently has the following Committees:

### 1. AUDIT COMMITTEE

#### Composition

Audit Committee of the Board of Directors is entrusted with the responsibility to supervise the company's internal controls and financial reporting process. The Audit Committee is headed by Mr. Chandra Shekhar Prasad Gupta and has Mr. Ravi Prakash Chamria, Mrs. Vandana Sinha, Mrs. Meena Sharma as its Members. All the members of the Audit Committee are financially literate and having accounting and related Administrative and Financial Management Expertise.

#### Term of Reference

The Audit Committee of the Company is entrusted with the responsibility to supervise the Company's internal controls and financial reporting process and, inter alia, performs the following functions:

- ⌚ Overseeing the company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible;
- ⌚ Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees;
- ⌚ Approving payment to statutory auditors for any other services rendered by the statutory auditors;
- ⌚ Approving initial or any subsequent modification of transactions of the company with related parties;
- ⌚ Scrutinizing inter-corporate loans and investments
- ⌚ Valuation of undertakings or assets of the company, wherever it is necessary;
- ⌚ Monitoring the end use of funds raised through public offers and related matters
- ⌚ Reviewing, with the management, the annual financial statements before submission to the Board for approval, with particular reference to:
  - ⌚ Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 134 of the Companies Act, 2013;
  - ⌚ changes, if any, in accounting policies and practices along with reasons for the same;
  - ⌚ major accounting entries involving estimates based on the exercise of judgment by management;
  - ⌚ significant adjustments made in the financial statements arising out of audit findings;
  - ⌚ compliance with listing and other legal requirements relating to financial statements;
  - ⌚ disclosure of any related party transactions; and
  - ⌚ Qualifications in the audit report.
- ⌚ Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
- ⌚ Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
- ⌚ Reviewing, with the management, performance of statutory and internal auditors, and adequacy of the internal control systems;
- ⌚ Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- ⌚ Discussing with the internal auditors any significant findings and follow up there on;
- ⌚ Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;

- ③ Discussing with the statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- ③ Looking into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of nonpayment of declared dividends) and creditors;
- ③ Reviewing the functioning of the Whistle Blower mechanism, in case the same is existing;
- ③ Approving the appointment of the Chief Financial Officer (i.e. the whole time finance director or any other person heading the finance function) after assessing the qualifications, experience and background, etc., of the candidate; and
- ③ Carrying out any other function as is mentioned in the terms of reference of the Audit Committee or contained in the equity listing agreements as and when amended from time to time.

Further, the Audit Committee shall mandatorily review the following:

- ③ management discussion and analysis of financial condition and results of operations;
- ③ statement of significant related party transactions (as defined by the Audit Committee), submitted by management;
- ③ management letters / letters of internal control weaknesses issued by the statutory auditors;
- ③ internal audit reports relating to internal control weaknesses; and
- ③ The appointment, removal and terms of remuneration of the chief internal auditor.

### Meetings and Attendance

The Audit Committee met 5 (Five) times during the financial year 2017-18. The Committee met on April 03, 2017, May 08, 2017, August 17, 2017, November 14, 2017 and March 09, 2018, to deliberate on various matters. The maximum gap between two Audit Committee Meetings was not more than 120 days. The necessary quorum was present for all meetings.

The table below provides the attendance of the Audit Committee members:

Sl. No.	Name of the Directors	Position	No. of Meetings Attended
1.	Chandra Shekhar Prasad Gupta	Chairman	5 of 5
2.	Ravi Prakash Chamria	Member	3 of 5
3.	Vandana Sinha	Member	5 of 5
4.	Meena Sharma	Member	5 of 5

### Internal Controls

The Company continuously invests in strengthening its internal control and processes. The Audit Committee along with the CFO formulates a detailed plan to the Internal Auditors for the year, which is reviewed at the Audit Committee Meetings. The Internal Auditors attend the meetings of Audit Committee at regular intervals and submit their recommendations to the Audit Committee and provide a road map for the future.

## 2. NOMINATION AND REMUNERATION/ COMPENSATION COMMITTEE Composition

The Nomination and Remuneration/ Compensation Committee comprises Mr. Chandra Shekhar Prasad Gupta as the Chairman & Mr Ravi Prakash Chamria and Mrs. Vandana Sinha, Mrs. Meena Sharma as members of the Committee. In terms of Section 178(1) of the Companies Act, 2013 and Regulation 19 of Listing Regulations, the Nomination and Remuneration Committee should comprise of at least three Directors; all of whom should be Non-Executive Directors. At least half of the Committee members should be Independent with an Independent Director acting as the Chairman of the Committee.

### Term of Reference

The role of Nomination and Remuneration/ Compensation Committee is as follows:

- ③ Identify persons who are qualified to become directors and may be appointed in senior management in accordance with the Criteria laid down, recommend to the Board their appointment and removal and shall carry out evaluation of every director's performance.
- ③ Formulate the criteria for determining the qualifications, positive attributes and independence of a director and recommend to the board a policy relating to the remuneration for directors, KMPs and other employees.
- ③ Determine our Company's policy on specific remuneration package for the Managing Director / Executive Director including pension rights.
- ③ Decide the salary, allowances, perquisites, bonuses, notice period, severance fees and increment of Executive Directors.
- ③ Define and implement the Performance Linked Incentive Scheme (including ESOP of the Company) and evaluate the performance and determine the amount of incentive of the Executive Directors for that purpose.

- ⑤ Decide the amount of Commission payable to the Whole Time Directors.
- ⑤ Review and suggest revision of the total remuneration package of the Executive Directors keeping in view the performance of the Company, standards prevailing in the industry, statutory guidelines etc.
- ⑤ To formulate and administer the Employee Stock Option Scheme.

### Meetings and Attendance

The Nomination and Remuneration Committee met 1 (One) time during the financial year 2017-18. The Committee met on August 28, 2017. The necessary quorum was present for all meetings.

The table below provides the attendance of the Nomination and Remuneration Committee members:

Sl. No.	Name of the Directors	Position	No. of Meetings Attended
1	Chandra Shekhar Prasad Gupta	Chairman	1 of 1
2	Ravi Prakash Chamria	Member	1 of 1
3	Vandana Sinha	Member	1 of 1
4	Meena Sharma	Member	1 of 1

## REMUNERATION

### Remuneration to Non-Executive Directors

The Non-Executive Independent Directors are eligible for sitting fees and commission not exceeding the limits prescribed under the Companies Act, 2013. The remuneration paid to Non-Executive Directors is decided by the board of directors' subject to the overall approval of the members of the company. The Non-Executive independent Directors has waived off their remuneration by way of sitting fees. The Company does not pay sitting fees for Board meeting and all other committee meetings attended by the Directors. The Non-Executive Independent Directors do not have any material relationship or transaction with the company.

### Remuneration to Executive Directors

All decisions relating to the appointment and remuneration of the Executive Directors were taken by the Board of Directors of the Company and in accordance with the Share holders' approval wherever necessary. The Executive Director gets monthly salary from the Company. In the event of the Managing Director desiring to leave the service of the Company, he shall give to the Company six months' notice. The Company may, at its sole discretion, relieve the Managing Director of his duties any time by giving six months' notice Salary, as recommended by the Nomination and Remuneration Compensation Committee and approved by the Board and the Shareholders of the Company.

Remuneration of the Managerial Persons is within the limits approved by the Board and Shareholders. The remuneration is directed towards rewarding performance, based on review of achievements. Presently the Company does not have a Scheme for grant of Stock Options or performance linked incentives for its Directors.

### Remuneration to Key Managerial Personnel, Senior Management and other Staff:

The Remuneration to KMP, Senior Management and other staff will be determined by the Committee and recommended to the Board for approval. KMP, Senior Management shall be eligible for a monthly remuneration as may be approved by the Board on the recommendation of the Committee in accordance with the statutory provisions of the Companies Act, 2013 and the rules made there under for the time being in force.

Key principle of the Remuneration for Key Managerial Personnel, Senior Management and other employees, the following set of principles act as guiding factors:

- ⑤ Aligning key executive and Board Remuneration with the longer term interests of the Company and its Shareholders
- ⑤ Minimize complexity and ensure transparency
- ⑤ Link to long term strategy as well as annual business performance of the Company
- ⑤ Reflective of line expertise, market competitiveness so as to attract the best talent.

Details of Remuneration paid to Directors for the year ended 31<sup>st</sup> March, 2018:

Name	Salary, benefits, bonus etc.	Commission	Sitting Fees
<b>Mr. Yashovardhan Sinha</b> Chairman & Managing Director	48,00,000	-	-
<b>Mrs. Sunita Sinha</b> Whole-Time Director	36,00,000	-	-
<b>Mrs. Meena Sharma</b> Non-Executive Director	11,21,619	-	-
<b>Mrs. Vandan Sinha</b> Non-Executive Director	12,94,428	-	-
<b>Mr. Chandra Shekhar Prasad Gupta</b> Independent Director	-	-	-
<b>Ravi Prakash Chamria</b> Independent Director	-	-	-

### Performance Evaluation

In terms of the requirement of the Companies Act, 2013 and Listing Regulations, the Board carried out the annual performance evaluation of the Board as a whole, Board Committees and the Directors.

During the year, in terms of the requirements of the Companies Act, 2013 and Listing Regulations, Board Evaluation cycle was completed by the Company internally which included the Evaluation of the Board as a whole, Board Committees and Directors. The exercise was led by the Independent Director of the Company. The Evaluation process focused on various aspects of the functioning of the Board and Committees such as composition of the Board and Committees, experience, performance of specific duties and obligations, governance issues etc.

The results of the Evaluation were shared with the Board, Chairman of respective Committees and individual Directors. Based on the outcome of the Evaluation, the Board and Committees have agreed on an action to further improve the effectiveness and functioning of the Board and Committees. The Chairman of respective Board Committees also shared the results of evaluation with the respective Committee Members.

### 3. SHAREHOLDER'S/INVESTORS GRIEVANCE COMMITTEE

#### Composition

The Shareholder's/Investors Grievance Committee comprises Mr. Chandra Shekhar Prasad Gupta, Independent Director as the Chairman & Mr. Ravi Prakash Chamria, Mrs. Meena Sharma and Mrs. Vandana Sinha as members of the Committee.

#### Term of Reference

The Committee looks into the matters of Shareholders/Investors grievance along with other matters listed below:

- ① Allotment, transfer of shares including transmission, splitting of shares, changing joint holding into single holding and vice versa, issue of duplicate shares in lieu of those torn, destroyed, lost or defaced or where the cases in the reverse for recording transfers have been fully utilized.
- ② Issue of duplicate certificates and new certificates on split/ consolidation/ renewal, etc.; and
- ③ Review the process and mechanism of redressal of Shareholders /Investors grievance and suggest measures of improving the system of redressal of Shareholders /Investors grievances.
- ④ non-receipt of share certificate(s), non-receipt of declared dividends, non-receipt of interest/dividend warrants, non-receipt of annual report and any other grievance/complaints with Company or any officer of the Company arising out in discharge of his duties.
- ⑤ Oversee the performance of the Registrar & Share Transfer Agent and also review and take note of complaints directly received and resolved them.
- ⑥ Oversee the implementation and compliance of the Code of Conduct adopted by the Company for prevention of Insider Trading for Listed Companies as specified in the Securities & Exchange Board of India (Prohibition of insider Trading) Regulations, 1992 as amended from time to time.
- ⑦ Any other power specifically assigned by the Board of Directors of the Company from time to time by way of resolution passed by it in a duly conducted Meeting.
- ⑧ Carrying out any other function contained in the equity listing agreements as and when amended from time to time.

### Meetings and Attendance

The Shareholder's/Investors Grievance meeting not held during the year because there were no such requirements.

### Details of Shareholders' Complaints Received, Solved and Pending as on March 31, 2018

The Company expresses satisfaction with the Company's performance in dealing with investor grievance. The Company has not received any complaints during the year. Hence there were no complaints outstanding as on March 31, 2018.

### AFFIRMATIONS AND DISCLOSURES:

#### 1. Compliance with Governance Framework

The Company is in compliance with all mandatory requirements of Listing Regulation.

#### 2. Related Party Transactions

All transactions entered into with the Related Parties as defined under the Companies Act, 2013 and Listing Regulation during the financial year were in the ordinary course of business and on arm's length basis and do not attract the provisions of section 188 of the Companies Act, 2013.

Related party transactions have been disclosed under the Note no. 31 of significant accounting policies and notes forming part of the financial statements in accordance with "Accounting Standard 18". A statement in summary form of transactions with related parties in the ordinary course of business and arm's length basis is periodically placed before the Audit committee for review and recommendation to the Board for their approval.

None of the transactions with related parties were in conflict with the interest of the Company. All the transactions are in the normal course of business and have no potential conflict with the interest of the Company at large and are carried out on an arm's length basis or fair value basis.

#### 3. CEO/CFO Certification

The requirement with respect to certification of financial statement by CEO/CFO is complied with as per the provisions of the Corporate Governance laid down in LODR with the Stock Exchange, which is annexed.

#### 4. Auditors' Certificate on Corporate Governance

The company has obtained a certificate from the Auditors of the company regarding compliance with the provisions of the Corporate Governance laid down in LODR with the Stock Exchange, which is annexed.

#### 5. Details of non-compliance by the Company, penalties and strictures imposed on the Company by Stock Exchange or SEBI or any Statutory Authority, on any matter related to capital markets, during last year.

The Company has complied with all requirements of the LODR entered into with the Stock Exchange as well as the regulations and guidelines of SEBI. Consequently, there were no strictures or penalties imposed by either SEBI or the Stock Exchanges or any statutory Authority for non-compliance of any matter related to the capital markets during the last year.

### Vigil Mechanism/Whistle Blower Policy

Pursuant to section 177(9) and (10) of Companies Act, 2013, the Company has formulated Vigil Mechanism/Whistle Blower Policy for Directors and Employees to report to the management about the unethical behavior, fraud or violation of Company's code of conduct.

The mechanism provides for adequate safeguards against victimization of employees and Directors who use such mechanism and makes provision for direct access to the Chairperson of the Audit Committee in exceptional cases. None of the personnel of the Company has been denied access to the Audit Committee. The Whistle Blower Policy is displayed on the Company's website viz. [www.adityaconsumer.com](http://www.adityaconsumer.com)

**6. Disclosure of Accounting Treatment**

In the preparation of the Financial Statement, the Company has followed the Accounting Standards referred to in section 133 of the Companies Act, 2013. The Significant Accounting Policies which are consistently applied are set out in the Notes to the Financial Statements.

**7. Risk Management**

Business risk evaluation and management is ongoing process within the Company. The Assessment is periodically examined by the Board.

**8. Non-mandatory requirements**

Adoption of Non-mandatory requirements of Listing Regulation is being reviewed by the Board from time-to-time.

**9. DEMATERIALIZATION OF SHARES:**

The Shares of the company were dematerialized with effect from 17.10.2017. The National Securities Depository Limited and Central Depository Services (India) Limited were the depository of the shares of the company Under SEBI Circular SMDRP/POLICY/CIR-23/2000 dated May 29, 2000 the Company's shares are in compulsory demat segment for the trading and to do any transaction of shares.

**10. Number of Shareholders(As at 31<sup>st</sup> March, 2018): 84****GENERAL SHAREHOLDER INFORMATION:-**

1.	16 <sup>th</sup> AGM date, Time and Venue	Thursday, 20 <sup>th</sup> September, 2018 at 2.00 p.m. at ,9 to 9 Banquet hall (Sapphire), Nutan Plaza, Bandar Bagicha, patna-800001, Bihar
2.	Company Registration Details	ROC Bihar, CIN- L52190BR2002PLC009872
3.	Registered Office	M 15, S K Nagar, Main Road, Patna-800001, Bihar.
4.	Financial year	01 <sup>st</sup> April 2017 to 31 <sup>st</sup> March, 2018
5.	Book closure date	14 <sup>th</sup> September 2018 to 20 <sup>th</sup> September 2018 (both days inclusive)
6.	Dividend Payment	Not declared in the Financial year 2017-2018
7.	Listing on Stock Exchange	BSE Limited
8.	Scrip Code	540146
9.	Payment of Listing Fees	The Company has paid Listing Fees for the year 2018-19 to BSE within due date.
10.	Payment of Depository Fees:	Annual Custody/Issuer fee for the year 2018-19 has been paid by the Company to NSDL and CDSL on receipt of the invoices.
11.	Registrar and Transfer Agents:	Cameo Corporate Services Limited Subramanian Building, No. 1 Club House Road, Chennai – 600 002.

**12. Reconciliation of Share Audit Report**

As stipulated by SEBI, a qualified Chartered Accountant carries out to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited and the total issued and listed capital. The audit is carried out every quarter and the report thereon is submitted to the Stock Exchange where the Company's Shares are listed. The audit confirms that the total listed and paid-up capital is in agreement with the aggregate of total number of shares in Dematerialized form (held with CDSL and NSDL).

**Bifurcation of Shares held in physical and demat form as on March 31, 2018**

Particulars	Number of Shares	% of shares
Physical Segment	Nil	Nil
Demat Segment		

A. NSDL	4841915	33.0870
B. CDSL	9791972	66.9130
<b>Total (A)+(B)</b>	<b>1,46,33,887</b>	<b>100</b>

There are no outstanding GDRs/ADRs/Warrants/Convertible Instruments of the Company.

### 13. Distribution of Shareholding as on March 31, 2018

Holding Rs. - Rs.	Shareholders		Shares Amount	
	Number	% of total	Rs.	% of total
10 5000	0	0.00	0	0.00
5001 10000	0	0.00	0	0.00
10001 20000	9	10.7142	180000	0.1230
20001 30000	0	0.00	0	0.00
30001 40000	6	7.1428	240000	0.1640
40001 50000	0	0.00	0	0.00
50001 100000	19	22.6190	1520000	1.0386
100001 and above	50	59.5238	144398870	98.6743
<b>Grand Total</b>	<b>84</b>	<b>100.0000</b>	<b>146338870</b>	<b>100.0000</b>

### 14. SHARE HOLDING PATTERN AND DISTRIBUTION OF SHAREHOLDINGS AS ON 31ST MARCH, 2018

Category	Number of Shares held	% of Shareholding
1. Promoters	6642729	45.40%
2. Mutual Funds	Nil	Nil
3. Banks, FI, Insurance Companies	Nil	Nil
4. Private bodies Corporate	144000	0.98%
5. Clearing Members	Nil	Nil
6. Non-Resident Indians	Nil	Nil
7. Indian Public	7847158	53.62%

### 15. SHARE PRICE DATA

The monthly high and low prices and volumes of shares of the Company at BSE Limited (BSE) for the year ended March 31, 2018 are as under:

Month	BSE		
	High (Rs.)	Low (Rs.)	Volume (Nos.)
Apr-17	50.6	30	264000
May-17	42	37	20000
Jun-17	44.5	39	36000
Jul-17	61.25	40.5	116000
Aug-17	59	51.15	184000
Sep-17	60.25	48.9	284000
Oct-17	101.85	49.05	756000
Nov-17	106	92.65	228000
Dec-17	153.45	111	164000
Jan-18	200	151.95	482000

Feb-18	237	166.8	856000
Mar-18	224	144.35	2068000
<b>Closing Share Price as on March 31, 2018 (In Rs.)</b>			<b>178.00</b>

#### 16. Details of last three Annual General Meetings Held:

Particulars	FY 2014-15	FY 2015-16	FY 2016-17
Day	Wednesday	Tuesday	Tuesday
Date	30 <sup>th</sup> September, 2015	21 <sup>st</sup> June, 2016	21 <sup>st</sup> September, 2017
Time	11:00 a.m.	11:00 a.m.	11:00 a.m.
Venue	M-16, S.K.Nagar, Main Road, Patna-800001, Bihar.	M-15, S.K.Nagar, Main Road, Patna-800001, Bihar.	M-15, S.K.Nagar, Main Road, Patna-800001, Bihar.
Special Resolution	NIL	1(One) Managing Director Appointment	1(One) Whole Time Director Appointment

### MEANS OF COMMUNICATION TO SHAREHOLDERS

Effective communication of information is an essential component of Corporate Governance. It is a process of sharing information, thoughts, ideas and plans to all stakeholders which promotes management-shareholder relations. The Company regularly interacts with shareholders through multiple channel of communication such as results announcement, annual report, media releases, Company's website.

1. The Unaudited half yearly results are announced within Forty-Five days of the close of the half year. The audited annual results are announced within sixty days from the closure of the financial year as per the requirement of the Listing Regulation.
2. The approved financial results are forthwith sent to the stock exchange and displayed on the Company's website- [www.adityaconsumer.com](http://www.adityaconsumer.com)
3. Managerial Discussion and Analysis forms part of the Annual Report, which is sent to the Shareholders of the Company.
4. The half yearly results, Shareholding pattern, quarterly/half yearly/yearly compliances and all other corporate communication to the stock exchange viz. BSE Limited of India are filed electronically. The Company has complied with filing submissions through BSE's Listing Centre.

### **SHARE TRANSFER SYSTEM**

As all the shares are held in dematerialized mode, the transfer takes place instantaneously between the transferor, transferee, and the Depository Participant through electronic debit/credit of the accounts involved. In compliance with the Listing Regulation, a Practicing Company Secretary carries out audit of the system and a certificate to that effect is issued.

### **NOMINATION**

Nomination facility in respect of shares held in electronic form is available with the Depository Participants as per the bye-laws and business rules applicable to NSDL and CDSL. Nomination form can be obtained from the Company's Registrar and Transfer Agent.

### **SERVICE OF DOCUMENT THROUGH ELECTRONIC MODE**

As a part of Green Initiatives, the members who wish to receive the notice/documents through e-mail, may kindly intimate their e-mail address to the Company's Registrar and Transfer Agent, Cameo Corporate Services Limited



**MD/CFO CERTIFICATION TO THE BOARD**

To,  
The Board of Directors  
**Aditya Consumer Marketing Limited**

We the undersigned, in our respective capacity as Managing Director and Chief Financial Officer of **Aditya Consumer Marketing Limited** ("the Company") to the best of our knowledge and belief certify that:

- a) We have reviewed Financial Statements and the Cash Flow Statement for the Financial Year ended March 31, 2018 and that to the best of our knowledge and belief, we state that:
- (i) These statements do not contain any materially untrue statements or omit any material fact or contain any statements that might be misleading;
  - (ii) These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b) We further state that to the best of our knowledge and belief, there are no transactions entered into by the Company during the year, which are fraudulent, illegal or violative of the Company's Code of Conduct.
- c) We hereby declare that all the members of the Board of Directors and Executive Committee have confirmed compliance with the Code of Conduct as adopted by the Company.
- d) We are responsible for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting of the Company and have disclosed to the Auditors and Audit Committee, deficiencies in the design or operation of internal controls, if any, of which we are aware and the steps we have taken or proposed to take to rectify these deficiencies.
- e) We have indicated, based on our most recent evaluation, wherever applicable, to the Auditors and the Audit Committee:
- (i) significant changes, if any, in internal control over financial reporting during the year;
  - (ii) significant changes, if any, in accounting policies during the period and that the same have been disclosed in the notes to the financial statements; and
  - (iii) Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having significant role in the Company's internal control system over the financial reporting.

**By Order of the Board of Directors**

**For Aditya Consumer Marketing Limited**

**Anil Kumar Singh**  
Chief Financial Officer

**Yashovardhan Sinha**  
Chairman & Managing Director  
DIN: 01636599

**AUDITOR'S CERTIFICATE OF COMPLIANCE WITH THE  
CORPORATE GOVERNANCE**

To the Members,  
**Aditya Consumer Marketing Limited**

We have examined the compliance of conditions of Corporate Governance by **Aditya Consumer Marketing Limited** for the year ended 31<sup>st</sup> March, 2018 as stipulated in Chapter IV of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 pursuant to the Listing Agreement of the said Company with the Stock Exchanges. (The Members hereby noted that according to the SEBI (LODR) Regulations, 2015 the company (being a SME Listed Company of BSE Ltd) is exempted from the compliance of corporate governance requirements as provided under regulations 17 to 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 and para C, D and E of Schedule V.)

The Compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination has been limited to a review of the procedures and implementation thereof adopted by the Company for ensuring compliance with the conditions of Corporate Governance as stipulated in the said Clause. It is neither an audit nor an expression of opinion on the Financial Statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Chapter IV of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

We further state that such compliance is neither an assurance as to the further viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Yours Faithfully

For **O.P.Tulsyan & Co.**  
Chartered Accountants

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Sanjay Kumar Agarwal  
Partner

Firm's registration No. 500028N  
Membership No. 044173 of 1990

**Independent Auditors' Report to members of****Aditya Consumer Marketing Limited****Report on the Financial Statements**

We have audited the accompanying financial statements of **Aditya Consumer Marketing Limited** (the company), which comprise of the Balance Sheet as at **31st March, 2018**, the Statement of Profit & Loss and the Cash Flow statement for the year ended on that date and a summary of the significant accounting policies and other explanatory information.

**Management's responsibility for the (Standalone) 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 financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes 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 design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

**Auditors Responsibility**

Our responsibility is to express an opinion on these standalone financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

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

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give 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 the 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 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 financial statements.

**Opinion**

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

- i. in the case of the Balance Sheet, of the state of affairs of the Company as at 31st March, 2018;
- ii. in the case of the Statement of Profit and Loss, of the profit of the Company for the year ended on that date; and
- iii. in the case of the Cash Flow Statement, of the cash flows of the Company for the year ended on that date.

**Report on Other Legal and Regulatory Requirements**

As required by the Companies (Auditor's Report) Order, 2015 (the "Order") issued by the Central Government in terms of Sub section 11 of Section 143 of The Companies Act, 2013, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order.

As required by Section 143(3) of the Act, we report that:

- (a) We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- (c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- (d) In our opinion, the Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- (e) On the basis of the written representations received from the directors as on **31st March, 2018** taken on record by the Board of Directors, none of the directors is disqualified as on **31st 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 "B"**.
- (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 does not have any pending litigations which would impact its financial position.
  - II. the Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
  - III. there were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

**For O.P. Tulsyan & Co**

Chartered Accountants

Firm Reg No. 500028N

**Ca Sanjay Kumar Agarwal**

Partner

Membership No 044173 of 1990

Place: Patna

Date: 22<sup>nd</sup> May, 2018

**ADDITIONAL INFORMATION ANNEXED TO THE INDEPENDENT AUDITORS' REPORT****Annexure "A" to the Auditors' Report**

The Annexure referred to in our report to the members of **Aditya Consumer Marketing Limited** (The Company) for the year ended **31st March, 2018** (in terms of the Companies Auditor's Report Order, 2016 dated 29.03.2016 issued by Ministry of Corporate Affairs.).

We report that:

1.
  - (a) Whether the company is maintaining proper records showing full particulars, including quantitative details and situation of fixed assets;
 

"Yes"
  - (b) Whether these fixed assets have been physically verified by the management at reasonable intervals; whether any material discrepancies were noticed on such verification and if so, whether the same have been properly dealt with in the books of account;
 

"Yes"
  - (c) Whether the title deeds of immovable properties are held in the name of the company. If not, provide the details thereof
 

"Not Applicable"
2.
  - (a) Whether physical verification or inventory has been conducted at reasonable intervals by the management and whether any material discrepancies were noticed and if so, whether they have been properly dealt with in the books of account
 

"Yes, No, Not Applicable"
3. Whether the company has 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 Companies Act. If so,
 

"No"

  - (a) whether the terms and conditions of the grant of such loans are not prejudicial to the company's interest;
 

"Not Applicable"
  - (b) whether the schedule of repayment of principal and payment of interest has been stipulated and whether the repayments or receipts are regular;
 

"Not Applicable"
  - (c) if the amount is overdue, state the total amount overdue for more than ninety days, and whether reasonable steps have been taken by the company for recovery of the principal and interest;
 

"Not Applicable"
4. In respect of loans, investments, guarantees, and security whether provisions of section 185 and 186 of the Companies Act, 2013 have been complied with. If not, provide the details thereof.
 

"Yes, Not Applicable"

5. In case, the company has accepted deposits, whether the directives issued by the Reserve Bank of India and the provisions of sections 73 to 76 or any other relevant provisions of the Companies Act, 2013 and the rules framed thereunder, where applicable, have been complied with? If not, the nature of such contraventions be stated; If an order has been passed by Company Law Board or National Company Law Tribunal or Reserve Bank of India or any court or any other tribunal, whether the same has been complied with or not?

"No, Not Applicable"

6. Whether maintenance of cost records has been specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013 and whether such accounts and records have been so made and maintained.

No, Not Applicable

7. (a) Is the company regular in depositing undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues with the appropriate authorities and if not, the extent of the arrears of outstanding statutory dues as at the last day of the financial year concerned for a period of more than six months from the date they became payable, shall be indicated.

"Generally yes, except in certain cases where the same were deposited by the company during the currency of audit. However, such default has not exceeded six months"

- (b) Where dues of income tax or sales tax or service tax or duty of customs or duty of excise or value added tax have not been deposited on account of any dispute, then the amounts involved and the forum where dispute is pending shall be mentioned. (A mere representation to the concerned Department shall not constitute a dispute).

"No, Not Applicable"

8. Whether the company has defaulted in repayment of loans or borrowing to a financial institution, bank, Government or dues to debenture holders? If yes, the period and the amount of default to be reported (in case of defaults to banks, financial institutions, and Government, lender wise details to be provided).

"No, Not Applicable"

9. Whether moneys raised by way of initial public offer or further public offer (including debt instruments) and term loans were applied for the purposes for which those are raised. If not, the details together with delays or default and subsequent rectification, if any, as may be applicable, be reported;

"Yes, Not Applicable"

10. Whether any fraud by the company or any fraud on the Company by its officers or employees has been noticed or reported during the year; If yes, the nature and the amount involved is to be indicated;

"No, Not Applicable"

11. Whether managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act? If not, state the amount involved and steps taken by the company for securing refund of the same;

"Yes, Not Applicable"

12. Whether the Nidhi Company has complied with the Net Owned Funds to Deposits in the ratio of 1: 20 to meet out the liability and whether the Nidhi Company is maintaining ten per cent unencumbered term deposits as specified in the Nidhi Rules, 2014 to meet out the liability;

"Not Applicable"

13. Whether all transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the Financial Statements etc., as required by the applicable accounting standards;

"Yes"

14. Whether the company has made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review and if so, as to whether the requirement of section 42 of the Companies Act, 2013 have been complied with and the amount raised have been used for the purposes for which the funds were raised. If not, provide the details in respect of the amount involved and nature of non-compliance;

"Yes, Not Applicable"

15. Whether the company has entered into any non-cash transactions with directors or persons connected with him and if so, whether the provisions of section 192 of Companies Act, 2013 have been complied with;

"No, Not Applicable"

16. Whether the company is required to be registered under section 45-IA of the Reserve Bank of India Act, 1934 and if so, whether the registration has been obtained.

"No, Not Applicable"

**For O.P. Tulsyan & Co**  
Chartered Accountants  
Firm Reg No 500028N

**Ca Sanjay Kumar Agarwal**  
Partner  
Membership No 044173 of 1990

Place: Patna  
Date: 22<sup>nd</sup> May, 2018

#### Annexure "B" to the Auditors' Report

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

We have audited the internal financial controls over financial reporting of **Aditya Consumer Marketing Limited** ("the Company") as of **31 March 2018** in conjunction with our audit of the 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 the internal control over financial reporting criteria established by the Company 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 ('ICAI'). These responsibilities include the 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 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.

**Auditors' 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, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both 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 judgment, 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 Company's 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 authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised 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 31 March 2018, based on the internal control over financial reporting criteria established by the Company 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 O.P. Tulsyan & Co**

Chartered Accountants  
Firm Reg No 500028N

**Ca Sanjay Kumar Agarwal**

Partner  
Membership No 044173 of 1990

Place: Patna  
Date: 22<sup>nd</sup> May, 2018



Aditya Consumer Marketing Limited				
Balance Sheet as at 31st March				
	Particulars	Note No.	2018	2017
<b>A</b>	<b>EQUITY AND LIABILITIES</b>			
	<b>1 Shareholders' funds</b>			
	(a) Share capital	3	14,63,38,870.00	14,63,38,870.00
	(b) Reserves and surplus	4	7,57,49,733.57	4,09,45,051.00
	(c) Money received against share warrants		-	-
	<b>2 Share application money pending allotment</b>			
	<b>3 Non-current liabilities</b>			
	(a) Long-term Borrowings	5	4,05,04,269.11	1,50,69,442.00
	(b) Deferred tax liabilities (net)	6	58,81,446.00	39,94,923.00
	(c) Other long-term liabilities	7	6,00,000.00	6,00,000.00
	(d) Long-term provisions	8	-	-
	<b>4 Current liabilities</b>			
	(a) Short-term borrowings	9	6,07,64,466.70	5,61,62,539.21
	(b) Trade payables	10	1,22,14,516.38	1,12,57,532.50
	(c) Other current liabilities			
	(d) Short-term provisions	12	1,26,88,111.76	32,77,470.00
	<b>TOTAL</b>		<b>35,47,41,413.52</b>	<b>27,76,45,827.71</b>
<b>B</b>	<b>ASSETS</b>			
	<b>1 Non-current assets</b>			
	(a) Fixed assets	13		
	(i) Tangible assets		15,73,89,374.36	12,29,66,393.00
	(ii) Intangible assets		-	-
	(iii) Capital work-in-progress		-	-
	(iv) Intangible assets under development		-	-
	(v) Fixed assets held for sale		-	-
	(b) Non-current investments	14	-	-
	(c) Deferred tax assets (net)	6	-	-
	(d) Long-term loans and advances	15	-	-
	(e) Other non-current assets	16	28,00,000.00	-
	<b>2 Current assets</b>			
	(a) Current investments	17	-	-
	(b) Inventories		11,00,60,392.00	11,53,38,765.00
	(c) Trade receivables	18	31,78,425.62	10,26,875.00
	(d) Cash and cash equivalents	19	4,86,84,349.04	1,81,42,462.71
	(e) Short-term loans and advances	20	3,26,28,872.50	2,01,71,332.00
	(f) Other current assets	21	-	-
	<b>TOTAL</b>		<b>35,47,41,413.52</b>	<b>27,76,45,827.71</b>
<b>Please see accompanying notes forming part of the financial statements</b>				
			<b>For and on behalf of the Board of Directors</b>	
In terms of our report attached.			LS2190BR2002PLC009872	
<b>For O.P. Tulsyan &amp; Co</b>				
Chartered Accountants				
			Yashovardhan Sinha	Meena Sharma
<b>Ca Sanjay Kumar Agarwal</b>			(Mg. Director)	(Director)
Partner			01636599	02004554
Membership No 044173 of 1990				
Place : Patna				
Date : 22nd May, 2018				

<b>Aditya Consumer Marketing Limited</b>				
<b>Statement of Profit and Loss for the year ended on 31st March</b>				
			<b>2018</b>	<b>2017</b>
<b>Particulars</b>	<b>Note No.</b>			
<b>A CONTINUING OPERATIONS</b>				
<b>1 Revenue from operations (gross)</b>			75,17,40,726.00	67,00,45,823.00
Less: Excise duty			-	-
<b>Revenue from operations (net)</b>			<b>75,17,40,726.00</b>	<b>67,00,45,823.00</b>
<b>2 Other income</b>	23		14,75,468.20	16,05,870.00
<b>3 Total revenue (1+2)</b>			75,32,16,194.20	67,16,51,693.00
<b>4 Expenses</b>				
(a) Cost of materials consumed			-	-
(b) Purchases of stock-in-trade			57,36,23,082.00	57,57,20,941.00
(c) Changes in inventories of finished goods, work-in-progress and stock-in-trade			52,78,373.00	-2,40,52,146.00
(d) Employee benefits expense	24		6,21,87,831.59	4,61,22,486.00
(e) Finance costs	26		62,40,126.30	67,10,273.00
(f) Depreciation and amortisation expense			1,28,28,169.00	90,78,682.00
(g) Operating & Other expenses	25		4,86,07,723.98	3,92,50,139.00
<b>Total expenses</b>			<b>70,87,65,305.87</b>	<b>65,28,30,375.00</b>
<b>5 Profit / (Loss) before exceptional and extraordinary items and tax (3 - 4)</b>			4,44,50,888.33	1,88,21,318.00
<b>6 Exceptional items</b>				
- Written Back Items			-	-
Sub Total :			-	-
<b>7 Profit / (Loss) before extraordinary items and tax (5 ± 6)</b>			4,44,50,888.33	1,88,21,318.00
<b>8 Extraordinary items</b>			-	-
<b>9 Profit / (Loss) before tax (7 ± 8)</b>			4,44,50,888.33	1,88,21,318.00
<b>10 Tax expense:</b>				
(a) Current tax expense for current year			1,26,88,111.76	32,77,470.00
(b) (Less): MAT credit (where applicable)			-	-
(c) Current tax expense relating to prior years			-	-
(d) Excess Provision			-	-
(e) Net current tax expense			-	-
(f) Deferred tax			18,86,523.00	25,38,316.00
			<b>1,45,74,634.76</b>	<b>58,15,786.00</b>
<b>11 Profit/(Loss) from continuing operations (9 ± 10)</b>			2,98,76,253.57	1,30,05,532.00

<b>Aditya Consumer Marketing Limited</b>				
<b>Statement of Profit and Loss for the year ended</b>				
Particulars	Note No.	2018	2017	
<b>B DISCONTINUING OPERATIONS</b>				
12.i Profit / (Loss) from discontinuing operations (before tax)		-	-	
12.ii Gain / (Loss) on disposal of assets / settlement of liabilities attributable to the discontinuing operations		-	-	
12.iii Add / (Less): Tax expense of discontinuing operations		-	-	
(a) on ordinary activities attributable to the discontinuing operations		-	-	
(b) on gain / (loss) on disposal of assets / settlement of liabilities		-	-	
<b>13 Profit / (Loss) from discontinuing operations (12.i + 12.ii + 12.iii)</b>		-	-	
<b>C TOTAL OPERATIONS</b>				
<b>14 Profit / (Loss) for the year (11 + 13)</b>		<b>2,98,76,253.57</b>	<b>1,30,05,532.00</b>	
<b>15.i Earnings per share (of Rs 10/- each):</b>				
(a) Basic				
(i) Continuing operations		2.04	0.89	
(ii) Total operations		2.04	0.89	
(b) Diluted				
(i) Continuing operations		2.04	0.89	
(ii) Total operations		2.04	0.89	
<b>15.ii Earnings per share (excluding extraordinary items) (of Rs 10/- each):</b>				
(a) Basic				
(i) Continuing operations		2.04	0.89	
(ii) Total operations		2.04	0.89	
(b) Diluted				
(i) Continuing operations		2.04	0.89	
(ii) Total operations		2.04	0.89	
<b>Please see accompanying notes forming part of the financial statements</b>				
		<b>For and on behalf of the Board of Directors</b>		
In terms of our report attached.		L52190BR2002PLC009872		
<b>For O.P. Tulsyan &amp; Co</b>				
Chartered Accountants				
		Yashovardhan Sinha	Meena Sharma	
		(Mg. Director)	(Director)	
		01636599	02004554	
<b>Ca Sanjay Kumar Agarwal</b>				
Partner				
Membership No 01636599 of 1990				
Place : Patna				
Date : 22nd May, 2018				

<b>Aditya Consumer Marketing Limited</b>				
Cash Flow Statement for the year ended				
	<b>2018</b>		<b>2017</b>	
	Rs	P	Rs	P
<b>Cash flows from operating activities</b>				
Profit before taxation	4,44,50,888.33		1,88,21,318.00	
<i>Adjustments for:</i>				
Depreciation	1,28,28,169.00		90,78,682.00	
Investment income	-12,37,622.00		-11,22,285.00	
Interest expense	62,40,126.30		67,10,273.00	
Profit / (Loss) on the sale of plant & equipment	-		-	
<i>Working capital changes:</i>				
(Increase) / (Decrease) in trade and other receivables	-1,74,09,091.12		-1,37,34,301.00	
(Increase) / (Decrease) in inventories	52,78,373.00		-2,40,52,146.00	
Increase / (Decrease) in trade payables	55,58,911.37		7,52,862.71	
<i>Cash generated from operations</i>	<i>5,57,09,754.88</i>		<i>-35,45,596.29</i>	
Interest paid	-62,40,126.30		-67,10,273.00	
Income taxes paid	-38,37,450.00		-32,22,941.00	
Creation of MAT	54,88,409.00			
Dividends paid	-		-	
<b>Net cash from operating activities</b>	<b>5,11,20,587.58</b>		<b>-1,34,78,810.29</b>	
<b>Cash flows from investing activities</b>				
Business acquisitions, net of cash acquired	-		-	
Purchase of property, plant and equipment	-4,72,51,150.36		-3,93,24,368.00	
Proceeds from sale of equipment	-		-	
Acquisition of portfolio investments	-		-	
Investment income	12,37,622.00		11,22,285.00	
<b>Net cash used in investing activities</b>	<b>-4,60,13,528.36</b>		<b>-3,82,02,083.00</b>	
<b>Cash flows from financing activities</b>				
Proceeds from issue of share capital/share premium	-		6,00,00,000.00	
Proceeds from / (Payment of) long-term borrowings	2,54,34,827.11		-63,17,598.00	
<b>Net cash used in financing activities</b>	<b>2,54,34,827.11</b>		<b>5,36,82,402.00</b>	
<b>Net increase in cash and cash equivalents</b>	<b>3,05,41,886.33</b>		<b>20,01,508.71</b>	
<b>Cash and cash equivalents at beginning of period</b>	<b>1,81,42,462.71</b>		<b>1,61,40,954.00</b>	
<b>Cash and cash equivalents at end of period</b>	<b>4,86,84,349.04</b>		<b>1,81,42,462.71</b>	
<b>Please see accompanying notes forming part of the financial statements</b>				
<b>For and on behalf of the Board of Directors</b>				
In terms of our report attached.	LS2190BR2002PLC009872			
<b>For O.P. Tulsyan &amp; Co</b>				
Chartered Accountants				
	Yashovardhan Sinha (Mg. Director)		Meena Sharma (Director)	
<b>Ca Sanjay Kumar Agarwal</b>	01636599		02004554	
<b>Membership No 044173 of 1990</b>				
Place : Patna				
Date : 22nd May, 2018				

## Aditya Consumer Marketing Limited

## Notes to Financial Statements for the year ended 31 March, 2017

A. Equity Share Capital														
Rs. P														
Balance at the beginning of the reporting period														
14,63,38,870.00														
Add : Fresh Allotment of shares														
-														
Balance at the end of the reporting period														
14,63,38,870.00														
B. Other Equity	Share Application Money pending for Allotment	Equity Component of Compound Financial Instruments	Reserves & Surplus				Debt instruments through Other Comprehensive Income	Equity instruments through Other Comprehensive Income	Effective Portion of Cash Flow Hedges	Revaluation surplus	Exchange differences on translating the financial statements of a foreign operation	Other items of Comprehensive Income	Money received against share warrants	Total
			Capital Reserve	Securities Premium Reserve	Other Reserves	Retained Earnings								
Balance at the beginning of the reporting period	-	-	-	-	-	4,09,45,051.00	-	-	-	-	-	-	-	4,09,45,051.00
Changes in the accounting policy or prior period errors	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Restated Balance at the beginning of the reporting period	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Total Comprehensive Income for the year	-	-	-	-	-	2,98,76,253.57	-	-	-	-	-	-	-	2,98,76,253.57
Dividends	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Transferred to retained earnings	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Any other changes	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Balance at the end of the reporting period	-	-	-	-	-	7,08,21,304.57	-	-	-	-	-	-	-	7,08,21,304.57

**Aditya Consumer Marketing Limited**  
**Notes to Financial Statements for the year ended 31 March , 2018**

**1.00 Corporate information**

The Company was incorporated on 25th July, 2002. The Company Identification Number (CIN) allotted to the Company is L52190BR2002PLC009872. The Company is engaged in establishment and operation of Departmental Stores, Super Market retailing in consumer items, Food & Beverages (Restaurants), Services (Salon).

**2.00 Significant accounting policies**

**a. Basis of preparation of financial statements :**

The financial statements are prepared under the historical cost convention, on an accrual basis of accounting in accordance with the accounting principles generally accepted in India ('Indian GAAP') and comply with the mandatory accounting standard issued by The Institute of Chartered Accountants of India and relevant provisions of Companies Act, 2013('the Act').

**b. Use of estimates:**

The preparation of the financial statements requires the management of the Company to make estimates and assumptions that affect the reported amount of assets and liabilities and disclosures relating to the contingent liabilities as at the date of financial statements and reported amounts of income and expenditure during the period. Examples of such estimates include provisions for doubtful trade receivables and advances, employee benefits, provision for income taxes, impairment of assets and useful lives of fixed assets.

**c. Fixed assets**

Fixed assets are stated at cost of acquisition or construction, less accumulated depreciation/amortization, disposals and impairment loss, if any. Cost includes inward freight, duties, taxes and all incidental expenses incurred to bring the assets to their present location and condition.

The Company has no Intangible assets in the nature of Goodwill or Misc. Expenditure.

The Company have no jointly owned assets.

Costs of borrowing related to the acquisition or construction of fixed assets that are attributable to the qualifying assets are capitalised as part of the cost of such asset. All other borrowing costs are recognized as expenses in the periods in which they are incurred.

**d. Depreciation/ amortization**

Depreciation is the systematic allocation of the depreciable amount of an asset over its useful life. The depreciable amount of an asset is the cost of an asset or other amount substituted for cost, less its residual value. The useful life of an asset is the period over which an asset is expected to be available for use by an entity, or the number of production or similar units expected to be obtained from the asset by the entity.

Though the useful life of the assets owned by company have been considered at the lives suggested in Part C of Schedule II of The Companies Act, 2013, some exceptions have been made in the useful life of computer, furniture and fixtures and plants including kitchen equipments, which have been taken on higher side.

**e. Impairment**

At each Balance Sheet date, the Company reviews carrying amounts of its fixed assets to determine whether there is any indication that those assets suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss. The recoverable amount is the higher of an asset's net selling price and value in use. In assessing the value in use, the estimated future cash flows expected from the continuing use of the asset and from its ultimate disposal are discounted to their present values using a pre-determined discount rate that reflects the current market assessments of the time value of money and risks specific to the asset.

**f. Operating leases**

The Company has no Lease arrangements where the risk and rewards incidental to ownership of an asset substantially vest with the lessor and classified as operating leases.

Rental income and rental expenses, if any, on assets given or obtained under operating lease arrangements are recognized on a straight line basis over the term of the lease.

The initial direct costs relating to operating leases, if any, are recorded as expenses as they are incurred.

**g. Investments**

The company has no Long-term investments.

Current investments is not comprising of investments in mutual funds.

**h. Inventories**

Inventories, if any, are valued at the lower of cost or net realizable value. Cost includes all expenses incurred to bring the inventory to its present location and condition. Cost is determined on a weighted average basis.

## **i. Employee Benefits**

(i) Short term employee benefits: The undiscounted amount of short term employee benefits expected to be paid in exchange for services rendered by employees is recognized during the period when the employee renders the service. These benefits include compensated absences such as paid annual leave and performance incentives payable within twelve months.

(ii) Post employment benefits: Contributions to defined contribution retirement benefit schemes are recognized as expenses when employees have rendered services entitling them to the contributions.

For defined benefit schemes, the cost of providing benefits is determined using the Projected Unit Credit Method, with actuarial valuations being carried out at each balance sheet date. Actuarial gains and losses are recognized in full in the Statement of Profit and Loss for the period in which they occur. Past service cost is recognized immediately to the extent that the benefits are already vested, and otherwise is amortized on a straight-line basis over the average period until the benefits become vested.

The retirement benefit obligation recognized in the balance sheet represents the present value of the defined benefit obligation as adjusted for unrecognized past service cost, and as reduced by the fair value of scheme assets. Any asset resulting from this calculation is limited to past service cost, plus the present value of available refunds and reductions in future contributions to the scheme.

## **j. Revenue recognition**

The Revenues has been recognised in the situation when no significant uncertainty exists regarding the amount of consideration that will be derived from rendering the service.

Since the company could not segregate the amount of excise and other duties which were included in the cost of sales for corresponding previous year, which were subsumed in GST. As Such the sales are shown at values inclusive of taxes collected by the company on account of VAT & GST leviable under respective statutes.

Interest on deposits is recognized on accrual basis.

## **k. Taxation**

(i) Current tax expense is determined in accordance with the provisions of the Income Tax Act, 1961. Deferred tax assets and liabilities are measured using the tax rates, which have been enacted or substantively enacted at the balance sheet date. Deferred tax expense or benefit is recognized on timing differences being the differences between taxable incomes and accounting incomes that originate in one period and are capable of reversing in one or more subsequent periods.



(ii) In the event of unabsorbed depreciation and carry forward of losses, deferred tax assets are recognized only to the extent that there is virtual certainty that sufficient taxable income will be available to realize these assets. In other situations, deferred tax assets are recognized only to the extent that there is reasonable certainty that sufficient future taxable income will be available to realize these assets.

(iii) Provision for current income taxes and advance taxes paid in respect of the same jurisdiction are presented in the balance sheet after offsetting on an assessment year basis.

#### **l. Foreign currency transactions and translations:**

The company has not entered into any foreign exchange transaction during the period under review.

#### **m. Earnings per share**

Basic earnings per share are calculated by dividing the net profit or loss for the year attributable to equity shareholders (after deducting preference dividends and attributable taxes) by the weighted average number of equity shares outstanding during the year. The weighted average number of equity shares outstanding during the year is adjusted for events, if any, of bonus issue to existing shareholders and share split.

#### **n. Contingent liabilities and provisions**

Provisions are recognized in respect of present probable obligations, the amount of which can be reliably estimated. Contingent Liabilities are disclosed in respect of possible obligations, if any, that may arise from past events whose existence and crystallization is confirmed by the occurrence or non-occurrence of one or more uncertain future events not within the control of the Company.

#### **o. Derivative financial instruments**

The company does not deal in Derivative Financial Instruments.

### **3.00 Share Capital**

	<b>2018</b>	<b>2017</b>
	<b>Rs _____ P</b>	<b>Rs _____ P</b>
a. Authorised	15,00,00,000.00	15,00,00,000.00
b. No of Issued, Subscribed and Paid up Equity Shares of Rs 10/- each	1,50,00,000.00	1,50,00,000.00
a. Authorised Capital		

The Authorised Capital of the company has not been enhanced during the year under review

b. Issued, Subscribed and Paid up 14,63,38,870.00 14,63,38,870.00

There was no fresh issue of shares in the Issued, Subscribed and Paid up share capital of the Company during the current year.

c. Terms/ rights attached to equity shares

The Company has only one class of equity shares with a face value of Rs 10/- per share. Each shareholder of equity shares is entitled to one vote per share at any General Meeting of Shareholders. The Company declares and pays dividends in Indian rupees, considering the profitability and cash flow requirements. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

The Board of Directors have not recommended any dividend for the year ended 31st March 2018.

d. The following table sets forth information regarding shareholding of 5% or more in the Company:

Name of Share Holder (% of Shareholding)	31-Mar-18	31-Mar-17
Yashovardhan Sinha (21.96%)	3214086	3214086
Ajay kumar HUF (11.11%)	1625443	1625443
Rashi Vardhan (5.61%)	821429	821429
Rinu Sinha (7.48%)	1095129	1095129
Sunita Sinha (15.75%)	2304929	2304929
Fancos Trademart Private Limited (10.76%)	1574000	-

#### 4.00 Reserves and surplus

	2018 Rs _____ P	2017 Rs _____ P
Surplus in Statement of Profit and Loss		
Opening Balance	4,09,45,051.00	79,39,519.00
Add : Profit for the year	2,98,76,253.57	1,30,05,532.00
Less : Short Provision for IT Last Year	-5,59,980.00	-
Add: Share Premium	-	2,00,00,000.00
Add : Provision for MAT	54,88,409.00	-
Closing Balance	7,57,49,733.57	4,09,45,051.00

#### 5.00 Long-term borrowings

	2018 Rs _____ P	2017 Rs _____ P
Term Loan I (Secured)	36,19,536.00	1,02,74,466.00
Term Loan II (Secured)	3,01,03,692.00	-
Term Loan (VL I) ((Secured)	83,792.00	1,20,779.00
Term Loan (VL II) ((Secured)	1,20,191.00	1,74,197.00
Term Loan (VL III) ((Secured)	37,49,011.72	45,00,000.00

Term Loan (VL IV) ((Secured)	1,56,892.17	-
Term Loan (VL V) ((Secured)	1,71,154.22	-
Term Loan (VL VI) ((Secured) - New	25,00,000.00	-
	<u>4,05,04,269.11</u>	<u>1,50,69,442.00</u>

Cash Credit Limit (Hypo.) from a Scheduled Bank against hypothecation of Stock in trade and other current assets. Also Guaranteed by the directors of the company in their personal capacity.

\* Includes cheques issued to creditors/suppliers but not presented by them till the date of Balance Sheet.

The relevant charge has already been registered with the Ministry of Corporate Affairs on the website maintained by them.

#### 6.00 Deferred tax liabilities (net)

	2018	2017
	Rs _____ P	Rs _____ P
<b>Deferred tax liability arising out of timing differences on:</b>		
Difference between Accounting & Tax Dep	61,05,252.84	82,14,614.74
<b>Total deferred tax liabilities (A)</b>	<u>61,05,252.84</u>	<u>82,14,614.74</u>
<b>Deferred tax assets arising out of timing differences on:</b>		
Provision for doubtful trade receivables	-	-
Provision for Leave encashment	-	-
Provision for Bonus	-	-
Expenditure disallowed u/s. 40 (a) (ia)	-	-
Unearned income and deferred revenues	-	-
Intt received on provisional IT Assessment	-	-
Revaluation loss on buyers credit	-	-
Others	-	-
<b>Total deferred tax assets (B)</b>	<u>-</u>	<u>-</u>
<b>Deferred tax liabilities (net) (A - B) @ 30.9%</b>	18,86,523.00	25,38,316.00
<b>Opening Balance</b>	39,94,923.00	14,56,607.00
<b>Deferred tax liabilities c/fd to Balance Sheet</b>	58,81,446.00	39,94,923.00

#### 7.00 Other long-term liabilities

	2018	2017
	Rs _____ P	Rs _____ P
Sunita Sinha (ACRPS7311P)	6,00,000.00	6,00,000.00
	<u>6,00,000.00</u>	<u>6,00,000.00</u>

## 8.00 Long term Provisions

	2018		2017	
	Rs	P	Rs	P
<b>A. Provision for Employees</b>				
Provision for employee benefits (Refer note 24)	-		-	
Provision for Compensated absences	-		-	
Provision for Post-employment medical benefits	-		-	
Others (Pension and Super annuation)	-		-	
	-		-	
<b>B. Provision for contingencies (Refer note 33)</b>	-		-	
<b>C. Others</b>	-		-	
	-		-	

## 9.00 Other Short term borrowings

	2018		2017	
	Rs	P	Rs	P
Cash Credit from Bank	6,07,64,466.70		5,61,62,539.21	
	6,07,64,466.70		5,61,62,539.21	

## 10.00 Trade payables

	2018		2017	
	Rs	P	Rs	P
Sundry Creditors	65,78,981.38		78,57,758.50	
TDS Payable	22,01,275.00		15,59,069.00	
Service Tax Payable	-38,850.00		1,46,115.00	
EPF\ESIC Payable	5,88,840.00		8,26,292.00	
Salary Payable	22,74,349.00		5,21,538.00	
Audit Fee Payable	6,09,921.00		3,46,760.00	
	1,22,14,516.38		1,12,57,532.50	

## 11.00 Other current liabilities

	2018		2017	
	Rs	P	Rs	P
Current maturities of long term borrowing (Refer note 5)	-		-	
Deferred revenues and advances (recd from customers)	-		-	
Interest accrued but not due on loans:	-		-	
	-		-	

## 12.00 Short-term provisions

	2018		2017	
	Rs	P	Rs	P
Provision for Compensated absences	-		-	
Provision for Post-employment medical benefit	-		-	
Provision for Taxes	1,26,88,111.76		32,77,470.00	
	1,26,88,111.76		32,77,470.00	

13.00	Fixed Assets		
	As per Separate Sheet Attached	15,73,89,374.36	12,29,66,393.00
		<u>15,73,89,374.36</u>	<u>12,29,66,393.00</u>
14.00	Non-Current Investments		
		<b>2018</b>	<b>2017</b>
		Rs _____ P	Rs _____ P
	Quoted Shares	-	-
	Unquoted Shares	-	-
	Government Securities	-	-
		<u>-</u>	<u>-</u>
15.00	Long Term Loans and Advances		
		<b>2018</b>	<b>2017</b>
		Rs _____ P	Rs _____ P
	Advance Franchisee Fee	-	-
		<u>-</u>	<u>-</u>
16.00	Other Non-Current Assets		
		<b>2018</b>	<b>2017</b>
		Rs _____ P	Rs _____ P
	IPO Issue Expenses (to the extent not written off)	28,00,000.00	35,00,000.00
		<u>28,00,000.00</u>	<u>35,00,000.00</u>
17.00	Current Investments		
		<b>2018</b>	<b>2017</b>
		Rs _____ P	Rs _____ P
	Current Investments	-	-
		<u>-</u>	<u>-</u>
18.00	Trade Receivables (Unsecured)		
		<b>2018</b>	<b>2017</b>
		Rs _____ P	Rs _____ P
	i. Trade receivables outstanding for a period <b>not exceeding</b> six months from the date they were due for payment		
	Considered good	31,78,425.62	10,26,875.00
	Doubtful	-	-
	Less: Prov. for doubtful trade receivables	-	-
		<u>31,78,425.62</u>	<u>10,26,875.00</u>
	ii. Other Receivables		
	Considered good	-	-
	Doubtful	-	-
	Less: Prov. for doubtful trade receivables	-	-
		<u>-</u>	<u>-</u>
		<u>31,78,425.62</u>	<u>10,26,875.00</u>

## 19.00 Cash &amp; Bank Balances

	2018		2017	
	Rs	P	Rs	P
<b>Cash and Cash Equivalents</b>				
Cash on hand	28,61,069.41		18,07,382.29	
Cheques on hand	-		-	
Remittances in transit	-		-	
In Bank accounts with scheduled banks	4,58,23,279.63		1,63,35,080.42	
<b>Other Bank Balances</b>				
Earmarked funds	-		-	
	<u>4,86,84,349.04</u>		<u>1,81,42,462.71</u>	

## 20.00 Short Term Loans and Advances

	2018		2017	
	Rs	P	Rs	P
Loans and Advances	2,06,04,102.50		1,31,35,571.00	
MAT Paid	69,57,380.00		-	
Advance Tax	48,05,000.00		33,00,000.00	
TDS & TCS	2,62,390.00		2,35,761.00	
	<u>3,26,28,872.50</u>		<u>1,66,71,332.00</u>	

## 21.00 Other Current Assets

	2018		2017	
	Rs	P	Rs	P
Interest receivable	-		-	
Others	-		-	
	<u>-</u>		<u>-</u>	

22.00 Revenue from Operations for the current year includes Rs Nil (2017: Rs Nil) pertaining to previous years.

## 23.00 Other Income

	2018		2017	
	Rs	P	Rs	P
Interest on Bank Deposits [ TDS Rs 1,23,763/-]	12,37,622.00		11,22,285.00	
Any Other Income	2,37,846.20		4,83,585.00	
	<u>14,75,468.20</u>		<u>16,05,870.00</u>	

## 24.00 Employee Benefits

	2018		2017	
	Rs	P	Rs	P
Salary not coverable under ESI & PF	2,74,63,706.00		2,40,90,000.00	
Salary covered under ESI & PF	2,08,45,205.00		1,35,51,073.00	
Salary covered under PF but not ESI	78,53,266.00		54,83,295.00	
Staff welfare expenses	60,25,654.59		29,98,118.00	
	<u>6,21,87,831.59</u>		<u>4,61,22,486.00</u>	

## 25.00 Operating &amp; Other Expenses

	2018		2017	
	Rs	P	Rs	P
Advertising and publicity	2,99,000.00		3,25,636.00	
Auditor's remuneration and expenses	4,19,761.00		3,49,801.00	
Commission	17,26,499.00		8,54,416.00	
Conveyance	4,55,837.00		4,26,645.00	
Donations	52,789.00		65,772.00	
Light and power	95,88,262.23		75,06,078.00	
Misc Consumables	12,80,382.92		9,04,613.00	
Misc Expenses	3,61,148.44		3,98,445.00	
Printing, postage and stationery	51,179.00		59,085.00	
Rent	2,88,82,184.00		2,41,17,467.00	
Telephone expenses	8,34,412.00		8,50,655.00	
Travelling expenses	2,64,236.00		2,23,778.00	
Vehicles Running Expenses	11,30,236.00		8,50,470.00	
IPO Issue Expenses (1/5th of Rs 35.00 Lakh)	7,00,000.00		-	
Books & Periodicals	12,253.00		7,225.00	
Credit Card & Meal Coupons Commission	22,15,522.39		20,43,963.00	
Office Expenses	3,34,022.00		2,66,090.00	
	<b>4,86,07,723.98</b>		<b>3,92,50,139.00</b>	

## 26.00 Finance Cost

	2018		2017	
	Rs	P	Rs	P
Interest on Loans	62,40,126.30		67,10,273.00	
	<b>62,40,126.30</b>		<b>67,10,273.00</b>	

## 27.00 Employee Benefits

## Defined Contribution Plan - Provident Fund:

The Company has subscribed to Provident Fund Scheme and as such has charged its contribution to the Statement of Profit and Loss.

## Gratuity:

The Company acknowledges the efforts of its staff members who have put in their efforts for development and standing of the company. Such hard work cannot be compensated through any means but the company proposes to provide for Payment of Gratuity to those employees who have completed five years of their continuous service. A separate provision in this regard has been created by the company in terms of AS 15 issued by The Institute of Chartered Accountants of India

## Medical Benefit:

The Company reimburses domiciliary and hospitalization expenses not exceeding specified limits incurred by eligible and qualifying employees and their dependent family members.

Pension Plan:

The Company has not subscribed to any pension plan.

#### 28.00 Auditor's remuneration and expenses

	2018 Rs _____ P	2017 Rs _____ P
Audit fees	4,19,761.00	3,49,801.00
	4,19,761.00	3,49,801.00

#### 29.00 Earnings per share

	2018 Rs _____ P	2017 Rs _____ P
Net Profit after tax attributable to the equity shareholders (A)	2,98,76,253.57	1,30,05,532.00
No. of Shares at the beginning of Year	1,46,33,887.00	32,36,400.00
Allotment during the year	-	40,00,000.00
Number of equity shares outstanding at the end of the year	1,46,33,887.00	72,36,400.00
Weighted average number of shares outstanding during the year (B)	1,46,33,887.00	1,25,18,818.51
Basic and diluted earnings per share (per equity share of Rs 10 each) (A/B)	2.04	1.04

#### 30.00 Segmental Reporting (AS 17)

As advised by The Institute of Chartered Accountants of India, AS 17 is mandatorily applicable to the companies (i) whose Equity or debt securities are listed whether in India or Outside, (ii) which are in the process of listing their equity or debt securities as evidenced by the board of directors, (iii) Bank including Co-operative Banks, (iv) Financial Institutions, (v) which are carrying on Insurance Business, (vi) whose turnover for immediately preceding accounting period on the basis of audited financial statements exceeds Rs 50 crore, (vii) whose borrowings, including public deposits exceeds Rs 10 crore, or (viii) holding or subsidiary company of any company noted above.

As the company fall under the condition of company whose turnover for immediately preceding accounting period on the basis of audited financial statements exceeds Rs 50 crore.

The desired details being appended separately.



## 31.00 Related Party Disclosures (AS 18)

As per Accounting Standard 18, the disclosures of transaction with the related parties where control exists and related parties with whom transaction have taken place and their relationships are enclosed as a separate annexure.

## 32.00 Operating Lease arrangements

The Company has no Lease arrangements where the risk and rewards incidental to ownership of an asset substantially vest with the lessor and classified as operating leases.

## 33.00 Provision for Contingencies

Not ascertained

## 34.00 Contingent Liabilities and Commitments

	2018		2017	
	Rs	P	Rs	P
<b>A. Contingent Liabilities</b>				
Guarantees given on behalf of subsidiaries	-		-	
Claims for taxes on income				
Income tax disputes where <b>department is in appeal</b> against the Company	-		-	
Income tax disputes where <b>company is in appeal</b> against the department	-		-	
Income tax disputes where the <b>Company has a favourable decision</b> in other assessment years for the same issue	-		-	
Income tax disputes other than above	-		-	
	<hr/>		<hr/>	
	<hr/>		<hr/>	
<b>B. Commitments:</b>				
Capital Commitments	-		-	
Guarantees extended	-		-	
Other Commitments	-		-	
	<hr/>		<hr/>	
	<hr/>		<hr/>	

## 35.00 Supplementary statutory information

	2018		2017	
	Rs	P	Rs	P
a. Value of imports calculated on CIF basis (on accrual basis)	-		-	
b. Earnings in Foreign Currency	-		-	
c. Expenditure in foreign currency (on accrual basis)	-		-	
	<hr/>		<hr/>	
	<hr/>		<hr/>	

**36.00 Micro and Small Enterprises**

According to information available with the management, on the basis of intimation received from suppliers regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act), the Company has no amount due to Micro and Small Enterprises under the said Act as at 31 March 2018

**37.00 Disclosure as required under Regulation 36 of SEBI (LODR), is applicable to the company****38.00 Derivative Transactions are not applicable to the company****39.00 These financial statements have been prepared to comply with the Schedule III of the Companies Act, 2013 as applicable to the company under section 129 of the Act and the previous year figures have been regrouped and rearranged to make them comparable with that of the current year.**

**For and on behalf of the Board  
Aditya Consumer Marketing Limited**

L52190BR2002PLC009872

Yashovarshan Sinha

(Mg. Director)

01636599

Meena Sharma

(Director)

02004554

**Aditya Consumer Marketing Limited**  
**Schedule of Fixed Assets as on 31.03.2018**

Particulars	Gross Block			Accumulated Depreciation			Net Block			
	31 <sup>st</sup> March 2017	Addition	Sales / Adjustments	31 <sup>st</sup> March, 2018	31 <sup>st</sup> March 2017	Addition	Sales / Adjustments	31 <sup>st</sup> March 2018	31 <sup>st</sup> March 2017	31 <sup>st</sup> March 2018
<b>Tangible Fixed Assets</b>										
Computer	4,55,29,127.00	1,55,72,990.44	-	6,11,02,117.44	1,30,92,046.00	50,37,832.00	-	1,81,29,878.00	3,24,37,081.00	4,29,72,239.44
Generator	89,51,007.00	13,67,000.00	-	1,03,18,007.00	24,84,875.00	5,32,277.00	-	30,17,152.00	64,66,132.00	73,00,855.00
Kitchen Equipments	49,59,430.00	16,86,581.00	-	66,46,011.00	15,49,567.00	3,48,308.00	-	18,97,875.00	34,09,863.00	47,48,136.00
Mobile	2,80,660.00	65,834.00	-	3,46,494.00	1,05,559.00	45,098.00	-	1,50,657.00	1,75,101.00	1,95,837.00
Furniture & Fixtures	9,94,36,894.00	2,44,75,766.83	-	12,39,12,660.83	2,06,65,600.00	60,84,703.00	-	2,67,50,303.00	7,87,71,294.00	9,71,62,357.83
Car	36,81,897.00	39,85,254.09	-	76,67,151.09	22,26,585.00	7,44,336.00	-	29,70,921.00	14,55,312.00	46,96,230.09
Motor Cycle	4,65,463.00	97,724.00	-	5,63,187.00	2,13,853.00	35,615.00	-	2,49,468.00	2,51,610.00	3,13,719.00
	<b>16,33,04,478.00</b>	<b>4,72,51,150.36</b>	<b>-</b>	<b>21,05,55,628.36</b>	<b>4,03,38,085.00</b>	<b>1,28,28,169.00</b>	<b>-</b>	<b>5,31,66,254.00</b>	<b>12,29,66,393.00</b>	<b>15,73,89,374.36</b>
<b>Intangible Fixed Assets</b>										
Goodwill	-	-	-	-	-	-	-	-	-	-
	-	-	-	-	-	-	-	-	-	-
<b>Total</b>	<b>16,33,04,478.00</b>	<b>4,72,51,150.36</b>		<b>21,05,55,628.36</b>	<b>4,03,38,085.00</b>	<b>1,28,28,169.00</b>	<b>-</b>	<b>5,31,66,254.00</b>	<b>12,29,66,393.00</b>	<b>15,73,89,374.36</b>
<b>Previous Year</b>	<b>12,39,80,110.00</b>	<b>3,93,24,368.00</b>	<b>-</b>	<b>16,33,04,478.00</b>	<b>3,12,59,403.00</b>	<b>90,78,682.00</b>	<b>-</b>	<b>4,03,38,085.00</b>	<b>9,27,20,707.00</b>	<b>12,29,66,393.00</b>
Capital Work in Progress in Previous Year		-								
Capital Work in Progress in Current Year		-								

**Aditya Consumer Marketing Limited**

Annexure to Note No. 31: Forming part of balance Sheet for the year ended 31st March, 2018

S.No.	Name of the Related Party	Relationship	Transaction	Nature of Transaction
1	Yashovardhan Sinha	Managing Director	48,00,000.00	Director's Remuneration
2	Yashovardhan Sinha	Managing Director	18,00,000.00	Rent
3	Sunita Sinha	Director	36,00,000.00	Director's Remuneration
4	Nishant Prabhakar (HUF)	Son of Meena Sharma, (Karta of Nishant Prabhakar)	98,079.00	Professional Fee
5	Nishant Prabhakar (HUF)	Son of Meena Sharma, (Karta of Nishant Prabhakar)	4,80,259.00	Commission
6	Meena Sharma	Director	8,40,000.00	Director's Remuneration
7	Meena Sharma	Director	2,81,619.00	Bonus
8	Rachna	Company Secretary	3,25,000.00	Remuneration
9	Anil Kumar Singh	Chief Financial officer	9,29,754.00	Remuneration
10	Vandana Sinha	Director	7,20,000.00	Director's Remuneration
11	Vandana Sinha	Director	5,74,428.00	Bonus
12	Yosham Vardhan	Daughter of Yashovardhan Sinha	13,19,000.00	Rent
13	Yosham Vardhan	Daughter of Yashovardhan Sinha	9,58,900.00	Professional Fee
14	Rashi vardhan	Daughter of Yashovardhan Sinha	9,63,000.00	Rent
15	Rashi vardhan	Daughter of Yashovardhan Sinha	48,82,000.00	Professional Fee
16	Nripendra Narain	Husband of Meena Sharma	8,40,000.00	Remuneration
17	Nripendra Narain	Husband of Meena Sharma	2,81,618.00	Bonus
18	Pratush Prasanna	Son of Vandana Sinha	4,20,000.00	Remuneration
19	Yashovardhan Sinha (HUF)	Karta : Yashovardhan Sinha (Managing Director)	8,79,391.00	Commission
20	Yashovardhan Sinha (HUF)	Karta : Yashovardhan Sinha (Managing Director)	8,77,110.00	Professional Fee
21	Rinu Sinha	Wife of Ajay Kumar (Karta of Ajay Kumar HUF)	60,00,000.00	Remuneration
22	Aditya Vision Limited	Concern in which management and/or shareholders are substantially interested	17,31,958.00	Sale/Purchase
23	Aditya Vision Limited	Concern in which management and/or shareholders are substantially interested	6,06,36,658.00	Short Term Loan & Advances

**ADITYA CONSUMER MARKETING LIMITED**

Registered Office: M 15, S K Nagar, Main Road, Patna-800001, Bihar  
 CIN: L52190BR2002PLC009872, E-mail ID- [cs@adityaconsumer.com](mailto:cs@adityaconsumer.com), Phone :(0612 – 2520854)

**ATTENDANCE SLIP****16<sup>th</sup> Annual General Meeting**

Name of the Member	
Registered Address	
E-mail ID:	
Ledger Folio No./CI ID /DP ID No.	
Number of Shares held	

I certify that I am a member /proxy for the members of the Company

I hereby record my presence at the 16<sup>th</sup> Annual General Meeting of the Company held on Thursday, September 20, 2018 at 02.00 p.m. at 9 to 9 banquet Hall (Shapphire) Nutan Plaza, Bandar Bagicha, Patna-800001, Bihar

\_\_\_\_\_  
 (Name of Member/Proxy)

\_\_\_\_\_  
 (Member's /Proxy's Signature)

*Note: Please fill up this attendance slip and handed it over at the entrance of the meeting venue. Members are requested to bring their copies of the Annual Report to the AGM.*

**ADITYA CONSUMER MARKETING LIMITED**

Registered Office: M 15, S K Nagar, Main Road, Patna-800001, Bihar  
 CIN: L52190BR2002PLC009872, E-mail ID- [cs@adityaconsumer.com](mailto:cs@adityaconsumer.com), Phone :(0612 – 2520854)

**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]

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:

Name:	E-mail Id:
Address:	
Signature, or failing him	

Name:	E-mail Id:
Address:	
Signature, or failing him	

Name:	E-mail Id:
Address:	
Signature, or failing him	

as my/ our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 16<sup>th</sup> Annual General



If undelivered Please return to:

**ADITYA CONSUMER MARKETING LIMITED**

M 15, S K Nagar, Main Road, Patna-800001, Bihar

**16th ANNUAL GENERAL MEETING****Date**

Thursday, 20th September, 2018

**Time**

2 PM

**Venue**9 to 9 Banquet Hall (Sapphire)  
Nutan Plaza, Bander Bagicha, Patna-01, Bihar.**Route Map to the Venue of AGM**

*Thank You!*





# Aditya Consumer Marketing Limited

(An ISO 9001: 2015 Certified Company)