

ADD-SHOP E-RETAIL LIMITED
(FORMERLY KNOWN AS ADD-SHOP PROMOTIONS LIMITED)
CIN: L51109GJ2013PLC076482

Registered office: B-304, Imperial Heights, 150 Ft. Ring Road, Rajkot – 360 005, Gujarat (INDIA)
Tel. No.: 0281-2363023

Date: 06.09.2022

To,
Dept. of Corporate Services
BSE Limited
P. J. Tower,
Dalal Street, Fort,
Mumbai-400001

Dear Sir/Madam,

BSE Scrip Code: 541865

Sub: Submission of Annual Report of 09th Annual General Meeting of the company for the F.Y. 2021-22.

The 09th Annual General Meeting of the company scheduled to be held on Thursday, 29th September 2022 at 03:00 p.m. (IST) through Video Conference ("VC")/ Other Audio Visual Means (OAVM)

Pursuant to Regulation 34(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are submitting herewith the Annual Report of the Company for the Financial Year 2021-22.

The annual Report is also uploaded on the website of the Company.

Please take note of the same on your records.

Thanking you,

Yours faithfully,

For, Add-Shop E-Retail Limited

(Formally Known as Add-Shop Promotions Limited)



Nirajkumar Malaviya
Company Secretary



09th
ANNUAL REPORT
2021-2022



ADD-SHOP E-RETAIL LIMITED
(Formally Known as Add-Shop Promotions Limited)
[CIN: L51109GJ2013PLC076482]

CIN: L51109GJ2013PLC076482

Annual General Meeting (AGM)

Thursday, 29th September, 2022

Through

Video Conferencing (“VC”)/ Other
Audio Visual Means (OAVM)

Time

03:00 P.M

Registrar and Share Transfer Agent

Cameo Corporate Services Limited
Subramanian Building,
1, Club House Road,
Chennai – 600 005
Ph.: 044-28460390

Statutory Auditor

M/s J S Maheshwari & Co
205, Solitiare, Opp Bombay Garage,
Under Bridge, Shahibaug,
Ahmedabad-380004.

Secretarial Auditor

M/s G R Shah & Associates
B/406, 4th Floor, Premium House,
Ashram Road, Ahmedabad-380009.

Registered Office: B-304, Imperial Height, 150 Ft Ring Road, Rajkot – 360005

Email: investor@addshop.co

Tel. No. 0281-2363023

Web Site: www.addshop.co

Board of Directors

DINESHBHAI BHANUSHANKAR PANDYA

Managing Director

JAYSHREE DINESHBHAI PANDYA

Non-Executive director

DEVIBEN DINESHBHAI PANDYA

Executive director

DEV DINESHBHAI PANDYA

Executive director & CFO

JIGAR DINESHKUMAR PANDYA

Executive director

RAJESHKUMAR RASIKLAL PAREKH

Independent Director

VIVEK GOPALBHAI DADHANIA

Independent Director

RUSHABH VORA

Independent Director

YAGNIK DILIPBHAI MUNDADIYA

Independent Director

KINJAL JASMATBHAI KHUNT

Independent Director

NIRAJKUMAR MALAVIYA

Company Secretary & Compliance Officer

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NOTICE

Notice is hereby given that the 09th Annual General Meeting of the members of **ADD-SHOP E-RETAIL LIMITED** (Formerly Known as Add-Shop Promotions Limited) will be held at 03:00 P.M. on Thursday, 29th day of September, 2022 **through Video Conferencing (“VC”)/Other Audio Visual Means (OAVM)**, to transact the following businesses:

Ordinary Business:

1. To receive, Consider and adopt the Audited Financial Statements for the year ended March 31, 2022 and reports of the Directors and the auditors thereon.
2. To appoint a Director in place of Ms. Devi Dinesh Bhai Pandya (DIN: 07905047), who retires by rotation and being eligible, offers herself for re-appointment.

“**RESOLVED THAT** pursuant to the provisions of Section 152(6) of the Companies Act, 2013 and the rules made thereunder, Ms. Devi D. Pandya (DIN: 07905047), who retires by rotation and being eligible for re-appointment, be and is hereby re-appointed as Director of the Company, liable to retire by rotation.”

3. To appoint a Director in place of Mr. Jigar Dineshkumar Pandya (DIN: 07905076), who retires by rotation and being eligible, offers himself for re-appointment.

“**RESOLVED THAT** pursuant to the provisions of Section 152(6) of the Companies Act, 2013 and the rules made thereunder, Mr. Jigar D. Pandya (DIN: 07905076), who retires by rotation and being eligible for re-appointment, be and is hereby re-appointed as Director of the Company, liable to retire by rotation.”

Special Business:

4. Appointment of Statutory Auditor

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

“**RESOLVED THAT** pursuant to the provisions of Section 139 and all other applicable provisions of the Companies Act, 2013 read with Rule 3(7) of the Companies (Audit and Auditors Rules, 2014), including any statutory modification or amendment thereto or re-enactment thereof for the time being in force, the consent of the members of the Company be and are hereby accorded to appoint, M/s J S Maheshwari & Co, Chartered Accountants (Membership No. 148387, FRN: 001318C), Ahmedabad, Gujarat, as the Statutory Auditors of the Company from this AGM and they shall hold the office from the conclusion of this Annual General Meeting until the conclusion of 14th Annual General Meeting of the Company at such remuneration as may be agreed upon between the Auditor and the Board of Directors of the Company.”

“**RESOLVED FURTHER THAT** Board of Directors and any other KMP be and are hereby authorized to sign and submit all necessary e-Forms and other documents with the Registrar of Companies (ROC), Gujarat and to do all such acts, deeds and things as may be necessary to give effect to the above resolution.”

5. Re-appointment of Mr. Dineshbhai Bhanushankar Pandya as Managing Director

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

“**RESOLVED THAT** pursuant to recommendation of Nomination and Remuneration Committee and pursuant to the provisions of Sections 196,197,198,203 and other applicable provisions, if any, of the Companies Act, 2013, including any statutory modifications or re-enactment thereof for the time being in force, read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 including Schedule V to the said Act, the members of the Company hereby approve, the reappointment of Mr. Dineshbhai Bhanushankar Pandya, (DIN 06647303) as Managing Director, for a period of five years with effect from 30th May, 2023 on the remuneration and other terms and conditions, details of which are given in Explanatory Statement annexed hereto.”.

“**RESOLVED FURTHER THAT** the Board of Directors of the Company or any Committee thereof be and is hereby authorized to do all such acts, deeds and things as in its absolute discretion it may think necessary, expedient or desirable and to settle any question or doubt that may arise in relation thereto in order to give effect to the forgoing resolution and to amend, alter or otherwise vary the terms and conditions of appointment of Mr. Dineshbhai B Pandya, including his remuneration

6. Re-Appointment of Mr. Rajeshkumar Rasiklal Parekh (DIN: 08139094) as an Independent Director of the Company

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

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as "Listing Regulations") (including any statutory modification(s) or re-enactment thereof for the time being in force), as per the recommendation of the Nomination & Remuneration Committee, the consent of the Members be and is hereby accorded for the re-appointment of Mr. Rajeshkumar R. Parekh (DIN: 08139094) and who has submitted a declaration confirming the criteria of Independence under Section 149(6) of the Companies Act, 2013 read with the Listing Regulations, as amended from time to time, and who is eligible for re-appointment for a second term under the provisions of the Companies Act, 2013, Rules made thereunder and Listing Regulations and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, as an Independent Non-Executive Director of the Company, whose term shall not be subject to retirement by rotation, for a second term of 5 (five) consecutive years commencing from 25/05/2023 up to 23rd May, 2028."

FURTHER RESOLVED THAT the Company Secretary of the Company, be and are hereby authorized to take this agenda to the Board of Directors and the Shareholders for seeking their approval and to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

7. Re-Appointment of Mr. Dadhania Vivek Gopalbhai (DIN: 08165978) as an Independent Director of the Company

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as "Listing Regulations") (including any statutory modification(s) or re-enactment thereof for the time being in force), as per the recommendation of the Nomination & Remuneration Committee, the consent of the Members be and is hereby accorded for the re-appointment of Mr. Dadhania Vivek G (DIN: 08165978) and who has submitted a declaration confirming the criteria of Independence under Section 149(6) of the Companies Act, 2013 read with the Listing Regulations, as amended from time to time, and who is eligible for re-appointment for a second term under the provisions of the Companies Act, 2013, Rules made thereunder and Listing Regulations and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, as an Independent Non- Executive Director of the Company, whose term shall not be subject to retirement by rotation, for a second term of 5 (five) consecutive years commencing from 24/06/2023 up to 22/06/2028."

FURTHER RESOLVED THAT the Company Secretary of the Company, be and are hereby authorized to take this agenda to the Board of Directors and the Shareholders for seeking their approval and to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

8. Re- Appointment of Mr. Rushabh Vora (DIN: 08165987) as an Independent Director of the Company

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as "Listing Regulations") (including any statutory modification(s) or re-enactment thereof for the time being in force), as per the recommendation of the Nomination & Remuneration Committee, the consent of the Members be and is hereby accorded for the re-appointment of Mr. Rushabh Vora (DIN: 08165987) and who has submitted a declaration confirming the criteria of Independence under Section 149(6) of the Companies Act, 2013 read with the Listing Regulations, as amended from time to time, and who is eligible for re-appointment for a second term under the provisions of the Companies Act, 2013, Rules made thereunder and Listing Regulations and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, as an Independent Non- Executive Director of the Company, whose term shall not be subject to retirement by rotation, for second term of 5 (five) consecutive years commencing from 24/06/2023 upto 22/06/2028."

FURTHER RESOLVED THAT the Company Secretary of the Company, be and are hereby authorized to take this agenda to the Board of Directors and the Shareholders for seeking their approval and to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

9. Re-Appointment of Mr. Yagnik Dilipbhai Mundadiya (DIN: 08165999) as an Independent Director of the Company

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as "Listing Regulations") (including any statutory modification(s) or re-enactment thereof for the time being in force), as per the recommendation of the Nomination & Remuneration Committee, the consent of the Members be and is hereby accorded for the re-appointment of Mr. Yagnik D (DIN: 08165999) and who has submitted a declaration confirming the criteria of Independence under Section 149(6) of the Companies Act, 2013 read with the Listing Regulations, as amended from time to time, and who is eligible for re-appointment for a second term under the provisions of the Companies Act, 2013, Rules made thereunder and Listing Regulations and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, as an Independent Non- Executive Director of the Company, whose term shall not be subject to retirement by rotation, for second term of 5 (five) consecutive years commencing from 24/06/2023 upto 22/06/2028."

FURTHER RESOLVED THAT the Company Secretary of the Company, be and are hereby authorized to take this agenda to the Board of Directors and the Shareholders for seeking their approval and to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

10. Re-Appointment of Ms. Kinjal Jasmatbhai Khunt (DIN: 08166013) as an Independent Director of the Company

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as "Listing Regulations") (including any statutory modification(s) or re-enactment thereof for the time being in force), as per the recommendation of the Nomination & Remuneration Committee, the consent of the Members be and is hereby accorded for the re-appointment of Ms. Kinjal J Khunt (DIN: 08166013) and who has submitted a declaration confirming the criteria of Independence under Section 149(6) of the Companies Act, 2013 read with the Listing Regulations, as amended from time to time, and who is eligible for re-appointment for a second term under the provisions of the Companies Act, 2013, Rules made thereunder and Listing Regulations and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, as an Independent Non- Executive Director of the Company, whose term shall not be subject to retirement by rotation, for second term of 5 (five) consecutive years commencing from 24/06/2023 upto 22/06/2028."

FURTHER RESOLVED THAT THAT the Company Secretary of the Company, be and are hereby authorized to take this agenda to the Board of Directors and the Shareholders for seeking their approval and to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

11. To approve related Party Transactions with M/s. Dada Organics Limited (Formerly known as Dada Organics Private Limited).

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

“**RESOLVED THAT** pursuant to the provisions of Section 188 of the Companies Act, 2013 (“Act”) and other applicable provisions, if any, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and the Company’s policy on Related Party transaction(s), approval of Shareholders be and is hereby accorded to the Board of Directors of the Company to enter into contract(s)/ arrangement(s)/ transaction(s) of purchase or/and sale of products/goods with M/s. Dada Organics Limited (Formerly known as Dada Organics Private Limited), a Company in which Dineshbhai Bhanushankar Pandya, Jayshree Dineshbhai Pandya, Deviben Dineshbhai Pandya, Dev Dineshbhai Pandya, Jigar Dineshkumar Pandya are interested directly or through their relative being a related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations provided that the said contract(s)/ arrangement(s)/ transaction(s) so carried out shall be at arm’s length basis and in the ordinary course of business of the Company.

Sr. No.	Name of the Related Party with whom transaction is being undertaken and Nature of relationship	Nature of Transaction	Total amount of transaction proposed	Name of director or Key managerial personnel who is related
1.	M/s. Dada Organics Limited (Formerly known as Dada Organics Private Limited) a Company in which Key Management Personnel exercise Significant influence	Sale or/and Purchase of products/goods / assets	Not more than Rs. 250 Crores (Rupees Two Hundred Fifty Crore Only)	Dineshbhai Bhanushankar Pandya, Jayshree Dineshbhai Pandya, Deviben Dineshbhai Pandya, Dev Dineshbhai Pandya, Jigar Dineshkumar Pandya,

“**RESOLVED FURTHER THAT**, the total value of contracts/ arrangement/ transactions of purchase or/and sale of products/goods with M/S. Dada Organics Limited (Formerly known as Dada Organics Private Limited) in any financial year should not exceed Rs. 250 Crore.”

"**RESOLVED FURTHER THAT** the Board of Directors be and is hereby severally authorized to perform and execute all such acts, deeds, matters and things including delegate such authority, as may be deemed necessary, proper or expedient to give effect to this resolution and for the matters connected herewith or incidental hereto."

12. To approve related Party Transactions with M/s. Dadaji Lifescience Private Limited.

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

“RESOLVED THAT pursuant to the provisions of Section 188 of the Companies Act, 2013 (“Act”) and other applicable provisions, if any, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and the Company’s policy on Related Party transaction(s), approval of Shareholders be and is hereby accorded to the Board of Directors of the Company to enter into contract(s)/ arrangement(s)/ transaction(s) of purchase or/and sale of products/goods with M/s. Dadaji Lifescience Private Limited, a Company in which Deviben Dineshbhai Pandya, Dev Dineshbhai Pandya, Jigar Dineshkumar Pandya are interested directly or through their relative being a related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations provided that the said contract(s)/ arrangement(s)/ transaction(s) so carried out shall be at arm’s length basis and in the ordinary course of business of the Company.

Sr. No.	Name of the Related Party with whom transaction is being undertaken and Nature of relationship	Nature of Transaction	Total amount of transaction proposed	Name of director or Key managerial personnel who is related
1.	M/s. Dadaji Lifescience Private Limited) a Company in which Key Management Personnel exercise Significant influence	Sale or/and Purchase of products/goods/ assets	Not more than Rs. 100 Crores (Rupees One Hundred Crore Only)	Deviben Dineshbhai Pandya, Dev Dineshbhai Pandya, Jigar Dineshkumar Pandya,

“RESOLVED FURTHER THAT, the total value of contracts/ arrangement/ transactions of purchase or/and sale of products/goods with M/s. Dadaji Lifescience Private Limited in any financial year should not exceed Rs. 100 Crore.”

"RESOLVED FURTHER THAT the Board of Directors be and is hereby severally authorized to perform and execute all such acts, deeds, matters and things including delegate such authority, as may be deemed necessary, proper or expedient to give effect to this resolution and for the matters connected herewith or incidental hereto."

13. Borrowing of monies in excess of the prescribed limit in terms of the provisions of Section 180(1) (c) of the Companies Act, 2013

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

“RESOLVED THAT pursuant to the provisions of Section 180(1)(c) and any other applicable provisions of the Companies Act, 2013 and the Rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Articles of Association of the Company, the consent of members, be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee thereof) to borrow any sum or sums of money from time to time, for the purpose of the

Company on such terms and conditions and with or without security as the Board of Directors may in its discretion think fit, notwithstanding that the money or monies to be borrowed together with the monies already borrowed by the Company (apart from the temporary loans obtained from the Company's Banker in the ordinary course of Business) may exceed the aggregate paid up share capital of the Company and its free reserves provided however that the total borrowings outstanding at any one time including the monies already borrowed shall not exceed a sum of Rs.50 Crore (Rupees Fifty Crore only) at any time.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to finalise, settle and execute such documents/ deeds/ writings/ papers/ agreements as may be required and do all such acts, deeds, matters and things, as it may, in its absolute discretion deem necessary, proper or requisite.”

14. Creation of Charge/Mortgage/hypothecation on the movable and immovable properties of the Company, both present and future, in respect of borrowings, in terms of the provisions of Section 180(1)(a) of the Companies Act, 2013.

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

“**RESOLVED THAT** pursuant to Section 180(1)(a) and any other applicable provisions of the Companies Act, 2013 (corresponding to Section 293(1)(a) of Companies Act, 1956) and the Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of members be and is hereby required to the Board of Directors of the Company (hereinafter referred to as “the Board” which terms shall be deemed to include any Committee thereof) to sell, lease or create such mortgages/ hypothecation and charge in addition to the existing charges/ mortgages and hypothecations created/ to be created by the Company in such form and manner and with such ranking and on such terms as the Board may determine on all or any of the moveable and/ or immovable properties, both present and future or substantially the whole of the undertaking(s) or the undertaking(s) of the Company for securing any loans/ credit facility obtained or as may be obtained from any lender, financial institution or person or persons from time to time together with interest, costs, charges, expenses and any other money payable by the Company, shall not at any time exceed Rs. 50 Crore (Rupees Fifty Crore only) at any time.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to finalize, settle and execute such documents/ deeds/ writings/ papers/ agreements as may be required and do all such acts, deeds, matters and things, as it may, in its absolute discretion deem necessary, proper or requisite.”

15. Approval for making Loans or Investments and to give Guarantees or provide securities in connection with a loan upto Rs. 50 (fifty) Crore under section 186 of the Companies act, 2013.

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

“**RESOLVED THAT** pursuant to Section 186 and all other applicable provisions, if any, of the Companies Act, 2013, read with the relevant rules thereof (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Consent of the Shareholders/members of the Company be and is hereby accorded to (i) give any loans any person or other body corporate, or (ii) give any guarantees or to provide security in connection with a loan to any other body corporate or person, or (iii) acquire by way of subscription, purchase or otherwise, the securities of

any other body corporate, as the Board of Directors may think fit, provided that the total loans or investments made, guarantees given, and securities provided shall not at any time exceed Rs. 50 Crore (Rupees Fifty Crore Only).

RESOLVED FURTHER THAT the Board be and is hereby authorised to take all such actions and to give all such directions as may be necessary or desirable and to settle all matters that may arise in regard to the proposed investments or loans or guarantees or securities and to do all such acts, deeds, matters and things and to execute all such deeds, documents and writings as may be necessary, desirable or expedient in connection therewith.”

16. Approval for revision in remuneration of Mr. Dev Dineshbhai Pandya (DIN: 07905073), Director of the Company:

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

“**RESOLVED THAT** pursuant to the Provisions of Section 196 and 197 and all other applicable provisions if any, of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Schedule V of the Companies Act, 2013, pursuant to the recommendation of the Nomination and Remuneration Committee and Audit Committee and subject to provisions of Article of Association of the Company (including any statutory modification or re-enactment thereof for the time being in force) approval of the Members be and are hereby accorded to revision in the remuneration of Dev Dineshbhai Pandya (DIN: 07905073), Director of the Company, to Rs. 2,00,000 (Two Lakh Rupees Only) (Per month) with effect from 01st April 2023, upon the terms and conditions decided by the Board and Nomination and Remuneration Committee.”

“**RESOLVED FURTHER THAT** in the event of any loss, absence or inadequacy of the profit of the company in any financial year, during the term of office of Dev Dineshbhai Pandya, the remuneration mentioned above shall be paid to Dev Dineshbhai Pandya.”

“**RESOLVED FURTHER THAT** the Board of Directors be and is hereby severally authorized to perform and execute all such acts, deeds, matters and things including delegate such authority, as may be deemed necessary, proper or expedient to give effect to this resolution and for the matters connected herewith or incidental hereto.”

17. Approval for revision in remuneration of Mr. Jigar Dineshkumar Pandya (DIN: 07905076), Director of the Company:

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

“**RESOLVED THAT** pursuant to the Provisions of Section 196 and 197 and all other applicable provisions if any, of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Schedule V of the Companies Act, 2013, pursuant to the recommendation of the Nomination and Remuneration Committee and Audit Committee and subject to provisions of Article of Association of the Company (including any statutory modification or re-enactment thereof for the time being in force) approval of the Members be and are hereby accorded to revision in the remuneration of Jigar Dineshkumar Pandya (DIN: 07905076), Director of the Company, to Rs. 2,00,000 (Two Lakh Rupees Only) (Per month) with effect from 01st April 2023, upon the terms and conditions decided by the Board and Nomination and Remuneration Committee.”

“RESOLVED FURTHER THAT in the event of any loss, absence or inadequacy of the profit of the company in any financial year, during the term of office of Jigar Dineshkumar Pandya, the remuneration mentioned above shall be paid to Jigar Dineshkumar Pandya.”

“RESOLVED FURTHER THAT the Board of Directors be and is hereby severally authorized to perform and execute all such acts, deeds, matters and things including delegate such authority, as may be deemed necessary, proper or expedient to give effect to this resolution and for the matters connected herewith or incidental hereto.”

18. Approval for revision in remuneration of Ms. Jayshree Dineshbhai Pandya (DIN: 06647308), Director of the Company:

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

“RESOLVED THAT pursuant to the Provisions of Section 196 and 197 and all other applicable provisions if any, of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Schedule V of the Companies Act, 2013, pursuant to the recommendation of the Nomination and Remuneration Committee and Audit Committee and subject to provisions of Article of Association of the Company (including any statutory modification or re-enactment thereof for the time being in force) approval of the Members be and are hereby accorded to revision in the remuneration of Jayshree Dineshbhai Pandya (DIN: 06647308), Director of the Company, to Rs. 2,00,000 (Two Lakh Rupees Only) (Per month) with effect from 01st April 2023, upon the terms and conditions decided by the Board and Nomination and Remuneration Committee.”

“RESOLVED FURTHER THAT in the event of any loss, absence or inadequacy of the profit of the company in any financial year, during the term of office of Jayshree Dineshbhai Pandya, the remuneration mentioned above shall be paid to Jayshree Dineshbhai Pandya.”

“RESOLVED FURTHER THAT the Board of Directors be and is hereby severally authorized to perform and execute all such acts, deeds, matters and things including delegate such authority, as may be deemed necessary, proper or expedient to give effect to this resolution and for the matters connected herewith or incidental hereto.”

19. Approval for revision in remuneration of Ms. Deviben Dineshbhai Pandya (DIN: 07905047), Director of the Company:

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

“RESOLVED THAT pursuant to the Provisions of Section 196 and 197 and all other applicable provisions if any, of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Schedule V of the Companies Act, 2013, pursuant to the recommendation of the Nomination and Remuneration Committee and Audit Committee and subject to provisions of Article of Association of the Company (including any statutory modification or re-enactment thereof for the time being in force) approval of the Members be and are hereby accorded to revision in the remuneration of Deviben Dineshbhai Pandya (DIN: 07905047), Director of the Company, to Rs. 2,00,000 (Two Lakh Rupees Only) (Per month) with

effect from 01st April 2023, upon the terms and conditions decided by the Board and Nomination and Remuneration Committee.”

“**RESOLVED FURTHER THAT** in the event of any loss, absence or inadequacy of the profit of the company in any financial year, during the term of office of Deviben Dineshbhai Pandya, the remuneration mentioned above shall be paid to Deviben Dineshbhai Pandya.”

“**RESOLVED FURTHER THAT** the Board of Directors be and is hereby severally authorized to perform and execute all such acts, deeds, matters and things including delegate such authority, as may be deemed necessary, proper or expedient to give effect to this resolution and for the matters connected herewith or incidental hereto.”

**By order of the Board of Directors
For, Add-Shop E-Retail Limited
(Formerly known as Add-Shop Promotions
Limited)**

**Place: Rajkot
Date: 31.08.2022**

**Nirajkumar Malaviya
Company Secretary**

Notes:

1. The general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide its Circular No. 02/2022 dated May 05, 2022, 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020 and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 issued by the Securities and Exchange Board of India (SEBI) (“the Circular”), permitted convening the Annual General Meeting (“AGM” / “Meeting”) through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”), without physical presence of the members at a common venue. The forthcoming AGM/EGM will thus be held through through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM. The deemed venue for the AGM shall be the Registered Office of the Company.
2. The Statement pursuant to Section 102 of the Companies Act, 2013, Secretarial Standard-2 on General Meetings and Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 with respect to the Special Business set out in the Notice is annexed.
3. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM/EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting’s agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
6. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
7. All documents referred to in the accompanying Notice to the Members and the Explanatory Statement are available for inspection by the Members at the Registered Office of the Company on all working days, except Saturdays, Sundays and public holidays, during working hours up to and including the date of the AGM.
8. The Registers of Members and Share Transfer Books of the Company will remain closed from Thursday, September 22, 2022 to Thursday, September 29, 2022 (both days inclusive)
9. Members as on the cut-off date of 21st September, 2022 shall only be entitled for availing the remote E-voting facility and E-voting facility during the AGM. A person who is not a Member on the cut-off date should accordingly treat this Notice for information purposes only and attend the AGM through VC/OAVM and shall not be entitled to any voting rights.

10. Since the AGM is held through VC/OAVM, where physical attendance of members in any case has been dispensed with, there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies by members will not be available for this meeting and hence requirement of attaching the Proxy Form and Attendance Slip has been dispensed herewith and not annexed to this Notice.
11. Corporate Members intending to send their authorized representative(s) to attend the meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company, a Certified True Copy of the relevant Board Resolution together with their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf to the scrutinizer by email to csgaurang7@gmail.com. The authorized representative(s) shall enjoy all the rights of a Member for the purpose of voting through remote e-voting or for participation and voting in the meeting held through VC /OAVM.
12. A person can be an authorized representative of more than one Body Corporate. In such a case, he is treated as more than one Member present in person for the purpose of the quorum.
13. In Compliance with MCA Circulars dated 8th April 2020, 13th April 2020 and 05th May 2020 and SEBI Circular dated 12th May, 2020, members may kindly note that sending of Physical Copies of Annual Report to Members have been dispensed with and is being sent through electronic mode to those members whose e-mail addresses are registered with the Company or Depositories. Members may also note that the Notice of the 09th AGM and the Annual Report will be available on the Company's website www.addshop.co and can also be accessed from the website of the Stock Exchange i.e. BSE Limited at www.bseindia.com and disseminated on the website of CDSL at www.evotingindia.com.
14. Pursuant to the MCA Circulars and SEBI Circular, in view of the prevailing situation, owing to the difficulties involved in dispatching of physical copies of the Notice of the 09th AGM and the Annual Report for the year ended March 31, 2022 including therein the Audited Financial Statements for the Financial Year 2021-22, are being sent only by email to the Members. Therefore, those Members, whose email address is not registered with the Company or with their respective Depository Participant/s, and who wish to receive the Notice of the 09th AGM and the Annual Report for the Financial Year 2021-22 and all other communication sent by the Company, from time to time, can get their email address registered by following the steps as given below:-
 - a. For Members holding shares in physical form, please send scan copy of a signed request letter mentioning your Folio No., Name of shareholder scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company at investor@addshop.co or Company's Registrar and Transfer Agent, Cameo Corporate Services Limited at cameo@cameoindia.com.
 - b. For the Members holding shares in demat form, please update your email address through your respective Depository Participant/s.
15. In case of joint holder attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
16. Members holding shares in dematerialised mode are requested to intimate all changes pertaining to their bank details, NECS, mandates, nominations, power of attorney, change of address/name, PAN details, etc to their Depository Participant only and not to the Company's Registrars and Transfer Agents. Changes intimated to the Depository Participant will then be automatically reflected in the records of the Registrars and Transfer Agents which will help

the Company and its Registrars and Transfer Agents to provide efficient and better service to the Members.

17. Members whose shareholding is in physical form are requested to inform change in address or bank mandate to the Registrar and Transfer Agent i.e. Cameo Corporate Services Limited or the Company Secretary of the Company by a written request duly signed by the Member for receiving all communication in future.
18. Members desiring any information relating to the accounts are requested to write to the Company at least ten days before the AGM so as to enable the management to keep the information available at the AGM.
19. In accordance with the amendments to Regulation 40 of the Listing Regulations, Securities and Exchange Board of India (SEBI), decided that requests for effecting transfer of listed securities shall not be processed unless the securities are held in dematerialized form with a Depository (National Securities Depository Limited or Central Depository Services (India) Limited). Members holding shares in Physical Form are requested to consider converting their holding to dematerialized Form in order to eliminate all risks associated with physical shares. Members can contact the Registrar and Share Transfer Agent (RTA) in this regard. 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.
20. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the 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 shares in Physical Form can submit their PAN details to the Company's Registrar and Transfer Agent i.e. Cameo Corporate Services Limited or the Company Secretary of the Company.
21. Additional Information required to be furnished under Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and Secretarial Standards-2 with respect of the Director(s)/Manager seeking appointment/re-appointment at the AGM has been furnished and forms a part of the notice. The director(s)/manager has furnished the requisite consents/declarations for their appointment/re-appointment.
22. Since the AGM is held through VC/OAVM, the Route Map is not annexed in this Notice.
23. The facility of participation at the AGM through VC/OAVM will be made available to maximum 1000 members on first come first served basis. This will not include large Members (Members holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairperson of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
24. M/s. G. R Shah & Associates, Company Secretary, Ahmedabad has been appointed as the Scrutinizer to scrutinize the remote e-Voting process and casting vote through the e-Voting system during the meeting in a fair and transparent manner.
25. During the 09th AGM, the Chairman shall, after response to the questions raised by the Members in advance or as a speaker at the 09th AGM, formally propose to the Members participating through VC/OAVM Facility to vote on the resolutions as set out in the Notice of the 09th AGM and announce the start of the casting of vote through the e-Voting system. After

the Members participating through VC/OAVM Facility, eligible and interested to cast votes, have cast the votes, the e-Voting will be closed with the formal announcement of closure of the 09th AGM.

26. The Scrutinizer shall after the conclusion of e-Voting at the 09th AGM, first download the votes cast at the AGM and thereafter unblock the votes cast through remote e-Voting and shall make a consolidated scrutinizer's report of the total votes cast in favour or against, invalid votes, if any, and whether the resolution has been carried or not, and such Report shall then be sent to the Chairman or a person authorized by him, within 48 (forty eight) hours from the conclusion of the 09th AGM, who shall then countersign and declare the result of the voting forthwith.
27. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company at www.addshop.co and on the website of CDSL at www.evotingindia.com immediately after the declaration of Results by the Chairman or a person authorized by him. The results shall also be immediately forwarded to the BSE Limited, Mumbai.
28. Voting through electronic means

In compliance with the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 ('Amended Rules 2015') and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, the Company is pleased to provide Members facility to exercise their right to vote at the Thirty Eighth AGM by electronic means ("e-voting") and business may be transacted through remote e-voting (e-voting from a place other than venue of the AGM,) services provided by Central Depository Services (India) Limited (CDSL) for the resolutions set forth in this Notice. It is hereby clarified that it is not mandatory for a Member to vote using the remote e-voting facility and a Member may avail facility at his/her discretion, subject to compliance with the instructions for remote e -voting given below:

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING AGM/EGM AND JOINING MEETING THROUGH VC/OAVM ARE AS UNDER:

- (i) The voting period begins on September 26, 2022 at 09:00 A.M. and ends on September 28, 2022 at 05:00 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 September 21, 2022 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) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- (iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for **Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 1) Users of who have opted for CDSL's Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URLs for users to login to Easi/Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting Menu. On clicking the e-voting menu, the user will be able to see his/her holdings along with links of the respective e-Voting service provider i.e. CDSL/ NSDL/ KARVY/ LINK INTIME as per information provided by Issuer / Company. Additionally, we are providing links to e-Voting Service Providers, so that the user can visit the e-Voting service providers' site directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi./Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be provided links for the respective ESP where the e-Voting is in progress during or before the AGM.

<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider’s website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

- (v) Login method for e-Voting and joining virtual meeting for **shareholders other than individual shareholders holding in Demat form & physical shareholders.**
- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
 - 2) Click on “Shareholders” module.
 - 3) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
 - 4) Next enter the Image Verification as displayed and Click on Login.
 - 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
 - 6) If you are a first-time user follow the steps given below:

	For Shareholders holding shares in Demat Form other than individual and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of	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

Birth (DOB)	login. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).
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- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Add-Shop E-Retail Limited> on which you choose to vote.
- (x) 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.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) 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.
- (xvi) **Facility for Non – Individual Shareholders and Custodians –Remote Voting**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.

- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; csniraj.addshop@gmail.com (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM/EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM.
4. Shareholders are encouraged to join the Meeting through Laptops/ IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 2 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at investor@addshop.co. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 2 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at investor@addshop.co. These queries will be replied to by the company suitably by email.

8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.

2. For Demat shareholders -, please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to **Company/RTA email id**.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

**By order of the Board of Directors
For, Add-Shop E-Retail Limited
(Formerly known as Add-Shop Promotions Limited)**

**Place: Rajkot
Date: 31.08.2022**

**NirajkumarMalaviya
Company Secretary**

EXPLANATORY STATEMENT UNDER SECTION 102(1) OF THE COMPANIES ACT, 2013 FORMING PART OF THE NOTICE

4. Appointment of Statutory Auditor:

The Auditor of the Company has appointed by the Share Holder of the Company vide date 09th November, 2021 by way of Postal ballot till the Conclusion of the This Annual General Meeting . As recommended by the Audit Committee, Board of Directors of the Company, appointed M/s. J S Maheshwari & Co, Chartered Accountants (Membership No. 148387, FRN: 001318C), Ahmadabad, Gujarat, as Statutory Auditors of the Company from this AGM and they shall hold the office from the conclusion of this Annual General Meeting until the conclusion of 14th Annual General Meeting of the Company at such remuneration as may be agreed upon between the Auditor and the Board of Directors of the Company.

M/s. J S Maheshwari & Co, Chartered Accountants (Membership No. 148387, FRN: 001318C), have conveyed their consent to be appointed as the Statutory Auditors of the Company along with a confirmation that, their appointment, if made by the members, would be within the limits prescribed under the Companies Act, 2013.

Accordingly, Ordinary Resolution is submitted to the meeting for the consideration and approval of members.

None of the Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the said resolution except to the extent of their shareholding in the Company.

The Board recommends the Ordinary Resolution set forth in Item No. 4 of the Notice for approval of the Members.

5. Re-appointment of Mr. Dineshbhai Bhanushankar Pandya as Managing Director

Mr. Dineshbhai Bhanushankar Pandya (DIN: 06647303) has been appointed as Managing Director of the Company for the period of Five years with effect from 30th May, 2023. His tenure as Managing Director will be expired on 30th May, 2023. It is proposed to terminate existing tenure and reappoint him as Managing Director under the provisions of the Companies Act, 2013, for a further period of five years with effect from 30th May, 2023, upon terms and conditions including remuneration as permissible pursuant to the provision of Sections 196, 197 and other applicable provisions, if any, of the Companies Act, 2013, including any statutory modifications or re-enactment thereof for the time being in force, read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 including Schedule V to the said Act, and recommended by Remuneration Committee as well as by the Board & subject to the approval of the members in General Meeting.

Salary & Perquisites:

1	Basic Salary: For such amount as may be decided by the Board of Directors up to a maximum of Rs. 10,00,000/- per month w.e.f. 01st September, 2022
2	Commission: As per Company Policy
3	House Rent Allowance: As per Company Policy
4	Reimbursement of medical expenses: As per Company Policy
5	Leave Travel Concession: As per Company Policy
6	Personal Accident Insurance: As per Company Policy
7	Gratuity: As applicable to the employees of the Company
8	Provident fund: As applicable to the employees of the Company

This may also be treated as an abstract of the terms of Contract/Agreement of Mr. Dineshbhai Bhanushankar Pandya (DIN: 06647303) as a Managing Director of the company under the provision of Section 190 of the Companies Act, 2013.

The details required pursuant to Schedule V of the Companies Act, 2013 is as under:

Nature of industry	Wholesale trade and commission trade, except of motor vehicles and motorcycles			
Date of commencement of commercial production	20.08.2013			
Financial performance based on given indicators	The financial performance of the company is as under:			
	(Amount in Lakhs)			
	Particulars	2019 - 2020	2020 – 2021	2021 - 2022
	Sales and other receipts	3743.17	7857.12	15965.31
	Depreciation	23.11	28.38	46.33
	Profit before Tax	171.24	1021.05	2345.28
Profit after tax	120.38	767.67	1908.68	
Export performance	N.A			
Foreign investment and collaborations, if any	N.A			

Information about Mr. Dineshbhai Bhanushankar Pandya

DIN	06647303
Background Details	Mr. Dineshbhai Bhanushankar Pandya is the promoter and founder of the Company. He is in board since 2013 and has wide experience in the management of the affairs of the Company. The growth of the Company has been manifold under his management.
Fathers's Name	Mr. Bhanushankar Hargovinddas Pandya
Date of Birth	08 th November, 1973
Date of Appointment	20th August, 2013
Education Qualification	Undergraduate
Past Remuneration	N.A.
Recognition/ Awards	None
Remuneration proposed	10,00,000

Job profile and his suitability	Management of the affairs of the Company
Pecuniary Relationship	Mr. Dineshbhai Bhanushankar Pandya is presently the Managing Director of the Company.
Listed entities in which the person holds the directorship and the membership of Committees of the Board	NIL

The Board recommends this Resolution for approval of Members as Special Resolution.

None of the Directors / Key Managerial Personnel of the Company / their relatives are concerned or interested in the proposed resolution except Mr. Dev Pandya, Mr. Jigar Pandya, Ms. Deviben Pandya & Ms. Jaysree Pandya, Director of the Company being the relative of Mr. Dineshbhai B Pandya, deemed to be interested in reappointment of Mr. Dineshbhai B. Pandya as the Managing Director of the company.

6. To re-appoint Mr. Rajeshkumar Rasiklal Parekh (DIN: 08139094) as an Independent Director of the Company.

The Company had, pursuant to the provisions of Companies Act, 2013, Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and with the recommendation of Nominations and remuneration Committee on the basis of the report of performance evaluation of Independent Directors, has recommended the re-appointment of Mr. Rajeshkumar R Parekh (DIN: 08139094) as Independent Directors for a second term of 5 consecutive years on the Board of the Company effective from 25th May, 2023 upto 23rd May, 2028.

The Board, based on the performance evaluation of Independent Directors and as per the recommendation of the Nomination and Remuneration Committee, considers that, given his experience and background and the contribution made by him as an Independent Director during his current term, the continued association of Mr. Rajeshkumar Rasiklal Parekh (DIN: 08139094) would be beneficial to the Company and therefore it is desirable to continue to avail his services as an Independent Director. Accordingly, it is proposed to re-appoint Mr. Rajeshkumar Rasiklal Parekh as an Independent Director of the Company not liable to retire by rotation and to hold office for a second term of 5 (Five) consecutive years on the Board of the Company effective from 25th May, 2023 upto 23rd May, 2028.

The brief resume of Mr. Rajeshkumar Rasiklal Parekh is as under:

DIN	08139094
Background Details	Mr. Rajeshkumar Rasiklal Parekh is associated as a Director of the Company since 26 th May, 2018 and has wide experience in the management of the affairs of the Company. The growth of the Company has been manifold under his management. Further Mr. Rajeshkumar Rasiklal Parekh possess degree in Bachelor in Laws & Bachelor of Commerce and Diploma in Taxation Laws and Practice from Saurashtra University.

Father's Name	Mr. Rasiklal Gopaldas Parekh
Date of Birth	10 th August, 1978
Date of Appointment	26 th May, 2018
Education Qualification	Bachelor in Laws & Bachelor of Commerce and Diploma in Taxation Laws and Practice
Past Remuneration	N.A.
Recognition/Awards	None
Remuneration proposed	N.A.
Job profile and his suitability	Being a member of the Board, he will work independently to guide the company in all applicable laws and in good corporate governance of the company.
Pecuniary Relationship	Mr. Rajeshkumar Rasiklal Parekh is presently the Independent Director of the Company and he is not a relative of any director nor holds any share of the company.
Listed entities in which the person holds the directorship and the membership of Committees of the Board	NIL

He is proposed to be re-appointed as Independent Director of the Company, not liable to retire by rotation. No director, key managerial personnel or their relatives are interested or concerned in the resolution.

7. To re-appoint Mr. Vivek Gopalbhai Dadhania (DIN: 08165978) as an Independent Director of the Company.

The Company had, pursuant to the provisions of Companies Act, 2013, Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and with the recommendation of Nominations and remuneration Committee on the basis of the report of performance evaluation of Independent Directors, has recommended the re-appointment of Mr. Vivek Gopalbhai Dadhania (DIN: 08165978) as Independent Directors for a second term of 5 consecutive years on the Board of the Company effective from 24th June, 2023 upto 22nd June, 2028.

The Board, based on the performance evaluation of Independent Directors and as per the recommendation of the Nomination and Remuneration Committee, considers that, given his experience and background and the contribution made by him as an Independent Director during his current term, the continued association of Mr. Vivek Gopalbhai Dadhania (DIN: 08165978) would be beneficial to the Company and therefore it is desirable to continue to avail his services as an Independent Director. Accordingly, it is proposed to re-appoint Mr. Vivek Gopalbhai Dadhania as an

Independent Director of the Company not liable to retire by rotation and to hold office for a second term of 5 (Five) consecutive years on the Board of the Company effective from 24th June, 2023 upto 22nd June, 2028.

The brief resume of Mr. Vivek Gopalbhai Dadhania is as under:

DIN	08165978
Background Details	Mr. Vivek Gopalbhai Dadhania is associated as a Director of the Company since 25 th June, 2018 and has wide experience in the management of the affairs of the Company. The growth of the Company has been manifold under his management.
Father's Name	Mr. Gopalbhai Vallbhbhai Dadhania
Date of Birth	08 th February, 1995
Date of Appointment	25 th June, 2018
Education Qualification	Bachelor of pharmacy
Past Remuneration	N.A.
Recognition/Awards	None
Remuneration proposed	N.A.
Job profile and his suitability	Being a member of the Board, he will work independently to guide the company in all applicable laws and in good corporate governance of the company.
Pecuniary Relationship	Mr. Vivek Gopalbhai Dadhania is presently the Independent Director of the Company and he is not a relative of any director nor holds any share of the company.
Listed entities in which the person holds the directorship and the membership of Committees of the Board	NIL

He is proposed to be re-appointed as Independent Director of the Company, not liable to retire by rotation. No director, key managerial personnel or their relatives are interested or concerned in the resolution.

8: To re-appoint Mr. Rushabh Vora (DIN: 08165987) as an Independent Director of the Company.

The Company had, pursuant to the provisions of Companies Act, 2013, Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the SEBI (Listing

Obligations and Disclosure Requirements) Regulations, 2015 and with the recommendation of Nominations and remuneration Committee on the basis of the report of performance evaluation of Independent Directors has recommended the re-appointment of Mr. Rushabh Vora (DIN: 08165987) as Independent Directors for a second term of 5 consecutive years on the Board of the Company effective from 24th June, 2023 upto 22nd June, 2028

The Board, based on the performance evaluation of Independent Directors and as per the recommendation of the Nomination and Remuneration Committee, considers that, given his experience and background and the contribution made by him as an Independent Director during his current term, the continued association of Mr. Rushabh Vora (DIN: 08165987) would be beneficial to the Company and therefore it is desirable to continue to avail his services as an Independent Director. Accordingly, it is proposed to re-appoint Mr. Rushabh Vora as an Independent Director of the Company not liable to retire by rotation and to hold office for a second term of 5 (Five) consecutive years on the Board of the Company effective from 24th June, 2023 upto 22nd June, 2028.

The brief resume of Mr. Rushabh Vora is as under:

DIN	08165987
Background Details	Mr. Rushabh Vora is associated as a Director of the Company since 25 th June, 2018 and has wide experience in the management of the affairs of the Company. The growth of the Company has been manifold under his management. Further he possess degree of B.A.M.S from Gujarat Board of Ayurvedic and Unani Systems of Medicine Ahmedabad
Father's Name	Mr. Nareshbhai Biharilal Vora
Date of Birth	14 th January, 1996
Date of Appointment	25 th June, 2018
Education Qualification	B.A.M.S
Past Remuneration	N.A.
Recognition/ Awards	None
Remuneration proposed	N.A.
Job profile and his suitability	Being a member of the Board, he will work independently to guide the company in all applicable laws and in good corporate governance of the company.
Pecuniary Relationship	Mr. Rushabh Vora is presently the Independent Director of the Company and he is not a relative of any director nor holds any share of the company.
Listed entities in which the person holds the directorship and the membership of Committees of the Board	NIL

He is proposed to be re-appointed as Independent Director of the Company, not liable to retire by rotation. No director, key managerial personnel or their relatives are interested or concerned in the resolution.

9: To re-appoint Mr. Yagnik Dilipbhai Mundadiya (DIN: 08165999) as an Independent Director of the Company.

The Company had, pursuant to the provisions of Companies Act, 2013, Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and with the recommendation of Nominations and remuneration Committee on the basis of the report of performance evaluation of Independent Directors has recommended the re-appointment of Mr. Yagnik Dilipbhai Mundadiya (DIN: 08165999) as Independent Directors for a second term of 5 consecutive years on the Board of the Company effective from 24th June, 2023 upto 22nd June, 2028

The Board, based on the performance evaluation of Independent Directors and as per the recommendation of the Nomination and Remuneration Committee, considers that, given his experience and background and the contribution made by him as an Independent Director during his current term, the continued association of Mr. Yagnik Dilipbhai Mundadiya (DIN: 08165999) would be beneficial to the Company and therefore it is desirable to continue to avail his services as an Independent Director. Accordingly, it is proposed to re-appoint Mr. Yagnik Dilipbhai Mundadiya as an Independent Director of the Company not liable to retire by rotation and to hold office for a second term of 5 (Five) consecutive years on the Board of the Company effective from 24th June, 2023 upto 22nd June, 2028.

The brief resume of Mr. Yagnik Dilipbhai Mundadiya is as under:

DIN	08165999
Background Details	Mr. Yagnik Dilipbhai Mundadiya is associated as a Director of the Company since 25 th June, 2018 and has wide experience in the management of the affairs of the Company. The growth of the Company has been manifold under his management. Further he possess degree of B.A.M.S from Gujarat Board of Ayurvedic and Unani Systems of Medicine Ahmedabad
Father's Name	Mr. Dilipbhai Haribhai Mundadiya
Date of Birth	01 st June, 1996
Date of Appointment	25 th June, 2018
Education Qualification	B.A.M.S
Past Remuneration	N.A.
Recognition/ Awards	None
Remuneration proposed	N.A.
Job profile and his suitability	Being a member of the Board, he will work independently to guide the company in all applicable laws and in good corporate governance of the company.

Pecuniary Relationship	Mr. Yagnik Dilipbhai Mundadiya is presently the Independent Director of the Company and he is not a relative of any director nor holds any share of the company.
Listed entities in which the person holds the directorship and the membership of Committees of the Board	NIL

He is proposed to be re-appointed as Independent Director of the Company, not liable to retire by rotation. No director, key managerial personnel or their relatives are interested or concerned in the resolution.

10: To re-appoint Ms. Kinjal Jasmatbhai Khunt (DIN: 08166013) as an Independent Director of the Company.

The Company had, pursuant to the provisions of Companies Act, 2013, Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and with the recommendation of Nominations and remuneration Committee on the basis of the report of performance evaluation of Independent Directors has recommended the re-appointment of Ms. Kinjal Jasmatbhai Khunt (DIN: 08166013) as Independent Directors for a second term of 5 consecutive years on the Board of the Company effective from 24th June, 2023 upto 22nd June, 2028

The Board, based on the performance evaluation of Independent Directors and as per the recommendation of the Nomination and Remuneration Committee, considers that, given her experience and background and the contribution made by her as an Independent Director during her current term, the continued association of Ms. Kinjal Jasmatbhai Khunt (DIN: 08166013) would be beneficial to the Company and therefore it is desirable to continue to avail her services as an Independent Director. Accordingly, it is proposed to re-appoint Ms. Kinjal Jasmatbhai Khunt as an Independent Director of the Company not liable to retire by rotation and to hold office for a second term of 5 (Five) consecutive years on the Board of the Company effective from 24th June, 2023 upto 22nd June, 2028.

The brief resume of Ms. Kinjal Jasmatbhai Khunt is as under:

DIN	08166013
Background Details	Ms. Kinjal Jasmatbhai Khunt is associated as a Director of the Company since 25 th June, 2018 and has wide experience in the management of the affairs of the Company. The growth of the Company has been manifold under her management. Further she possess Bachelor degree in Commerce from the Saurashtra University
Father's Name	Mr. Jasmatbhai Kababhai Khunt
Date of Birth	02 nd July, 1989
Date of Appointment	25 th June, 2018
Education	Bachelor in Commerce

Qualification	
Past Remuneration	N.A.
Recognition/ Awards	None
Remuneration proposed	N.A.
Job profile and his suitability	Being a member of the Board, she will work independently to guide the company in all applicable laws and in good corporate governance of the company.
Pecuniary Relationship	Ms. Kinjal Jasmatbhai Khunt is presently the Independent Director of the Company and she is not a relative of any director nor holds any share of the company.
Listed entities in which the person holds the directorship and the membership of Committees of the Board	NIL

He is proposed to be re-appointed as Independent Director of the Company, not liable to retire by rotation. No director, key managerial personnel or their relatives are interested or concerned in the resolution.

11: Approval for Related Party Transactions.

To ensure stability of purchase or Sale of goods, your Company proposes to enter into transaction(s) with M/s. Dada Organics Limited (Formerly known as Dada Organics Private Limited), the quantity to be purchased from or sold to M/s. Dada Organics Limited (Formerly known as Dada Organics Private Limited) will be based on arm's length price. The total value from M/s. Dada Organics Limited (Formerly known as Dada Organics Private Limited) of the proposed transaction(s) could reach up to maximum 250 Crore.

The Members are apprised that pursuant to the Section 188 of the Act and applicable Rules framed there under provide that any Related Party Transaction will require prior approval of shareholders through ordinary resolution, if the aggregate value of transaction(s) amounts to 10% or more of the annual turnover of the Company as per last audited financial statements of the Company.

Accordingly, transaction(s) entered into with M/s. Dada Organics Limited (Formerly known as Dada Organics Private Limited) comes within the meaning of Related Party transaction(s) in terms of provisions of the Act, applicable Rules framed there under read with the Listing Regulations.

Hence, approval of the shareholders is being sought for the said Related Party Transaction(s) proposed to be entered into by your Company with M/s. Dada Organics Limited (Formerly known as Dada Organics Private Limited).

Pursuant to Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, a particular of the transaction(s) with M/s. Dada Organics Limited (Formerly known as Dada Organics Private Limited) is as follows:

Sr.	Particulars	Remarks
1	Name of the Related Party	Dada Organics Limited (Formerly known as Dada Organics Private Limited).
2	Name of the Director or KMP who is related	Dineshbhai Bhanushankar Pandya, Jayshree Dineshbhai Pandya, Deviben Dineshbhai Pandya, Dev Dineshbhai Pandya, Jigar Dineshkumar Pandya,
3	Nature of Relationship	All the above directors are also directors in the company and related to each other
4	Nature, duration, material terms, monetary value and particulars of the contract or arrangement	As per the terms of the respective contracts or arrangements entered into or to be entered into from time to time in the ordinary course of business and on an arms' length basis.
5	Any advance paid or Received the contract or arrangement, if any	Nil
6	The manner of determining the pricing and other commercial terms, both included as part of contract and not considered as part of the contract	In the ordinary course of business and on an arms' length basis.
7	Whether all factors relevant to the contract have been considered, if not, the details of factors not considered with the rationale for not considering those factors;	Nil
8	Any other information relevant or important for the members to take a decision on the proposed resolution	None

The Board is accordingly proposing this resolution for the consideration of the Members other than the members being related parties and interested in the transaction and thereby prohibited to vote as per the provisions of Section 188 of the Act for passing the Resolution as set out in the above Notice. The Board of Directors recommends passing of the resolution as set out at item No. 11 of this Notice as an Ordinary Resolution.

12: To approve related Party Transactions with M/s. Dadaji Lifescience Private Limited.

To ensure stability of purchase or Sale of goods, your Company proposes to enter into transaction(s) with M/s. Dadaji Lifescience Private Limited, the quantity to be purchased from or sold to M/s. Dadaji Lifescience Private Limited will be based on arm's length price. The total value from M/s. Dadaji Lifescience Private Limited of the proposed transaction(s) could reach up to maximum 100 Crore.

The Members are apprised that pursuant to the Section 188 of the Act and applicable Rules framed there under provide that any Related Party Transaction will require prior approval of shareholders through ordinary resolution, if the aggregate value of transaction(s) amounts to 10% or more of the annual turnover of the Company as per last audited financial statements of the Company.

Accordingly, transaction(s) entered into with M/s. Dadaji Lifescience Private Limited comes within the meaning of Related Party transaction(s) in terms of provisions of the Act, applicable Rules framed there under read with the Listing Regulations.

Hence, approval of the shareholders is being sought for the said Related Party Transaction(s) proposed to be entered into by your Company with Dadaji Lifescience Private Limited.

Pursuant to Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, a particular of the transaction(s) with M/s. Dadaji Lifescience Private Limited is as follows:

Sr.	Particulars	Remarks
1	Name of the Related Party	Dadaji Lifescience Private Limited
2	Name of the Director or KMP who is related	Deviben Dineshbhai Pandya, Dev Dineshbhai Pandya, Jigar Dineshkumar Pandya,
3	Nature of Relationship	All the above directors are also directors in the company and related to each other
4	Nature, duration, material terms, monetary value and particulars of the contract or arrangement	As per the terms of the respective contracts or arrangements entered into or to be entered into from time to time in the ordinary course of business and on an arms' length basis.
5	Any advance paid or Received the contract or arrangement, if any	Nil
6	The manner of determining the pricing and other commercial terms, both included as part of contract and not considered as part of the contract	In the ordinary course of business and on an arms' length basis.
7	Whether all factors relevant to the contract have been considered, if not, the details of factors not considered with the rationale for not considering those factors;	Nil
8	Any other information relevant or important for the members to take a decision on the proposed resolution	None

The Board is accordingly proposing this resolution for the consideration of the Members other than the members being related parties and interested in the transaction and thereby prohibited to vote as per the provisions of Section 188 of the Act for passing the Resolution as set out in the above Notice. The Board of Directors recommends passing of the resolution as set out at item No. 12 of this Notice as an Ordinary Resolution.

13: Borrowing of monies in excess of the prescribed limit in terms of the provisions of Section 180(1) (c) of the Companies Act, 2013

In terms of the provisions of Section 180(1)(c) of the Companies Act, 2013, the Board of Directors of a public limited company cannot, except with the consent of the Company/members in General Meeting by a special resolution, borrow monies (apart from temporary loans obtained from the

Company's Bankers in the ordinary course of business) in excess of the aggregate of the paid-up share capital and free reserves, that is to say, reserves not set apart for any specific purpose.

In view of the expanding activities of the Company, it is anticipated that the fund requirement of the Company may substantially grow by approximately 50 crores. Therefore, the consent of the Members by way of special resolution is sought under Section 180(1)(c) of the Companies Act, 2013, for increasing the borrowing limit to Rs. 50 crore (Rupees Fifty Crore only) to cover the further requirement of borrowings.

The Board of Directors of the Company at its Meeting held on 31st August, 2022 has approved the above proposal and recommends the passing of the proposed Special Resolution as contained in Item No. 13 in the Notice, by Members of the Company.

14: Creation of Charge/Mortgage/hypothecation on the movable and immovable properties of the Company, both present and future, in respect of borrowings, in terms of the provisions of Section 180(1)(a) of the Companies Act, 2013.

In terms of the provisions of Section 180 (1)(a) of the Companies Act, 2013, a company cannot sell, lease or otherwise dispose-off the whole or substantially the whole of the undertaking or undertakings of the Company without the consent of the Shareholders of the Company by way of a Special Resolution.

The operations of the Company have increased substantially and in order to meet the growing fund requirements of the Company, additional funds are required to be raised by creation of security on the immovable/ movable properties of the Company. Since the creation of charge/ mortgage tantamount to otherwise disposing of the undertakings of the Company, it shall be necessary to pass a Special Resolution under Section 180 (1) (a) of the Companies Act, 2013.

Therefore, it is proposed to authorize the Board of Directors of the Company to mortgage/ create charge on immovable and/ or movable properties of the Company, both present and future, for securing loan up to Rs. 50 crore (Rupees Fifty Crore only) as per the requirements of Section 180(1)(a) of the Companies Act, 2013 and the Rules made there under and any other statutory and procedural formalities to be complied with in this regard.

The Board of Directors of the Company at its Meeting held on 31st August, 2022 has approved the above proposal and recommends the passing of the proposed Special Resolution as contained Item No. 14 in the Notice, by Members of the Company.

15: Approval for making Loans or Investments and to give Guarantees or provide securities in connection with a loan upto Rs. 50 (fifty) Crore under section 186 of the Companies act, 2013.

In order to make optimum use of funds available with the Company and also to achieve long term strategic and business objectives, the Board of Directors of the Company proposes to make use of the same by making investment in other bodies corporate or granting loans, giving guarantee or providing security to other persons or other body corporate or as and when required.

Pursuant to the provisions of Section 186 of the Companies Act, 2013, the Board of Directors of a Company can grant any loan, investment or give guarantee or provide any security beyond the prescribed ceiling of i) Sixty per cent of the aggregate of the paid-up capital and free reserves and securities premium account or, ii) Hundred per cent of its free reserves and securities premium account, whichever is more, if special resolution is passed by the members of the Company. As a measure of achieving greater financial flexibility and to enable optimal financing structure, this

permission is sought pursuant to the provisions of Section 186 of the Companies Act, 2013 to give powers to the Board of Directors for making further investment, providing loans or give guarantee or provide security in connection with loans to companies (including subsidiary /overseas subsidiaries) for an amount not exceeding Fifty crore rupees. The investment(s), loan(s), guarantee(s) and security (ies), as the case may be, will be made in accordance with the applicable provisions of the Companies Act, 2013 and relevant rules made there under. These investments are proposed to be made out of own / surplus funds/ internal accruals and/ or any other sources including borrowings, if necessary, to achieve long term strategic and business objectives. The Board accordingly recommends to pass a Special Resolution.

The Board recommends the resolution set forth in Item No. 15 for the approval of the Members as Special Resolution.

16: Approval for revision in remuneration of Mr. Dev Dineshbhai Pandya (DIN: 07905073), Director of the Company:

In accordance with the provisions of Section 196 and 203 of the Companies Act, 2013 (“Act”), read with Schedule V to the Act and other applicable provisions, if any, of the Act, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) and annual performance appraisal of all the employees of the company including senior management of the company the Board of Directors of the Company at its meeting held on August 31, 2022, upon the recommendation of Nomination and Remuneration Committee, revised the salary of Mr. Dev Dineshbhai Pandya (DIN: 07905073), to Rs. 2 Lakh per month with effect from 01st September, 2022.

Mr. Dev Dineshbhai Pandya, is currently the Director of the Company. Mr. Dev Dineshbhai Pandya has wide experience in the management of the Company. The details required pursuant to Schedule V of the Companies Act, 2013 and Regulation 36 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 are as under:

Information about Mr. Dev Dineshbhai Pandya (Director):

DIN	07905073
Background details	Mr. Dev Dineshbhai Pandya is associated as director of the company since May, 2018 and has wide experience in the Marketing of the Company. The growth of the Company has been manifold under his management. Further he has practical knowledge in the field of the Manufacturing, Marketing, and Administration etc.
Father Name	Mr. Dineshbhai Pandya
Date of Birth	10th April, 1994
Date of Appointment	10th May, 2018
Qualification	Bachelor degree in Pharmacy
Specific functional Areas	He has knowledge in the field of Administration and Marketing of Products.
Past remuneration	Presently Mr. Dev Dineshbhai Pandya is getting a remuneration of Rs. 1,00,000/- (Rupees One Lakh only) per month
Recognition/ Awards	-
Remuneration proposed	It is proposed to increase the remuneration of Mr. Dev Dineshbhai Pandya to Rs. 2,00,000/- (Rupees Two Lakh only) per month.
Pecuniary relationship	Mr. Dev Dineshbhai Pandya is presently the Director of the Company and he holds 28 shares in the Company as on 31.03.2022.

Listed entities in which the person holds the directorship and the membership of Committees of the board	Nil
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The remuneration of Mr. Dev Dineshbhai Pandya has been recommended by the Nomination and Remuneration Committee and approved by the Board of Directors. The Board of Directors of your Company recommends the approval of remuneration of Mr. Dev Dineshbhai Pandya on new terms with effect from 01st September, 2022

The Board of Directors are of the opinion that the increase in remuneration of Mr. Dev Dineshbhai Pandya as the Director is in the best interest of the Company and accordingly, recommend the Special resolution set out in Item No. 16 for approval of the members. Hence the said Special Resolution is recommended for your approval.

17: Approval for revision in remuneration of Mr. Jigar Dineshkumar Pandya (DIN: 07905076), Director of the Company:

In accordance with the provisions of Section 196 and 203 of the Companies Act, 2013 (“Act”), read with Schedule V to the Act and other applicable provisions, if any, of the Act, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) and annual performance appraisal of all the employees of the company including senior management of the company the Board of Directors of the Company at its meeting held on August 31, 2022, upon the recommendation of Nomination and Remuneration Committee, revised the salary of Mr. Jigar Dineshkumar Pandya (DIN: 07905073), to Rs. 2 Lakh per month with effect from 01st September, 2022

Mr. Jigar Dineshkumar Pandya, is currently the Director of the Company. Mr. Jigar Dineshkumar Pandya has wide experience in the management of the Company. The details required pursuant to Schedule V of the Companies Act, 2013 and Regulation 36 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 are as under:

Information about Mr. Dev Dineshbhai Pandya (Director):

DIN	07905076
Background details	Mr. Jigar Dineshkumar Pandya is associated as director of the company since May, 2018 and has wide experience in the Marketing of the Company. The growth of the Company has been manifold under his management. Further he has practical knowledge in the field of the Marketing, and Administration etc.
Father Name	Mr. Dineshbhai Pandya
Date of Birth	29th May, 1997
Date of Appointment	10th May, 2018
Qualification	B.Pharma from Gujarat Ayurved University
Specific functional Areas	He has knowledge in the field of Administration and Marketing of Products.
Past remuneration	Presently Mr. Jigar Dineshkumar Pandya is getting a remuneration of Rs. 100,000/- (Rupees One Lakh only) per month
Recognition/ Awards	-

Remuneration proposed	It is proposed to increase the remuneration of Mr. Jigar Dineshkumar Pandya to Rs. 2,00,000/- (Rupees Two Lakh only) per month.
Pecuniary relationship	Mr. Jigar Dineshkumar Pandya is presently the Director of the Company and he holds 28 shares in the Company as on 31.03.2022.
Listed entities in which the person holds the directorship and the membership of Committees of the board	Nil

The remuneration of Mr. Jigar Dineshkumar Pandya has been recommended by the Nomination and Remuneration Committee and approved by the Board of Directors. The Board of Directors of your Company recommends the approval of remuneration of Mr. Jigar Dineshkumar Pandya on new terms with effect from 01st September, 2022

The Board of Directors are of the opinion that the increase in remuneration of Mr. Jigar Dineshkumar Pandya as the Director is in the best interest of the Company and accordingly, recommend the Special resolution set out in Item No. 17 for approval of the members. Hence the said Special Resolution is recommended for your approval.

18: Approval for revision in remuneration of Ms. Jayshree Dineshbhai Pandya (DIN: 06647308), Director of the Company:

In accordance with the provisions of Section 196 and 203 of the Companies Act, 2013 (“Act”), read with Schedule V to the Act and other applicable provisions, if any, of the Act, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) and annual performance appraisal of all the employees of the company including senior management of the company the Board of Directors of the Company at its meeting held on August 31, 2022, upon the recommendation of Nomination and Remuneration Committee, revised the salary of Jayshree Dineshbhai Pandya (DIN: 06647308), to Rs. 2 Lakh per month with effect from 01st September, 2022

Ms. Jayshree Dineshbhai Pandya, is currently the Director of the Company. Ms. Jayshree Dineshbhai Pandya has wide experience in the management of the Company. The details required pursuant to Schedule V of the Companies Act, 2013 and Regulation 36 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 are as under:

Information about Ms. Jayshree Dineshbhai Pandya (Director):

DIN	06647308
Background details	Ms. Jayshree Dineshbhai Pandya is associated as director of the company since December, 2017 and has wide experience in the Administration of the Company. The growth of the Company has been manifold under her management.
Husband Name	Mr. Dineshbhai Pandya
Date of Birth	10th May, 1972
Date of Appointment	25th December, 2017
Qualification	Undergraduate
Specific functional Areas	She has knowledge in the field of Administration of the company.

Past remuneration	Presently Ms. Jayshree Dineshbhai Pandya is getting a remuneration of Rs. 1,00,000/- (Rupees One Lakh only) per month
Recognition/ Awards	-
Remuneration proposed	It is proposed to increase the remuneration of Ms. Jayshree Dineshbhai Pandya to Rs. 2,00,000/- (Rupees Two Lakh only) per month.
Pecuniary relationship	Ms. Jayshree Dineshbhai Pandya is presently the Director of the Company and he holds 5,85,702 shares in the Company as on 31.03.2022.
Listed entities in which the person holds the directorship and the membership of Committees of the board	Nil

The remuneration of Ms. Jayshree Dineshbhai Pandya has been recommended by the Nomination and Remuneration Committee and approved by the Board of Directors. The Board of Directors of your Company recommends the approval of remuneration of Ms. Jayshree Dineshbhai Pandya on new terms with effect from 01st September, 2022

The Board of Directors are of the opinion that the increase in remuneration of Ms Jayshree Dineshbhai Pandya as the Director is in the best interest of the Company and accordingly, recommend the Special resolution set out in Item No. 18 for approval of the members. Hence the said Special Resolution is recommended for your approval.

19: Approval for revision in remuneration of Ms. Deviben Dineshbhai Pandya (DIN: 07905047), Director of the Company:

In accordance with the provisions of Section 196 and 203 of the Companies Act, 2013 (“Act”), read with Schedule V to the Act and other applicable provisions, if any, of the Act, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) and annual performance appraisal of all the employees of the company including senior management of the company the Board of Directors of the Company at its meeting held on August 31, 2022, upon the recommendation of Nomination and Remuneration Committee, revised the salary of Deviben Dineshbhai Pandya (DIN: 07905047), to Rs. 2 Lakh per month with effect from 01st September, 2022

Ms. Deviben Dineshbhai Pandya, is currently the Director of the Company. Ms. Deviben Dineshbhai Pandya has wide experience in the management of the Company. The details required pursuant to Schedule V of the Companies Act, 2013 and Regulation 36 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 are as under:

Information about Ms. Deviben Dineshbhai Pandya (Director):

DIN	07905047
Background details	Ms. Deviben Dineshbhai Pandya is associated as director of the company since May, 2018 and has wide experience in the Marketing of the Company. The growth of the Company has been manifold under her management. Further she has practical knowledge in the field of the Marketing, and Administration etc.
Father Name	Mr. Dineshbhai Pandya
Date of Birth	10th April, 1994

Date of Appointment	10th May, 2018
Qualification	Bachelor of Arts from Saurashtra University.
Specific functional Areas	She has knowledge in the field of Administration and Marketing of Products.
Past remuneration	Presently Ms. Deviben Dineshbhai Pandya is getting a remuneration of Rs. 1,00,000/- (Rupees One Lakh only) per month
Recognition/ Awards	-
Remuneration proposed	It is proposed to increase the remuneration of Ms. Deviben Dineshbhai Pandya to Rs. 2,00,000/- (Rupees Two Lakh only) per month.
Pecuniary relationship	Ms. Deviben Dineshbhai Pandya is presently the Director of the Company and he holds 28 shares in the Company as on 31.03.2022.
Listed entities in which the person holds the directorship and the membership of Committees of the board	Nil

The remuneration of Ms. Deviben Dineshbhai Pandya has been recommended by the Nomination and Remuneration Committee and approved by the Board of Directors. The Board of Directors of your Company recommends the approval of remuneration of Ms. Deviben Dineshbhai Pandya on new terms with effect from 01st September, 2022

The Board of Directors are of the opinion that the increase in remuneration of Ms Deviben Dineshbhai Pandya as the Director is in the best interest of the Company and accordingly, recommend the Special resolution set out in Item No. 19 for approval of the members. Hence the said Special Resolution is recommended for your approval.

ANNEXURE TO ITEM NO- 2 OF THE NOTICE

Details of Director seeking re-appointment at the 09th Annual General Meeting

[In pursuance of Regulation 36(3) of SEBI (Listing obligation and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”)]

Name of the Director	Deviben D Pandya
DIN	07905047
Date of Birth	10th April, 1994
Nationality	Indian
Date of first appointment in the current designation	10.05.2018
Qualification	B.A from Saurashtra University
Experience	She has good knowledge about Herbal Products.
Shareholding in the Company: Number of Equity Shares	28 Shares (31.03.2022)
Terms and conditions of appointment or re-appointment along with details of remuneration	-
Remuneration last drawn	As mentioned in annual return
No. of Meeting of the Board attended during the year	All
Directorships* of other Companies (Excluding Add-Shop Promotions Limited)	1. Dada Organics Limited (Formerly known as Dada Organics Private Limited) CIN: U01110GJ2017PLC098899
Membership/Chairmanship of Committee of other Companies (Excluding Add-Shop Promotions Limited)	NIL
Inter-se relationships between: <ul style="list-style-type: none">• Directors• Key Managerial Personnel	Daughter of Dineshbhai & Jayshreeben Pandya, Sister of Dev & Jigar Pandya.

***Directorship includes all the companies incorporated in India.**

ANNEXURE TO ITEM NO- 3 OF THE NOTICE

Details of Director seeking re-appointment at the 09th Annual General Meeting

[In pursuance of Regulation 36(3) of SEBI (Listing obligation and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”)]

Name of the Director	Jigar Dineshkumar Pandya
DIN	07905076
Date of Birth	29 th May, 1997
Nationality	Indian
Date of first appointment in the current designation	10.05.2018
Qualification	B.Pharma from Gujarat Ayurved University
Experience	He has good knowledge about Herbal Products and its Market Strategies.
Shareholding in the Company: Number of Equity Shares	28 Shares (31.03.2022)
Terms and conditions of appointment or re-appointment along with details of remuneration	-
Remuneration last drawn	As mentioned in annual return
No. of Meeting of the Board attended during the year	All
Directorships* of other Companies (Excluding Add-Shop Promotions Limited)	1. Dada Organics Limited (Formerly known as Dada Organics Private Limited) CIN: U01110GJ2017PLC098899
Membership/Chairmanship of Committee of other Companies (Excluding Add-Shop Promotions Limited)	NIL
Inter-se relationships between: <ul style="list-style-type: none">• Directors• Key Managerial Personnel	Son of Dineshbhai & Jayshreeben Pandya, Brother of Dev & Deviben Pandya.

***Directorship includes all the companies incorporated in India.**

ANNEXURE TO ITEM NO- 5 OF THE NOTICE

Details of Director seeking re-appointment at the 09th Annual General Meeting

[In pursuance of Regulation 36(3) of SEBI (Listing obligation and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”)]

DIN	06647303
Nationality	Indian
Name of the Director	Mr. Dineshbhai Bhanushankar Pandya
Date of Birth	08th November, 1973
Date of Appointment	20th August, 2013
Qualification	Undergraduate
Nature of Expertise and experience	Management of the affairs of the Company and he has an experience of approximately more than two decades in the marketing business
Directorship held in other listed Company	1. Dada Organics Limited (Formerly known as Dada Organics Private Limited) CIN: U01110GJ2017PLC098899
Chairmanships/Membership of Committees of the Company	CSR Committee – Chairman Right Issue Committee – Chairman
Shareholding of Director	1,05,96,570 Shares as on 31.03.2022
Inter-se relationships between: <ul style="list-style-type: none">• Directors• Key Managerial Personnel	Husband of Jayshreeben Pandya, Father of Dev, Jigar & Deviben Pandya

ANNEXURE TO ITEM NO- 6 OF THE NOTICE

Details of Director seeking re-appointment at the 09th Annual General Meeting

[In pursuance of Regulation 36(3) of SEBI (Listing obligation and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”)]

DIN	08139094
Nationality	Indian
Name of the Director	Mr. Rajeshkumar Rasiklal Parekh
Date of Birth	10th August, 1978
Date of Appointment	26th May, 2018
Qualification	Bachelor in Laws & Bachelor of Commerce and Diploma in Taxation Laws and Practice
Nature of Expertise and experience	He work Independently to guide the company in all applicable laws and in good corporate governance of the company.
Directorship held in other listed Company	NIL
Chairmanships/Membership of Committees of the Company	Audit Committee – Chairman NRC Committee – Member SRC Committee – Member CSR Committee – Member Right Issue Committee – Member
Shareholding of Director	NIL
Inter-se relationships between: <ul style="list-style-type: none">• Directors• Key Managerial Personnel	Mr. Rajeshkumar Rasiklal Parekh is presently the Independent Director of the Company and he is not a relative of any director.

ANNEXURE TO ITEM NO- 7 OF THE NOTICE

Details of Director seeking re-appointment at the 09th Annual General Meeting

[In pursuance of Regulation 36(3) of SEBI (Listing obligation and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”)]

DIN	08165978
Nationality	Indian
Name of the Director	Mr. Vivek Gopalbhai Dadhania
Date of Birth	08th February, 1995
Date of Appointment	25th June, 2018
Qualification	Bachelor of pharmacy
Nature of Expertise and experience	Work independently to guide the company in all applicable laws and in good corporate governance of the company. and has experience in the management of Company
Directorship held in other listed Company	NIL
Chairmanships/Membership of Committees of the Company	Audit Committee – Member
Shareholding of Director	NIL
Inter-se relationships between: <ul style="list-style-type: none">• Directors• Key Managerial Personnel	Mr. Vivek Gopalbhai Dadhania is presently the Independent Director of the Company and he is not a relative of any director.

ANNEXURE TO ITEM NO- 8 OF THE NOTICE

Details of Director seeking re-appointment at the 09th Annual General Meeting

[In pursuance of Regulation 36(3) of SEBI (Listing obligation and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”)]

DIN	08165987
Nationality	Indian
Name of the Director	Mr. Rushabh Vora
Date of Birth	14th January, 1996
Date of Appointment	25th June, 2018
Qualification	B.A.M.S
Nature of Expertise and experience	Work independently to guide the company and has experience in the Management of Company
Directorship held in other listed Company	NIL
Chairmanships/Membership of Committees of the Company	SRC Committee – Chairman Audit Committee – Member
Shareholding of Director	NIL
Inter-se relationships between: <ul style="list-style-type: none">• Directors• Key Managerial Personnel	Mr. Rushabh Vora is presently the Independent Director of the Company and he is not a relative of any director.

ANNEXURE TO ITEM NO- 9 OF THE NOTICE

Details of Director seeking re-appointment at the 09th Annual General Meeting

[In pursuance of Regulation 36(3) of SEBI (Listing obligation and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”)]

DIN	08165999
Nationality	Indian
Name of the Director	Mr. Yagnik Dilipbhai Mundadiya
Date of Birth	01st June, 1996
Date of Appointment	25th June, 2018
Qualification	B.A.M.S
Nature of Expertise and experience	Work independently to guide the company and has experience in the management of Company
Directorship held in other listed Company	NIL
Chairmanships/Membership of Committees of the Company	NRC Committee – Chairman
Shareholding of Director	NIL
Inter-se relationships between: <ul style="list-style-type: none">• Directors• Key Managerial Personnel	Mr. Yagnik Dilipbhai Mundadiya is presently the Independent Director of the Company and he is not a relative of any director.

ANNEXURE TO ITEM NO- 10 OF THE NOTICE

Details of Director seeking re-appointment at the 09th Annual General Meeting

[In pursuance of Regulation 36(3) of SEBI (Listing obligation and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”)]

DIN	08166013
Nationality	Indian
Name of the Director	Ms. Kinjal Jasmatbhai Khunt
Date of Birth	02nd July, 1989
Date of Appointment	25th June, 2018
Qualification	Bachelor in Commerce
Nature of Expertise and experience	Work independently to guide the company and has experience in the Marketing filed
Directorship held in other listed Company	NIL
Chairmanships/Membership of Committees of the Company	NRC Committee – Member
Shareholding of Director	NIL
Inter-se relationships between: <ul style="list-style-type: none">• Directors• Key Managerial Personnel	Ms. Kinjal Jasmatbhai Khunt is presently the Independent Director of the Company and he is not a relative of any director.

**By order of the Board of Directors
For, Add-Shop E-Retail Limited
(Formerly known as Add-Shop Promotions
Limited)**

**Place: Rajkot
Date: 31.08.2022**

**NirajkumarMalaviya
Company Secretary**

DIRECTOR'S REPORT

To,
The Members of
Add-Shop E-Retail Limited
(Formally Known as Add-Shop Promotions Limited)

The Directors take pleasure in presenting the 09th Annual Report together with Audited Financial Statements and Auditors' Report of the company for the year ended on 31st March, 2022 which they trust, will meet with your approval.

Financial Result:

(Rs. In Lakhs)

PARTICULARS	YEAR ENDED 31.03.2022	YEAR ENDED 31.03.2021
Income for the year	15965.31	7857.12
Other Income	-	-
Total Income	15965.31	7857.12
Profit/Loss before Depreciation, Finance Costs, Exceptional items and Tax Expense	2491.09	1147.80
Less: Depreciation	46.33	28.38
Profit/loss before Finance Costs, Exceptional items and Tax Expense	2444.76	1119.42
Less: Finance Cost	99.48	98.37
Profit/loss before Exceptional items and Tax Expense	2345.28	1021.05
Add/(less): Exceptional items	0	0
Profit/loss before Tax Expense	2345.28	1021.05
Less: Tax Expense:		
Current Tax	428.70	256.91
Deferred Tax	7.90	(3.53)
Profit/loss for the year (1)	1908.68	767.67
Total Comprehensive Income/ loss (2)	-	-
Total (1+2)	1908.68	767.67
Earnings per share (Face value Rs. 10/-) Basic & Diluted (Rupees)	9.91	6.78

Dividend:

Your Directors do not recommend payment of any Dividend for the Financial year ended 31st March, 2022, in order to conserve the resources of the Company, The Company will retain the earning for use in the future operations & Projects and strive to increase the net worth of stakeholders of the Company.

Operations:

The total revenue during the year have been Rs. 15965.31 lakhs compared to Rs.7857.12 lakhs in the previous financial year. The percentage of growth during the year as compared to previous year is 103.20%. The Company's Profit for the year before Depreciation and Finance Costs, Exceptional items and Tax has been Rs. 2491.09 lakhs (P.Y. Rs. 1147.80 lakhs) and the Net Profit after interest, depreciation, prior period adjustments & taxes are Rs.1908.68 lakhs (P.Y. Rs. 767.67 lakhs) profit for the year has been jumped by 148.63 % as compared to last year.

The EPS of the Company for the year 2021-22 is Rs. 9.91.

Transfer to Reserve:

The Board of Directors of your company has decided not to transfer any amount to the Reserves for the year under review.

Share capital:-

Authorised Share Capital

The Authorised Share Capital as at 31st March, 2022 stood at Rs. 22,50,00,000 i.e. 2,25,00,000 equity shares of Rs. 10/- each. During the year under review, the Company has Increased the authorized share capital of the company from INR 11,50,00,000/- (Indian Rupees Eleven Crores Fifty Lakhs Only) to INR 22,50,00,000/- (Indian Rupees Twenty Two Crores Fifty Lakhs Only) by way of necessary approvals of members through postal ballot on December 26, 2021. Further the Company has increase authorized share capital from INR 22,50,00,000/- (Indian Rupees Twenty Two Crores Fifty Lacs Only) to INR 35,00,00,000/- (Indian Rupee Thirty Five Crores Only) by way of approvals of members in EGM held on Saturday, April 09, 2022 after the end of the financial year and till the date of the report.

Paid Up Share Capital

The Paid Up Share Capital as at 31st March, 2022 stood at Rs. 19,25,67,010/- i.e. 1,92,56,701 equity shares of Rs. 10/- each. During the year under review, the Company has made allotment of bonus shares 79,26,985 (Seventy Nine Lacs Twenty Six Thousand Nine Hundred Eighty Five) in a ratio of 7:10 on January 19, 2022, except bonus issue company neither made any other issue of equity shares with differential voting rights nor has granted any stock options or sweat equity.

The Company has no scheme of provision of money for purchase of its own shares by employees or by trustees for the benefit of employees.

Alteration of Memorandum of Association:

During the year under review, the company has made alteration in the Memorandum of Association of the company by increasing the Authorised Share Capital from INR 11,50,00,000/- (Indian Rupees Eleven Crores Fifty Lakhs Only) to INR 22,50,00,000/- (Indian Rupees Twenty Two Crores Fifty Lakhs Only) by way of necessary approvals of members through postal ballot on December 26, 2021.

Alteration of Articles of Association:

During the year under review, there is no alteration made in Articles of Association (AOA) of the Company.

Particulars of Loans, Guarantee or Investments:

The Company has not advanced any loans or given any guarantees or provided security covered under the provisions of section 186 of the Companies Act, 2013 during the financial year 2021-22.

Loans from director/ relative of director:

The balances of monies accepted by the Company from Directors / relatives of Directors at the beginning of the year were NIL and at the close of year was NIL.

Change(s) in the nature of business, if any:

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

Change in Name of Company:

During the year under review, no any change in Name of the company.

Material changes and commitments, if any, affecting the financial position of the company, having occurred since the end of the year and till the date of the report:

There have been no material changes and commitments affecting the financial position of the Company between the end of the financial year and the date of this Directors' Report.

Listing:

The shares of the company are listed and traded on BSE Limited. The ISIN of the company is INE01B501018 and script code of the company is 541865. Further the company had paid annual listing fees for the financial year 2022-23.

Details of Holding / Subsidiary Companies / Joint Ventures / Associate Companies:

During the year under review, there was no holding / Subsidiary Company / Joint Ventures / Associate Companies.

Public Deposits:

In terms of Section 73 to 76 of the Companies Act, 2013 and Companies (Acceptance of Deposits) Rules, 2014, your Company has not accepted any public deposits or no amount of principal or interest was outstanding as on date of the Balance sheet during the year under review.

Details of Significant and Material Orders passed by Regulators or Courts or Tribunals:

During the year under review there were no significant and material orders passed by any Regulators or Court or Tribunals which may have impact on the going concern status. No order has been passed by any Regulators or Court or Tribunals which may have impact on the Company's operation in future.

Conservation of Energy, Technology Absorption and Foreign Exchange Earning and Outgoings:

Conservation of Energy: Energy conservation is important for the company and therefore energy conservation measures are undertaken wherever practicable in its plant and attached facilities. The Company is making every effort to ensure the optimal use of energy, avoid waste and conserve energy by using energy efficient equipment's with latest technologies.

Technology absorption: The Company continuous to use the latest technologies for improving the productivity and quality of its services and products.

Foreign exchange Earnings and Outgoings: There are no foreign exchange earnings and out-goings during the financial year

Directors and Key Managerial Personnel:

Appointment/ Re-Appointment:

During the year under review, Company has not appointed any KMP and director on its Board.

In the ensuing AGM, company has proposed the re-appointment of following Independent Directors for a period of 5 years:

1. Mr. Rajeshkumar Rasiklal Parekh
2. Mr. Dadhania Vivek Gopalbhai
3. Mr. Rushabh Vora
4. Mr. Yagnik Dilipbhai Mundadiya
5. Ms. Kinjal Jasmatbhai Khunt

Further, the Company has also proposed the re-appointment of Mr. Dineshbhai Bhanushankar Pandya, Managing Director of the Company for a period of five years.

Cessation:

During the year under review, there is no cessation of director from the Board.

Retirement by Rotation

As per the provisions of Section 152 of the Companies Act, 2013, Ms. Deviben Dineshbhai Pandya (DIN: 07905047) and Mr. Jigar Dineshkumar. Pandya (DIN: 07905076) are liable to retire by rotation at the ensuing Annual General Meeting and being eligible, offers him/herself for reappointment. Your Directors recommended re-appointment on recommendation of the Nomination and Remuneration Committee.

Declaration by Independent Directors:

The following Directors are independent in terms of Section 149(6) of the Companies Act, 2013 and Regulation of SEBI (Listing obligations and Disclosure Requirements) Regulations 2015:

- Mr. Rajeshkumar Rasiklal Parekh
- Mr. Vivek Gopalbhai Dadhania
- Mr. RushabhVora
- Mr. Yagnik Dilipbhai Mundadiya
- Ms. Kinjal Jasmatbhai Khunt

The Company has received required declarations/ confirmations from all the above Directors confirming their independence.

Key Managerial Personnel

Name of Director	Designation
Dineshbhai Bhanushankar Pandya	Managing Director
Dev Dineshbhai Pandya	Chief Financial Officer & Director
Nirajkumar K. Malaviya	Company Secretary & Compliance Officer

NUMBER OF BOARD MEETINGS AND POSTAL BALLOT:

During the year 2021-22, the Board of Directors meets regularly, 17 (Seventeen) Board Meetings were convened and held. Interval between any two meetings was well within the maximum allowed gap of 120 days.

Sr. No.	Date	Particulars
1	14.04.2021	All Directors were present
2	07.06.2021	All Directors were present
3	17.06.2021	All Directors were present
4	20.07.2021	All Directors were present
5	19.08.2021	All Directors were present
6	28.08.2021	All Directors were present
7	14.09.2021	All Directors were present

8	07.10.2021	All Directors were present
9	19.10.2021	All Directors were present
10	18.11.2021	All Directors were present
11	28.12.2021	All Directors were present
12	19.01.2022	All Directors were present
13	24.01.2022	All Directors were present
14	08.02.2022	All Directors were present
15	11.03.2022	All Directors were present
16	12.03.2022	All Directors were present
17	25.03.2022	All Directors were present

During the period under review, the Company obtained necessary approvals of members on December 26, 2021 by way of postal ballot and following are the below items for which Special / Ordinary Resolution passed:-

1. To Increase in Authorized share capital of the company from INR 11,50,00,000/- (Indian Rupees Eleven Crores Fifty Lacs Only) to INR 22,50,00,000/- (Indian Rupees Twenty Two Crores Fifty Lacs Only), and alteration of clause V of memorandum of association of company;
2. To Approval of the issuance of Bonus shares in the ratio of 7:10 [i.e. 7 (Seven) fully paid up equity shares for every 10 (Ten) equity shares held by the equity shareholders];

Further During the period under review, the Company obtained necessary approvals of members on November 09, 2021 by way of postal ballot and following are the below items for which Special / Ordinary Resolution passed:-

1. To Issue Convertible Warrants to Non-Promoters of the Company on Preferential basis:
2. To Appointment of M/s J S Maheshwari & Co, Chartered Accountants, as Statutory Auditors to fill up the casual vacancy, caused due to resignation of M/s Loonia & Associates, Chartered Accountants.

Further after completion of the financial year 2021-22 and till the period under review, the Company obtained necessary approvals of members in Extra Ordinary General Meeting dated April 09, 2022 following resolution passed. Resolution passed:-

1. To Increase Authorized Capital of the Company from INR 22,50,00,000/- (Indian Rupees Twenty Two Crores Fifty Lacs Only) to INR 35,00,00,000/- (Indian Rupees Thirty Five Crores Only) by Alteration of the Capital Clause V of the Memorandum of Association.

After the completion of postal ballots and **Extra Ordinary General Meeting (EOGM)** procedure, your Company had also filed necessary forms with the Registrar of Companies (ROC) and other authorities as required, for approvals and got the same approved by the Registrar of Companies (ROC), Gujarat and other authorities.

As per Schedule IV of the Companies Act, 2013, a Separate meeting of Independent Directors without the attendance of Non-Independent Directors was held on **November 18, 2021** where all the Independent directors present and discuss the agenda items as required under the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015. The independent directors reviewed the performance of non-independent directors and the Board as whole, reviewed the performance of the chairperson of the company taking into account the views of executive and non-executive directors and assessed the quality, quantity and timeliness flow of information between the Company Management and the Board that is necessary for the Board to effectively and reasonably perform their duties. The Independent Directors expressed their satisfaction with overall functioning and implementations of their suggestions.

The **Annual General Meeting** for the Financial Year 2020-21 was held on Wednesday, 29th September, 2021 through Video Conferencing (“VC”)/Other Audio Visual Means (OAVM).

Committees of the Board of Directors:

Your Company has several Committees which have been established as part of the best Corporate Governance practices and are in compliance with the requirements of the relevant provisions of applicable laws and statutes.

The Company has following Committees of the Board of Directors:

- Audit Committee
- Stakeholder's Grievances and Relationship Committee
- Nomination and Remuneration Committee
- CSR Committee

The details with respect to the compositions, powers, and terms of reference and other information of relevant committees are given in details in the Corporate Governance Report which forms part of this Annual Report.

Right Issue Committee

Name of Director	Position in the Committee	Designation
Dineshbhai Bhanushankar Pandya	Chairperson	Executive Director
Jayshree Dineshbhai Pandya	Member	Non-Executive - Non Independent Director
Rajeshkumar Rasiklal Parekh	Member	Non-Executive - Independent Director

Director Remuneration

During the year under review, the Company has paid remuneration to director of the company as Follow:

Sr. NO.	Name of Director	Remuneration (Amount Rs.)
1.	Dineshbhai Bhanushankar Pandya	36,00,000/- per annum
2.	Jayshree Dineshbhai Pandya	12,00,000/- per annum
3.	Deviben Dineshbhai Pandya	12,00,000/- per annum
4.	Devang Dineshbhai Pandya	12,00,000/- per annum
5.	Jigar Dineshkumar Pandya	12,00,000/- per annum

Director's Responsibility Statement:

Pursuant to clause (c) of sub-section (3) and subsection (5) of Section 134 of the Companies Act, 2013, the Board of Directors, to the best of their knowledge and ability, state the followings:

- (a) In the preparation of the annual accounts for the financial year ended 31st March, 2022 the applicable accounting standards have been followed.
- (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 at the end of the financial year and of the profits of the Company for that period.
- (c) The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- (d) The Directors have prepared the annual accounts for the year ended 31st March, 2022 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.
- (f) The Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and such systems are adequate and operating effectively.

Contracts or Arrangement with Related Parties:

For all related party transactions prior omnibus approval of the Audit Committee is obtained on a yearly basis for the transactions which are of foreseen and repetitive nature and such approval is in interest of the Company. Transactions entered into, pursuant to the omnibus approval so granted, are audited and a statement giving details of all related party transactions is placed before the Audit Committee and the Board of Directors for their approval.

All Related Party Transactions that were entered during the financial year ended on 31st March, 2022 were on an arm's length basis and in the ordinary course of business and is in compliance with the applicable provisions of the Act. There were no materially significant Related Party Transactions made by the Company during the year that required shareholders' approval.

The Company has entered into related party transactions which fall under the scope of Section 188(1) of the Act. Accordingly, the disclosure of related party transactions as required under Section 134(3)(h) of the Act in Form AOC-2 are given in Annexure I of this Directors's Report for FY 2021-22.

Auditors and Auditors Report:

Statutory Auditors:-

In the EGM held through postal ballot on 09th November, 2021 M/s. J S Maheshwari & Co, Chartered Accountants (Membership No. 148387, FRN: 001318C), Ahmadabad, Gujarat, was appointed as Statutory Auditors of the Company for 2021-22 till the conclusion of this Annual General Meeting. The Board of Directors recommend to appoint them for further period of five year in the Annual General Meeting to hold office till the conclusion of Annual General meeting to be held in the Year 2027. [L1]

M/s J S Maheshwari & co, Chartered Accountant have confirmed their eligibility and qualification under Section 139, 141 and other applicable provisions of the Companies Act 2013 and Rules issued there under (including and statutory modification(s) or re-enactment(s) thereof for the time being in force).

The Auditors' Report for the financial year ended March 31, 2022 on the financial statements of the Company is a part of this Annual Report. The Auditors' Report for the financial year ended March 31, 2022 does not contain any qualification, reservation, or adverse remark.

Secretarial Auditors and their Report:-

Pursuant to provisions of Section 204 (1) of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the company has appointed M/s. G R Shah & Associates., a firm of Company Secretary in Practice to undertake the Secretarial Audit of the Company for the financial year 2021-22. The Secretarial Audit Report in the form MR-3 is annexed herewith as "Annexure –II" to the Directors' Report and forming part of this Annual Report.

Reply to Qualification:

Sr. No.	Audit Query	Reply from Company
1	Regulation 295(1) of SEBI ICDR regulation. The company has delayed the bonus issue for 17 days. The due date for compliance was 17/01/2022 but the company made compliance on 03/02/2022	Inordinate delay in grant of confirmation or approvals of different authorities.

Internal Auditor:

The Board of Directors has appointed Mr. Rajen Vyas, as an Internal Auditors of the Company for the financial year 2021-22. The Internal Auditor directly report to audit committee. The Company has in place a mechanism to identify, assess, monitor and mitigate various risks to key business objectives.

Explanations or Comments by the Board on Qualifications, Reservations or Adverse Remark or Disclaimers:-

The Notes on Financial Statements referred to in the Auditor's Report are Self-explanatory and do not call for any further comments. There is no qualification, reservation or adverse remarks made in the statutory auditor's report.

Risk Management Policy

The Company has a structured risk management policy. The Risk management process is designed to safeguard the organization from various risks through adequate and timely actions. It is designed to anticipate, evaluate and mitigate risks in order to minimize its impact on the business. The potential risks are inventoried and integrated with the management process such that they receive the necessary consideration during decision making. It is dealt with in greater details in the management discussion and analysis section. The Risk Management Policy is also available on the Company's website www.addshop.co.

Corporate Social Responsibility:

During the year Company is covered under the criteria of the provision of Section 135 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014, and therefore it is mandatory to comply with the same. However as per eligibility criteria CSR will be applicable from 2021-22 onwards.

The Company has spent the amount on CSR Activities for the financial year 2021-22 as per Schedule VII of the Companies Act, 2013. The Company has duly spent the amount within time prescribed under Section 135 of the Companies Act, 2013. (CSR Report separately attached herewith as Annexures).

Environment, Health and Safety:

The Company continued its commitment to industrial safety and environment protection. Periodical audits are done by external and internal agencies to assess the continued levels of EHS efficiency of plant.

Annual Performance Evaluation:

In compliance with the provisions of the Act and Regulation of SEBI (Listing obligations and Disclosure Requirements) Regulations 2015, the performance evaluation was carried out as under:

Board:

In accordance with the criteria suggested by the Nomination and Remuneration Committee, the Board of Directors evaluated the performance of the Board, having regard to various criteria such as Board composition, Board processes, Board dynamics etc. The Independent Directors, at their separate meetings, also evaluated the performance of the Board and chairman of the company as a whole based on various criteria. The Board and the Independent Directors were of the unanimous view that performance of the Board of Directors as a whole was satisfactory.

Committees of the Board:

The performance of the Audit Committee, the Nomination and Remuneration Committee and the Stakeholders Relationship Committee was evaluated by the Board of Directors having regard to various criteria such as committee composition, committee processes, committee dynamics etc. The Board was of the unanimous view that all the committees were performing their functions satisfactorily and according to the mandate prescribed

by the Board under the regulatory requirements including the provisions of the Act, the Rules framed there under and the Listing Agreement.

Board of Directors:

- (a) **Independent Directors:** In accordance with the criteria suggested by The Nomination and Remuneration Committee, the performance of each independent director was evaluated by the entire Board of Directors (excluding the director being evaluated) on various parameters like engagement, participation in matter, leadership, analysis, decision making, communication, governance and interest of stakeholders. The Board was of the unanimous view that each independent director was a reputed professional and brought his/her rich experience to the deliberations of the Board. The Board also appreciated the contribution made by all the independent directors in guiding the management in achieving higher growth and concluded that continuance of each independent director on the Board will be in the interest of the Company.
- (b) **Non-Independent Directors:** The performance of the non-independent director (including the chair person) was evaluated by the Independent Directors at their separate meeting. Further, their performance was also evaluated by the Board of Directors. The various criteria considered for the purpose of evaluation included leadership, engagement, transparency, analysis, decision making, functional knowledge, governance and interest of stakeholders. The Independent Directors and the Board were of the unanimous view that each of the non-independent directors was providing good business and people leadership.

Annual Return:

In accordance with circular issued by government of India “G.S.R. 159(E). dated, 05th March, 2021”, the requirement of preparing MGT-9 wiped off from Rule 12 as well, making it clear that MGT-9 is not required by any provision of the Act or Rules and in accordance with Sections 134(3)(a) & 92(3) of the Companies Act, 2013 read with Rule 12(1) of the Companies (Management and Administration) Rules, 2014, The annual return in Form No. MGT-7 for the financial year 2021-22 will be available on the website of the Company (www.addshop.co). The due date for filing annual return for the financial year 2021-22 is within a period of sixty days from the date of annual general meeting. Accordingly, the Company shall file the same with the Ministry of Corporate Affairs within prescribed time and a copy of the same shall be made available on the website of the Company (www.addshop.co) as is required in terms of Section 92(3) of the Companies Act, 2013.

Particulars of employees

Pursuant to Rule 5 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company states that none of the employees of the Company who was in receipt of remuneration in excess of Rs. 60 Lakh, if employed throughout the year or Rs. 5 Lakh per month, if employed for part of the financial year or received remuneration in excess of that drawn by the MD/WTD/Manager & holding 2% or more of equity share capital of the Company (himself along with spouse & dependent children). Hence, the disclosures as required by above Rules are not given as none of the employees qualify for such disclosure.

Human Resources and Policy on Prevention, Prohibition and Redressal of Sexual harassment at workplace:

Company has zero tolerance for sexual harassment at workplace and has adopted, in line with the provision of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act 2013 (POSH), a documented policy for prevention, prohibition and redressal of sexual harassment of women at workplace, under the guiding principle that no woman shall be subjected to sexual harassment at workplace(s) in the Company’s location(s).

Company has re-constituted the Internal Complaints Committee (ICC) comprised of internal and external members, to hear, inquire, investigate and suitably address the matter of complaints of sexual harassment, if any, and to recommend punitive / corrective action to the Management. Easy access has been provided to the ICC for woman employees of the Company.

Disclosures pursuant to the provisions of Sexual Harassment Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and SEBI - Listing Regulations are as under:No of complaints filed during the financial year 2021-22	NIL
No of complaints filed / disposed of during the financial year 2021-22	NIL
No of complaints pending as on the end of financial year 2021-22	NIL

Secretarial Standards of ICSI:

The Company is in compliance with the Secretarial Standard on Meetings of the Board of Directors (SS-1) and General Meeting (SS-2) issued by the Institute of Company Secretaries of India and approved by the Central Government.

For Prevention of Insider Trading:

The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 came into effect from May 15, 2015 to put in place a framework for prohibition of insider trading in securities and to strengthen the legal framework thereof. Pursuant to Regulation 8 of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, the Company has formulated and adopted the Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (“Code of Fair Disclosure”) of the Company.

Further, pursuant to Regulation 9 of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, the Company has formulated and adopted the Code of Conduct for Prevention of Insider Trading. The Code lays down guidelines and procedures to be followed and disclosures to be made while dealing with the shares of the Company and cautioning them on the consequence of non-compliances. The Company Secretary has been appointed as a Compliance Officer and is responsible for monitoring adherence to the Code.

Code of Conduct:

Company has framed policy on code of conduct for Board of Directors and senior Management.

Maintenance of Cost Records:

The provisions relating to maintenance of cost records as specified by the Central Government under subsection (1) of section 148 of the Companies Act, 2013, are not applicable to the Company and accordingly such accounts and records are not required to be maintained.

Insolvency and Bankruptcy Code:

There is no application made or any proceeding pending under the Insolvency and Bankruptcy Code, 2016 (31 of 2016) during the year.

The details of difference between amount of the valuation done at the time of one time settlement and the valuation done while taking loan from the Banks or Financial Institutions along with the reasons thereof is not applicable to the Company.

Fraud Reported by Auditors:

During the year under review, the Statutory Auditors and Secretarial Auditor have not reported any instances of fraud committed in the Company by its officers or Employees to the Audit Committee under Section 143(12) of the Companies Act, 2013.

Corporate Governance and Management Discussion and Analysis Report:

Corporate Governance:-

Pursuant to the Regulation 34(3) read with Schedule V Part C of the Listing Regulations, a “Report on Corporate Governance” is given separately, forming part of this Annual Report. Pursuant to Regulation 34(3) read with Schedule V, Part E of the Listing Regulations, the Certificate from M/s. G.R Shah, Practicing Company Secretary, Ahmedabad confirming compliance with the conditions of Corporate Governance is annexed to the Corporate Governance Report forming part of this Annual Report.

Management Discussion and Analysis Report: -

The Management Discussion and Analysis Report as required under Regulation 34(2)(e) read with Schedule V, Part B of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 with detailed analysis of the financial results is annexed to the report as Annexure III and is incorporated herein by reference and forms integral part of this report.

Internal Financial Controls:

The Company has in place adequate internal financial controls with reference to financial statement across the organisation. The same is subject to review periodically by the internal audit cell for its effectiveness. During the financial year, such controls were tested and no reportable material weaknesses in the design or operations were observed. The Statutory Auditors of the Company also test the effectiveness of Internal Financial Controls in accordance with the requisite standards prescribed by ICAI. Their expressed opinion forms part of the Independent Auditor’s report.

Internal Financial Controls are an integrated part of the risk management process, addressing financial and financial reporting risks. The internal financial controls have been documented, digitized and embedded in the business processes.

Assurance on the effectiveness of internal financial controls is obtained through management reviews, control self-assessment, continuous monitoring by functional experts. We believe that these systems provide reasonable assurance that our internal financial controls are designed effectively and are operating as intended.

During the year, no reportable material weakness was observed.

Insurance

The Company has taken all the necessary steps to insure its properties and insurable interest, as deemed appropriate and as required under the various legislative enactments. There were no major incidents or accidents to warrant insurance claims during the year under review.

Green Initiative

Your Directors would like to draw your attention to Section 20 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, as may be amended from time, which permits paperless compliances and also service of notice / documents (including annual report) through electronic mode to its members. To support this green initiative of the Central Government in full measure, we hereby once again appeal to all those members who have not registered their e-mail addresses so far are requested to register their e-mail address in respect of electronic holdings with their concerned depository participants and / or with the Company.

Vigil Mechanism:

The Company has set up a whistleblower policy which can be viewed on the Company's website www.addshop.co In terms of the said policy the Directors and employees are given direct access to the Managing Director as well as

Chairman of the Audit Committee to report on alleged wrongdoings. The said policy has been made available at the Registered Office of the Company at conspicuous places to enable the employees to report concerns, if any, directly to the Managing Director as well as Chairman of the Audit Committee. Employees who join the Company newly are apprised of the availability of the said policy as a part of their induction schedule. The above is in compliance of Section 177 (9) & (10) of the Companies Act, 2013 and in terms of Regulation 22 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Nomination and Remuneration Policy:

The Company has formulated and adopted the Remuneration Policy in accordance with the provisions of Companies Act, 2013 read with the Rules issued there under and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The said Policy of the Company, inter alia, provides the criteria for appointment of Executive, Non-Executive and Independent Directors on the Board of Directors of the Company and persons in the Senior Management of the Company, their remuneration including determination of qualifications, Positive attributes, independence of Directors and other matters as provided under sub-section (3) of Section 178 of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force).

All the Board Members and Senior Management Group of the Company have affirmed compliance with the code of conduct for the financial year ended on March 31, 2022 as required by Regulation 26(3) of the Listing Regulations. A declaration signed by the Chairman & Managing Director to this effect is attached as a part of this Annual Report. The Managerial remuneration has been paid/provided in accordance with the remuneration policy and requisite approvals mandated by section-197 read with schedule V to the Companies act, 2013.

Transfer of Unclaimed Dividend to Investor Education and Protection Fund:

Pursuant to the provisions of Section 124 of the Companies Act, 2013, read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules"), all the unpaid or unclaimed dividends are required to be transferred to the IEPF established by the Central Government, upon completion of seven (7) years.

Further, according to the Investor Education & Protection Fund ("IEPF") Rules, the shares in respect of which dividend has not been paid or claimed by the Shareholders for seven (7) consecutive years or more shall also be transferred to the demat account created by the IEPF Authority.

During the year under review, the Company did not transfer any unclaimed dividend and shares to Investors Education and Protection Fund..

Business Conduct Policy:

The Company has framed "Business Conduct Policy". Every employee is required to review and sign the policy at the time of joining and an undertaking shall be given for adherence to the Policy. The objective of the Policy is to conduct the business in an honest, transparent and in an ethical manner. The policy provides for anti-bribery and avoidance of other corruption practices by the employees of the Company. The same is also uploaded on the website of the Company i.e. www.addshop.co.

Dematerialisation of equity shares:

As per direction of the SEBI and Bombay Stock Exchange Limited, the shares of the Company are under compulsory demat form. The Company has established connectivity with both the Depositories i.e. National Securities Depository Limited and Central Depository Services (India) Limited and the Demat activation number allotted to the Company is ISIN: INE01B501018. Presently shares are held in electronic mode only.

Industrial Relations:

The Directors are pleased to report that the relations between the employees and the management continued to remain cordial during the year under review.

Business Responsibility Report:

Pursuant to Regulation 34(2)(f) of the Listing Regulations read with notification SEBI/LAD-NRO/GN/2015-16/27 dated December 22, 2015, the Business Responsibility Report is to be given only by top 500 listed companies based on market capitalization, therefore the same is not applicable to the Company as on March 31, 2022

Appreciation:

Your Directors acknowledge the valuable contribution and appreciate the co-operation received from the bankers, customers and financial institutions for their continued assistance and support extended to the Company.

Your Directors also express their appreciation to all the employees of the Company for their sustained contribution throughout the period. Yours Directors wish to thank the shareholders for their continued support, encouragement and the confidence reposed in the Management.

**By order of the Board of Directors
For, Add-Shop E-Retail Limited
(Formally Known as Add-Shop Promotions Limited)**

**Place: Rajkot
Date: 31.08.2022**

**DineshbhaiBhanushankar Pandya
Managing Director
DIN: 06647303**

REPORT ON CORPORATE GOVERNANCE
(L51109GJ2013PLC076482)

1. BRIEF STATEMENT ON COMPANY’S PHILOSOPHY ON CODE OF GOVERNANCE

Corporate Governance is the application of best management practices, compliance of laws, rules, regulations and adherence to ethical principles in all its dealings, to achieve the objects of the Company, enhance stakeholder value for the benefit of the Company and its stakeholders. It is essentially a system by which Companies are directed and controlled by the management in the best interest of all stakeholders.

Add-Shop E-Retail Limited firmly believes that effective Corporate Governance practices constitute a strong foundation on which successful commercial enterprises are built to last. The Company has a strong legacy of fair, transparent and ethical governance practices. This has been further strengthened by the adoption of the Code of Conduct for its employees, including the Managing Director and adoption of a Code of Conduct for its Non-Executive Directors.

The Company has made disclosures under this part as per the Regulation 34 read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, (hereinafter referred as “Listing Regulations”) which came into effect from December 1, 2015.

2. BOARD OF DIRECTORS

The Board of your Company has an optimum combination of Executive, Independent Non-executive and Woman Directors with conformity of Regulation 17 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 (herein after known as “Listing Regulations”) as well as the Companies Act, 2013 read with rules framed thereunder, to maintain the independence of board and separate its functions of management and governance in transparent manner.

The Board of Directors of ASRL, as on March 31, 2022, comprised of 10 Directors, out of which 1 was Executive Director (“ED”) (MD & Chairman), 3 were Executive Directors (“EDs”), 1 was Non-Executive Directors (“NEDs”) and 5 were Independent Directors (“IDs”).

Board Composition:

Name of Director	Category	Designation
Dineshbhai Bhanushankar Pandya	Executive Director	Managing Director
Jayshree Dineshbhai Pandya	Non-Executive Director	Non-Executive Director
Deviben Dineshbhai Pandya	Executive Director	Executive Director
Dev Dineshbhai Pandya	Executive Director	Executive Director
Jigar Dineshkumar Pandya	Executive Director	Executive Director
Rajeshkumar Rasiklal Parekh	Non-Executive Independent Director	Non-Executive Independent Director
Dadhania Vivek Gopalbhai	Non-Executive	Non-Executive

		Independent Director	Independent Director
Rushabh Vora		Non-Executive Independent Director	Non-Executive Independent Director
Yagnik Mundadiya	Dilipbhai	Non-Executive Independent Director	Non-Executive Independent Director
Kinjal Jasmatbhai Khunt		Non-Executive Independent Director	Non-Executive Independent Director

Note:

1. All the Independent Directors have, in terms of Section 149(7) of the Act given declarations that they meet the criteria of independence as laid down under Section 149(6) of the Act and Regulation 16(1)(b) and Regulation 25 of the Listing Regulations. These declarations have been placed before the Board.

The details of number of other Directorships and Memberships / Chairmanships of Committees in various Companies held by the Directors are given as under:

Name of the Directors	Category	Number of other Directorships and Committee Memberships/ Chairmanships			
		Other Directorships	Other Chairmanships	Other Committee Memberships	Other Committee Chairmanships
Dineshbhai Bhanushankar Pandya	Executive Director	0	0	0	0
Jayshree Dineshbhai Pandya	Non-Executive Director	0	0	0	0
Deviben Dineshbhai Pandya	Executive Director	0	0	0	0
Dev Dineshbhai Pandya	Executive Director	0	0	0	0
Jigar Dineshkumar Pandya	Executive Director	0	0	1	0
Rajeshkumar Rasiklal Parekh	Non-Executive Independent Director	0	0	2	1
Dadhanania Vivek	Non-Executive	0	0	1	0

Gopalbhai	Independent Director				
Rushabh Vora	Non-Executive Independent Director	0	0	2	1
Yagnik Dilipbhai Mundadiya	Non-Executive Independent Director	0	0	0	1
Kinjal Jasmatbhai Khunt	Non-Executive Independent Director	0	0	0	0

Notes:

1. The number of other Directorships and Committee Memberships/Chairmanships excludes Directorships and Committee Memberships/Chairmanships held in the Company, private limited companies, foreign companies, companies registered under Section 25 of the Companies Act, 1956 or Section 8 of the Act. Further, it includes only the Memberships/Chairmanships of Audit Committee and Stakeholders Relationship Committee.
2. All the Directors meet the criterion laid down in the Act and the Listing Regulations, vis-à-vis, independence, number of directorship in other companies, Memberships/Chairmanships of committees across all public companies in which he is a Director. Necessary disclosures in this respect as on March 31, 2022 have been made by the Directors.

Board Procedure & Board Meetings:

The annual calendar of meeting is agreed upon well in advance after consulting all the Directors. Board Meetings are held once in every quarter. In addition to this, Board Meetings are convened to transact special businesses, as and when necessary. The meetings are governed by a detailed agenda. All major issues included in the agenda are backed up by comprehensive background information to enable the Board to take informed decisions.

The agenda papers, containing detailed notes on various agenda items and other information, which would enable the Board to discharge its responsibilities effectively, are circulated in advance to the Directors. The Board is briefed on all the matters of the Company at its meeting. All major agenda items are backed by comprehensive background information to enable the Board to take informed decisions. To supplement this, it is ensured that Board Members are presented with all the relevant information, in addition to the agenda of the meeting, for review on vital matters affecting the working of the Company including the minimum information to be placed before the Board as inter alia specified under Regulation 17(7) of the Listing Regulations.

Number of Board Meetings held and the dates on which they are held:

The Company held 17 Board Meetings during the year 2021-22 and the gap between two meetings was in compliance with the provisions contained in the Act, the Listing Regulations

and the Secretarial Standard which are notified. The dates on which the Board Meetings held were: 14th April, 2021, 07th June, 2021, 17th June, 2021, 20th July, 2021, 19th August, 2021, 28th August, 2021, 14th September, 2021, 07th October, 2021, 19th October, 2021, 18th November, 2021, 28th December, 2021, 19th January, 2022, 24th January, 2022, 08th February, 2022, 11th March, 2022, 12th March, 2022, 25th March, 2022.

The details regarding the total Board Meeting held, attendance of each Director at the Board meetings and the last Annual General Meeting during the financial year ended on March 31, 2022 is given below:

Name of Director	Designation	Number of Board Meetings		Attendance at last AGM (29.09.2021)
		Held during the year	Attended during the Year	
Dineshbhai Bhanushankar Pandya	Managing Director	17	17	Yes
Jayshree Dineshbhai Pandya	Non-Executive Director	17	17	Yes
Deviben Dineshbhai Pandya	Executive Director	17	17	No
Dev Dineshbhai Pandya	Executive Director	17	17	Yes
Jigar Dineshkumar Pandya	Executive Director	17	17	Yes
Rajeshkumar Rasiklal Parekh	Non-Executive Independent Director	17	17	No
Dadhanian Vivek Gopalbhai	Non-Executive Independent Director	17	17	No
Rushabh Vora	Non-Executive Independent Director	17	17	No
Yagnik Dilipbhai Mundadiya	Non-Executive Independent Director	17	17	No
Kinjal Jasmatbhai Khunt	Non-Executive Independent Director	17	17	No

Number of Shares and Convertible Instruments held by Non-Executive Directors:

There are no convertible instruments outstanding as at March 31, 2022. The details regarding the number of shares held directly by the Non-Executive Directors as on March 31, 2022 is given below:

<u>Name of the Directors</u>	<u>Designation</u>	<u>No. of Equity Shares held as on March 31, 2022</u>
Jayshree Dineshbhai Pandya	Non-Executive Director	5,85,702
Rajeshkumar Rasiklal Parekh	Non-Executive Independent Director	NIL
Dadhania Vivek Gopalbhai	Non-Executive Independent Director	NIL
Rushabh Vora	Non-Executive Independent Director	NIL
Yagnik Dilipbhai Mundadiya	Non-Executive Independent Director	NIL
Kinjal Jasmatbhai Khunt	Non-Executive Independent Director	NIL

Disclosure of Relationship between Directors Inter-se:

<u>Name of the Director</u>	<u>Inter-se Relationship</u>
Dineshbhai Bhanushankar Pandya	Husband of Jayshreeben Pandya, Father of Dev, Jigar & Deviben Pandya
Jayshree Dineshbhai Pandya	Wife of Dineshbhai Pandya, Mother of Dev, Jigar & Deviben Pandya
Deviben Dineshbhai Pandya	<u>Daughter of Dineshbhai & Jayshreeben Pandya, Sister of Dev & Jigar Pandya</u>
Dev Dineshbhai Pandya	Son of Dineshbhai & Jayshreeben Pandya, Brother of Jigar & Deviben Pandya
Jigar Dineshkumar Pandya	Son of Dineshbhai & Jayshreeben Pandya, Brother of Dev & Deviben Pandya

Skills/Expertise/Competence of the Board of Directors:

ASRL's Board is a skill-based board comprising of Directors who collectively have the skills, knowledge and experience to effectively govern and direct the organization.

The Board of Directors have identified the below mentioned core skills / expertise / competencies in the context of the business and the sector in which the Company is operating, for the Company to function effectively:

- Knowledge and/or expertise in one or more of areas like manufacturing, accounts, finance, taxation, marketing, business and management.
- This criteria is designed to ensure the Board consists of individuals with a balance of skills to oversee the organization, achieve the strategic goals and direct the organization's future.

The above core skills / expertise / competencies identified by the Company are also actually available with the Board as under:

<u>Name of Directors</u>	<u>Understanding of business industry</u>	<u>Critical and innovative thoughts</u>	<u>Strategy and Strategic planning</u>	<u>Financial understanding</u>	<u>Market understanding</u>	<u>Risk and compliance oversight</u>
Dineshbhai Bhanushankar Pandya	√	√	√	√	√	√
Jayshree Dineshbhai Pandya	√	√	√	√	√	√
Deviben Dineshbhai Pandya	√	√	√	√	√	√
Dev Dineshbhai Pandya	√	√	√	√	√	√
Jigar Dineshkumar Pandya	√	√	√	√	√	√
Rajeshkumar Rasiklal Parekh	√	√	√	√	√	√
Dadhania Vivek Gopalbhai	√	√	√	√	√	√
Rushabh Vora	√	√	√	√	√	√
Yagnik Dilipbhai Mundadiya	√	√	√	√	√	√
Kinjal Jasmatbhai Khunt	√	√	√	√	√	√

Board Independence:

Five directors out of Ten directors of the Company are Independent Directors (non-executive directors) as defined under regulation 16(1)(b) of the Listing Regulations read with Section 149(6) of the Companies Act, 2013 along with the rules framed thereunder. Further, in terms of Regulation 25(8), they have confirmed that they are not aware of any circumstances or situation which exists or may be reasonably anticipated that could impair or impact their ability

to discharge their duties. All Independent Directors make disclosure of their Independence to the Company. None of the Independent Directors has any material pecuniary relationship or transactions with the Company or its subsidiaries, apart from receiving sitting fee and commission as an Independent Director. Based on the declarations received from the Independent Directors, the Board of Director of the Company are of the opinion that the Independent Directors fulfill the criteria of independence as specified under the Listing Regulations and that they are independent of the Management of the Company.

During the year under review, no director has resigned from its position.

Independent Director's Meeting:

Pursuant to the provisions of Schedule IV of the Companies Act, 2013 read with Regulation 25(3) of the Listing Regulations, a separate meeting of Independent Directors was held on 18th November, 2021 to discuss the following purposes:

- Evaluation of the performance of Non Independent Directors and the Board as a whole;
- Evaluation of 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 to effectively and reasonably perform their duties.

All Independent Directors of the Company attended the Meeting of Independent Directors. Mr. Rajeshkumar Parekh chaired the Meeting.

Familiarization Programmes:

In Compliance with Regulations 25(7) of the Listing Regulations, your Company has put the structure of familiarization Programme for all its Independent Directors, to inform about a brief background of the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model, operations of the Company, etc. Periodic presentations are made to the Board on business and performance of the Company.

The details of such familiarization programmes for Independent Directors of the Company are posted on the website of the Company and it can be access by this link <https://www.addshop.co/#/Investors-Desk>

Appointment/Re-appointment of Directors:

As required under Regulation 26(4) and Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standards – 2 on General Meetings issued by the Institute of Company Secretaries of India, particulars of Directors seeking appointment/re-appointment at this AGM are given in

the Notice of the AGM which forms part of this Integrated Annual Report.

Code of Conduct:

The Company has adopted the Code of Conduct for all employees of the Company, including the Managing Director. The Board has also approved a Code of Conduct for the Non-Executive Directors of the Company, which incorporates the duties of Independent Directors as laid down in the Companies Act, 2013. Both the Codes are posted on the Company's website.

All Board members and senior management personnel (as per Regulation 26 (3) of the Listing Regulations) have affirmed compliance with the applicable Code of Conduct. A declaration to this effect, signed by the Managing Director and CFO forms part of this Report.

Apart from receiving remuneration that they are entitled to under the Companies Act, 2013 as Non-Executive Directors and reimbursement of expenses incurred in the discharge of their duties, none of the Non-Executive Directors has any other material pecuniary relationship or transactions with the Company, its promoters, its Directors, its senior management or its subsidiaries and associates.

The Directors and senior management of the Company have made disclosures to the Board confirming that there are no material financial and/ or commercial transactions between them and the Company that could have potential conflict of interest with the Company at large at arm's length basis.

BOARD COMMITTEES:

The Board Committees play a vital role in ensuring sound Corporate Governance practices. The Committees are constituted to handle specific activities and ensure speedy resolution of diverse matters. The Board Committees are set up under the formal approval of the Board to carry out clearly defined roles which are considered to be performed by members of the Board, as a part of good governance practice. The Board supervises the execution of its responsibilities by the Committees and is responsible for their action. The minutes of the meetings of all the Committees are placed before the Board for review.

1. AUDIT COMMITTEE

(i) Brief Description of Terms of reference

The Company has an Audit Committee at the Board level with powers and role that are in accordance with Regulation 18 of SEBI (LODR) Regulations, 2015 and Section 177 of the Companies Act, 2013. The terms of reference of the Audit Committee and power of this committee are in accordance with the requirements of Companies Act, 2013 and SEBI (LODR) Regulations, 2015.

The brief description of role and terms of reference of Audit Committee is as under:

1. Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
2. Recommending to the Board, the appointment, re-appointment and if required, the replacement or removal of statutory auditor and fixation of audit fees.
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
4. Reviewing with management the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:
 - a) Matters required to be included in the Directors' Responsibility Statement to be included in the Board's report in terms of clause (c) of sub section 3 of Section 134 of the Companies Act, 2013,
 - b) Changes, if any, in accounting policies and practices and reasons for the same,

- c) Major accounting entries involving estimates based on the exercise of judgment by management,
 - d) Significant adjustments made in the financial statements arising out of audit findings,
 - e) Compliance with listing and other legal requirements relating to financial statements,
 - f) Disclosure of any related party transactions,
 - g) Modified opinion(s) in the draft audit report
5. Reviewing with the management, the quarterly financial statements before its submission to the Board for approval;
 6. 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 utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter.
 7. Review and monitor the auditor's independence and performance, and effectiveness of audit process.
 8. Approval of any subsequent modification of transactions of the Company with related parties
 9. Scrutiny of inter-corporate loans and investments;
 10. Valuation of undertakings or assets of the Company, wherever it is necessary;
 11. Evaluation of internal financial controls and risk management systems;
 12. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
 13. 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;
 14. Discussion with internal auditors, any significant findings and follow up thereon;
 15. 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;
 16. Discussion with statutory auditors before the audit commences, about nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
 17. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
 18. To review the functioning of the Whistle Blower mechanism;
 19. Approval of appointment of CFO (i.e., the Whole time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;
 20. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

In addition to the areas noted above, Audit Committee looks into controls and security of the Company's internal control systems and internal audit reports.

The Committee Meetings were also attended by Internal Auditors, Statutory Auditors and Company Secretary who also acted as Secretary of the Committee.

(ii) Composition and Attendance during the year

All members of the Committee are financially literate. Mr. Rajeshkumar Parekh, Chairman of the Committee is a qualified and having the relevant accounting and financial management expertise.

The Composition and attendance of Audit Committee Meeting are given below:

Name of Member	Designation	Category	No. of Meetings	Meetings attended
Mr. Rajeshkumar Parekh	Chairman	Non-Executive Independent Director	5	5
Mr. Vivek Dadhania	Member	Non-Executive Independent Director	5	5
Mr. Rushabh Vora	Member	Non-Executive Independent Director	5	5

The Audit Committee met 5 times during the year and gap between two meetings did not exceed 120 days. The dates on which Audit Committee Meetings were held were 07th June, 2021, 20th July, 2021, 07th October, 2021, 19th October, 2021, 24th January, 2022. Necessary quorum was present at above Meetings.

During the year, Audit Committee reviewed key audit findings covering operational, financial and compliance areas. Risk mitigation plans covering key risks affecting the Company were presented to the Committee. The Chairman of Committee briefs Board members about significant discussions at Audit Committee Meetings.

The meetings of Audit Committee are usually attended by Chief Financial Officer, Internal Auditor, Company Secretary and a representative of the Statutory Auditors. The Business and Operation Heads are invited to the Meetings, when required. The Company Secretary acts as the secretary to Committee.

2. NOMINATION & REMUNERATION COMMITTEE

(i) Brief description of terms of reference

The Company has complied with the requirements of Regulation 19 of SEBI (LODR) Regulations, 2015 and Section 178 of the Companies Act, 2013 as regards composition of Nomination and remuneration Committee.

The Board has adopted a charter of the NRC for its smooth functioning covering aspects

relating to composition, responsibilities, evaluation process, remuneration, Board development and reviewing HR strategy. The key terms of reference of the NRC, are:

1. To identify persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down and to recommend to the Board their appointment and removal;
2. To formulate the criteria for determining qualifications, positive attributes and independence of a Director and recommend to the Board a policy relating to the remuneration for the Directors, key managerial personnel and other employees;
3. To formulate the criteria for evaluation of Independent Directors and the Board;
4. To devise a policy on Board Diversity;
5. Formulate the system and procedure for evaluating performance of Directors;
6. Recommend to the Board, all remuneration, in whatever form, payable to Senior Management;
7. Carry out any other function as is mandated by the Board from time to time and/or enforced by any statutory notification, amendment or modification, as may be applicable;
8. Whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors;
9. Perform such other functions as may be necessary or appropriate for the performance of its duties.

(ii) Composition and attendance during the year

The composition of the Committee and details of Meetings attended by Directors during the year are given below:

Name of Member	Designation	Category	No. of Meetings	Meetings attended
Mr. Yagnik Mundadiya	Chairman	Non-Executive Independent Director	2	2
Mr. Kinjal Khunt	Member	Non-Executive Independent Director	2	2
Mr. Rajeshkumar Parekh	Member	Non-Executive Independent Director	2	2

The Committee met Two times during the year, on 28th August, 2021, 19th January, 2022. Necessary quorum was present at above Meetings.

Performance Evaluation Criteria for Independent Directors:

As per the Nomination and Remuneration Policy of the Company, the performance evaluation of independent directors is carried out on the basis of prescribed criteria including participation and contribution by every director in the meeting, commitment, effective deployment of knowledge and expertise, effective management relationship with stakeholders, integrity and maintenance of confidentiality, Professional Conduct and

Independence, willingness to devote sufficient time to carry out the duties and responsibilities effectively including attendance at meetings, act in the best interest of minority shareholders of the Company etc.

(III) Remuneration Policy

Remuneration to Non-executive Directors

The Non-Executive Director Mrs. Jayshree Dineshbhai Pandya is paid remuneration. The Non-Executive Director/Independent Directors do not have any material pecuniary relationship or transactions with the Company.

Remuneration to Executive Directors

The appointment and remuneration of Executive Directors including Chairman and Managing Director and Director is governed by the recommendation of the Remuneration & Nomination Committee, Resolutions passed by the Board of Directors and Shareholders of the Company. Payment of remuneration to Executive Directors is governed by the respective Agreements executed between them and the Company. The remuneration package of Chairman and Managing Director and Director comprises of salary, perquisites and allowances, and contributions to Provident Fund as approved by the shareholders at the General Meetings. Annual increments are linked to performance and are decided by the Remuneration and Nomination Committee and recommended to the Board for approval thereof. The remuneration policy is directed towards rewarding performance, based on review of achievements.

Presently, the Company does not have a stock options scheme for its Directors.

The Remuneration and Nomination Policy is displayed on the Company's website viz. www.addshop.co

(IV) Details of remuneration of Directors

The details of remuneration paid to Directors for the year ended 31st March, 2022 are as follows:

(Amount in Lakhs)

Name of Director	Salaries	Sitting Fees	Total
Mr. Dineshbhai B Pandya -CMD	36	-	36
Ms. Jayshree D Pandya-NED	12	-	12
Ms. Deviben D Pandya-ED	12	-	12
Mr. Dev D Pandya-ED	12	-	12
Mr. Jigar D Pandya-ED	12	-	12
Mr. Rajeshkumar R Parekh -ID	-	-	-
Mr. Dadhania Vivek G -ID	-	-	-
Mr. Rushabh Vora -ID	-	-	-
Mr. Yagnik D Mundadiya -ID	-	-	-
Ms. Kinjal J Khunt -ID	-	-	-

Note: CMD – Chairman & Managing Director, NED – Non Executive Director, ED – Executive Director and ID – Independent Director.

3. STAKEHOLDERS' GRIEVANCES AND RELATIONSHIP COMMITTEE

(i) Brief description of terms of reference

The Company has complied with the requirements of Regulation 20 of SEBI (Listing obligations and disclosure Requirements) Regulations, 2015 and pursuant to provision of Companies Act, 2013 as regards to composition of this Committee.

As per Regulation 20(4) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, following are the Role of the Stakeholders' Relationship Committee specified under Part D of Schedule II of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015:

1. Review and resolve the grievances of the security holders of the Company including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.
2. Review measures taken for effective exercise of voting rights by shareholders.
3. Review the adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent.
4. Review the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely payment of dividend/dispatch of annual reports/statutory notices to the shareholders of the Company.

Composition and attendance during the year

The composition of Committee and details of Meetings attended by Directors during the year are given below:

Name of Member	Designation	Category	No. of Meetings	Meetings attended
Mr. Rushabh Vora	Chairman	Non-Executive Independent Director	4	4
Mr. Rajeshkumar Parekh	Member	Non-Executive Independent Director	4	4
Mr. Jigar Pandya	Member	Executive Director	4	4

The committee met four times during the year viz. 14th April, 2021, 05th July, 2021, 11th October, 2021, 04th January, 2022 and all three members of committee were present at above meetings.

Name and Designation of Compliance officer: Mr. Nirajkumar Kishorbhai Malaviya has been appointed as Company Secretary of the company in terms of Regulation 6 of the Listing Regulations.

The details of the complaint received/solved/pending during the year are as below:

Sr. No.	Nature of Complaint	Complaints received	Complaints solved	Complaints pending
1.	Non receipt of shares certificate after transfer etc.	00	00	Nil
2.	Non receipt of dividend warrants	00	00	Nil
3.	Query regarding demat credit	00	00	Nil
4.	Others	00	00	Nil
	Total	00	00	Nil

4. CORPORATE SOCIAL RESPONSIBILITY:

(i) Brief description of terms of reference

The Corporate Social Responsibility ('CSR') Committee of the Board is constituted in accordance with the provisions of Section 135 of the Act. The scope of the CSR Committee includes approving the budget of CSR activities, reviewing the CSR programmes, formulation of annual action plan and monitoring the CSR spends. The terms of reference of the CSR Committee are as under:

1. Formulate and recommend to the Board the CSR policy containing guiding principles for selection, implementation and monitoring of CSR activities as specified under Schedule VII of the Act;
2. Recommend the amount to be spent on CSR activities and review reports on performance of CSR;
3. Review and monitor the Company's CSR policy and activities of the Company on behalf of the Board to ensure that the Company is in compliance with appropriate laws and legislations;
4. Provide guidance to management to evaluate long term strategic proposals (including technologies adopted) with respect to CSR implications;
5. Formulate and recommend to the Board (including any revisions thereto), an annual action plan in pursuance of the CSR policy and have an oversight over its implementation;
6. Review the impact assessment carried out for the projects of the Company as per the requirements of the law.

(ii) Composition and attendance during the year

The composition of Committee and details of Meetings attended by Directors during the year are given below:

Name of Member	Designation	Category	No. of Meetings	Meetings attended
Dineshbhai Bhanushankar	Chairperson	Executive Director	3	3

Pandya				
Jayshree Dineshbhai Pandya	Member	Non-Executive - Non Independent Director	3	3
Rajeshkumar Rasiklal Parekh	Member	Non-Executive - Independent Director	3	3

The Committee met Three times during the year, on 07th June, 2021, 10th June, 2021, 03rd February, 2021.

5. GENERAL BODY MEETINGS

a. Location, date and time of Annual General Meetings held during the last 3 years and special resolutions passed

Date	Location	Time	Special Resolution passed
29th September, 2021	Video Conferencing (“VC”)/ Other Audio Visual Means (OAVM) B-304, Imperial Height, 150 Ft Ring Road, Rajkot - 360005	03:00 P.M.	There was no matter that required passing of Special Resolution
29th September, 2020	Video Conferencing (“VC”)/ Other Audio Visual Means (OAVM) B-304, Imperial Height, 150 Ft Ring Road, Rajkot - 360005	03:00 P.M.	There was no matter that required passing of Special Resolution
05th September, 2019	B-304, Imperial Height, 150 Ft Ring Road, Rajkot - 360005	02:00 P.M.	There was no matter that required passing of Special Resolution

All resolutions moved at the last AGM were passed by the requisite majority of Members.

b. Details of Special Resolution passed During the year and after completion of financial year through postal ballot and details of voting pattern:

During the period under review, the Company obtained necessary approvals of members on December 26, 2021 by way of postal ballot and following are the below items for which Special / Ordinary Resolution passed:-

- To Increase in Authorized share capital of the company from INR 11,50,00,000/- (Indian Rupees Eleven Crores Fifty Lacs Only) to INR 22,50,00,000/- (Indian Rupees Twenty Two Crores Fifty Lacs Only), and alteration of clause V of memorandum of association of company;
- To Approval of the issuance of Bonus shares in the ratio of 7:10 [i.e. 7 (Seven) fully paid up equity shares for every 10 (Ten) equity shares held by the equity shareholders];

The details of voting pattern of postal ballot resolution is as under:

Sr. No.	Description of resolution	Total No of Valid votes	% of Votes Cast in favour	% of Votes Cast against	Votes invalid
1.	Increase in Authorized share capital of the company from INR 11,50,00,000/- to INR 22,50,00,000/-	7557146	100	0.00	0.00
2.	Approval of the issuance of Bonus shares in the ratio of 7:10	7557146	100	0.00	0.00

Further During the period under review, the Company obtained necessary approvals of members on November 09, 2021 by way of postal ballot and following are the below items for which Special / Ordinary Resolution passed:-

1. To Issue Convertible Warrants to Non-Promoters of the Company on Preferential basis:
2. To Appointment of M/s J S Maheshwari & Co, Chartered Accountants, as Statutory Auditors to fill up the casual vacancy, caused due to resignation of M/s Loonia & Associates, Chartered Accountants.

The details of voting pattern of postal ballot resolution is as under:

Sr. No.	Description of resolution	Total No. o Valid votes	% of Votes Cast in favour	% of Votes Cast against	Votes invalid
1.	Issue Convertible Warrants to Non-Promoters of the Company on Preferential basis	75,19,579	100	0	0
2.	Appointment of M/s J S Maheshwari & Co, Chartered Accountants, as Statutory Auditors	75,19,579	100	0.00	0.00

Further after completion of the financial year 2021-22 and till the period under review, the Company obtained necessary approvals of members in Extra Ordinary General Meeting dated April 09, 2022 following resolution passed. Resolution passed:-

1. To Increase Authorized Capital of the Company from INR 22,50,00,000/- (Indian Rupees Twenty Two Crores Fifty Lacs Only) to INR 35,00,00,000/- (Indian Rupees Thirty Five Crores Only) by Alteration of the Capital Clause V of the Memorandum of Association.

The details of voting pattern of postal ballot resolution is as under:

Sr. No.	Description of resolution	Total No. of Valid votes	% of Votes Cast in favour	% of Votes Cast against	Votes invalid
1.	Increase in Authorized share capital of the company from INR 22,50,00,000/- to INR 35,00,00,000/-	11542552	99.9992	0.0008	100

After the completion of postal ballots and **Extra Ordinary General Meeting (EOGM)** procedure, your Company had also filed necessary forms with the Registrar of Companies (ROC) and other authorities as required, for approvals and got the same approved by the Registrar of Companies (ROC), Gujarat and other authorities.

- c. **Person who conducted the Postal Ballot exercise:** Mr. Gaurang Shah (Membership No. A38703), Practicing Company Secretary, acted as the Scrutinizer, for conducting the Postal Ballot process in a fair and transparent manner.
- d. **Procedure for postal ballot:**
Postal Ballot Notice (“Notice”) containing the proposed resolution(s) and explanatory statement pursuant to Section 102 and other applicable provisions, if any, of the Act, are sent electronically to all the members whose email address is registered with the Company/their Depository Participant. Further, the Company also gives option to the members to cast their vote electronically. The votes cast on the e-voting platform within specified time are considered by the Scrutinizer. The Scrutinizer submits his report to the Chairman and the results of the voting by Postal Ballot is declared/announced by the Chairman or any other person authorised by him. The results are also displayed on the Company’s website (www.addshop.co) besides being communicated to the stock exchanges.

6. MEANS OF COMMUNICATION

- (i) The quarterly, half-yearly and yearly financial results are published in the national newspaper-in Financial Express (Gujarati & English Edition).
- (ii) The quarterly results are submitted to the Stock Exchanges, wherein the equity shares of the company are listed and traded, by way of online filing in listing center of such Stock Exchanges.
- (iii) The financial results are also posted on the Company’s website www. addshop.co

Aug-21	153.95	119.65	252503567
Sep-21	159.65	121	208247513
Oct-21	196.8	126.55	340777092
Nov-21	209	164.7	327630689
Dec-21	194.95	164	321955513
Jan-22	275.2	130.35	784598926
Feb-22	162.45	103.4	385836282
Mar-22	118	87.05	305676139

viii. Performance in comparison to broad-based indices such as BSE Sensex:

MONTH	ASRL closing price at BSE		BSE Sensex	
	High (Rs.)	Low (Rs.)	High (Rs.)	Low (Rs.)
Apr-21	60.8	50	50,375.77	47,204.50
May-21	70.9	50	52,013.22	48,028.07
Jun-21	93.75	66.6	53,126.73	51,450.58
Jul-21	149.25	63	53,290.81	51,802.73
Aug-21	153.95	119.65	57,625.26	52,804.08
Sep-21	159.65	121	60,412.32	57,263.90
Oct-21	196.8	126.55	62,245.43	58,551.14
Nov-21	209	164.7	61,036.56	56,382.93
Dec-21	194.95	164	59,203.37	55,132.68
Jan-22	275.2	130.35	61,475.15	56,409.63
Feb-22	162.45	103.4	59,618.51	54,383.20
Mar-22	118	87.05	58,890.92	52,260.82

- ix. **In case the securities are suspended from trading, the Directors Report shall explain the reason thereof:** Not Applicable
- x. **Registrar and Share Transfer Agent**
Cameo Corporate Services Limited
Subramanian Building 1, Club House Road, Chennai, Tamil Nadu-600005 Tel. Nos 044 - 28460390/ 1989, Fax No 044 - 28460129, Email: cameo@cameoindia.com
- xi. **Share Transfer System**
As per the SEBI guidelines shares are transferred by the aforesaid Registrars & Transfer Agent. The transfers are normally processed within 10-12 days from the date of receipt, if the documents are complete in all respects.

xii. **Distribution of Shareholding as on 31-03-2022**

Sr. No.	Category (Shares)	Shareholders		Shareholding	
		Numbers	Percentage	Numbers	Percentage
1	10-5000	21020	90.2959	17,17,912	8.9211
2	5001-10000	1099	4.7209	8,04,842	4.1795
3	10001-20000	609	2.6160	8,78,937	4.5643
4	20001-30000	195	0.8376	4,84,011	2.5134
5	30001-40000	104	0.4467	3,63,676	1.8885
6	40001-50000	66	0.2835	3,02,690	1.5718
7	50001-100000	102	0.4381	7,20,926	3.7437
8	Above 100000	84	0.3608	1,39,83,707	72.6173
	Total	23,279	100.00	1,92,56,701	100.00

xiii. **Shareholding Pattern as on 31-03-2022**

Category Wise Holdings Summary		
Category	Total Securities	%-Issued Capital
Clearing Members	66425	0.34
Other Bodies Corporate	156592	0.81
Financial Institutions	-	-
Hindu Undivided Family	187067	0.97
Non Nationalized Banks	-	-
Non Resident Indians	254967	1.32
Non Resident (Non Repatriable)	124582	0.65
Public	7284712	37.82
Promoters	11182356	58.07
Trusts	-	-
Insurance Companies	-	-
Investor Education And Protection Fund	-	-
TOTAL	19256701	100

xiv. **Dematerialization of Shares and liquidity**

The Company's shares are compulsorily traded in dematerialised form and are available for trading on both the depositories viz. NSDL and CDSL.

Electronic/ Physical	No of Shares	Percentage %
NSDL	3250348	16.8790
CDSL	16004246	83.1100
Physical	2107	0.0109
TOTAL	19256701	100.00

The Company's Ordinary Shares are regularly traded on BSE. As on 31st March, 2022, 19254594 (99.989%) Equity Shares of the Company were dematerialized. And 100% promoters share holdings are in dematerialized form.

xv. **Outstanding GDRS / ADRS / Warrants or any Convertible Instruments, conversion date and likely impact on equity: NIL**

xvi. **Location:**

a. **Registered Office**

B-304, Imperial Height, 150ft Ring Road, Rajkot -360005, Gujarat.

xvii. **Address for correspondence**

In case any problem or query, shareholders can contact at:

Company Secretary

Add-Shop E-Retail Limited

B-304, Imperial Height, 150ft Ring Road, Rajkot -360005, Gujarat

Phone : 91-079- 0281-2363023

Email : investor@addshop.co

Shareholders may also contact Company's Registrar & Share Transfer Agent at:

Name : CAMEO CORPORATE SERVICES LIMITED

Address : Subramanian Building No. 1, Club House Road, Chennai- 600005, Tamilnadu.

Phone : 91-044- 28460390

Fax : 91-044- 28460129

Email : cameo@cameoindia.com

Shareholders holding shares in electronic mode should address all their correspondence to their respective Depository Participant.

xviii. List of all credit ratings obtained by the entity along with any revisions thereto during the relevant financial year, for all debt instruments of such entity or any fixed deposit programme or any scheme or proposal of the listed entity involving mobilization of funds, whether in India or abroad: Not Applicable

8. OTHER DISCLOSURES:

i. **Disclosures on materially significant related party transactions that may have potential conflict with the interest of Company at large:**

There were no material related party transactions during the year 2021-22 that may have a potential conflict with the interest of the Company as provided under Section 188 of the Companies Act, 2013 and Regulation 23 of the Listing Regulations. The Company has entered into some transactions with related parties as defined under Section 2(76) of the Companies Act, 2013, which were in the ordinary course of business and at arms' length basis and the same were duly approved or reviewed by the Audit Committee.

The necessary disclosures regarding the transactions with related parties are given in the notes to the financial statements. The policy on dealing with related party transactions is disclosed on the Company's website at the www.addshop.co

ii. **Statutory Compliance, Penalties and Strictures:**

The Company has complied with the requirements of the Stock Exchanges, SEBI and

Statutory Authority on all matters related to capital markets. During the year under Regulation 295(1) of SEBI ICDR regulation. The company has delayed the bonus issue for 17 days. The due date for compliance was 17/01/2022 but the company made compliance on 03/02/2022 and penalty for the same par day 20,000 levied by the SEBI and the same is paid by the company. None of the Company's listed securities is suspended from trading.

iii. Details of establishment of vigil mechanism, whistle blower policy and affirmation that no personnel has been denied access to the Audit Committee:

The Company has adopted a Whistle Blower Policy, to provide a formal mechanism to the Directors and employees to report their concerns about unethical behavior, actual or suspected fraud or violation of the Company's Code of Conduct or ethics policy. The Policy provides for adequate safeguards against victimization of employees who avail of the mechanism and also provides for direct access to the Chairman of the Audit Committee. It is affirmed that no personnel of the Company has been denied access to the Chairman of the Audit Committee.

iv. Details of compliance with mandatory requirements and adoption of the non-mandatory requirements:

The Company has complied with all the mandatory and non-mandatory requirements of the Listing Regulations relating to Corporate Governance and also complied with Clauses (b) to (i) of Regulation 46 (1) & (2) relating to the dissemination of information on the website of the Company.

The status of compliance with the non-mandatory requirements listed in Part E of Schedule II of the Listing Regulations is as under:

The following non-mandatory requirements have been adopted by the Company:

- a) Financial statements of Company are unqualified and Members' attention is invited to the observation made by the Auditors under "Emphasis of Matter" appearing in the Auditors' Report.
- b) The Company has appointed separate persons to the posts of Chairman and Managing Director.
- c) The Internal Auditors report directly place to the Audit Committee.

v. Web link where policy on dealing with Material Subsidiaries:

The Company does not have any subsidiary Company; however Company has formulated a policy for determining material subsidiary and it is available on the web link <https://www.addshop.co/#/Investors-Desk>.

vi. Web link where policy on dealing with related party transaction:

The policy on dealing with related party transactions is disclosed on the Company's website and can be accessed at www.addshop.in

vii. Foreign exchange risk and hedging activities:

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Company is exposed to foreign exchange risk through its sales and purchases from overseas suppliers in foreign currencies. The company measures risk through sensitivity analysis.

viii. Certificate from Practicing Company Secretary regarding Non-debarment and Non-Disqualification of Directors:

The Company has obtained the Certificate from a Practicing Company Secretary regarding compliance with the provisions relating to corporate governance laid down in Part E of Schedule V to the SEBI LODR Regulations along with Certificate to the effect that none of the Directors of the Company have been debarred or disqualified from being appointed or continuing as Director of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

These Certificate(s) are annexed to the Board's Report and will be sent to the stock exchanges, along with the Annual Report to be filed by the Company.

ix. Confirmation by the Board of Directors' Acceptance of Recommendation of Mandatory Committees:

During the year, there were no such instances of non-acceptance by the Board of Directors of any mandatory recommendations made by the Committees.

x. Total fee paid to Statutory Auditors:

Total fees paid by the Company for the services rendered by the statutory auditor and to all the entities in network firm/network entity belonging to them is Rs. 1,20,000.

xi. Details of utilization of funds raised through preferential allotment or qualified institutions placement:

During the year, there were no funds raised through preferential allotment or qualified institutions placement.

xii. Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:

- a) Number of complaints filed during the financial year: NIL
- b) Number of complaints disposed of during the financial year: NIL
- c) Number of complaints pending as on end of the financial year: NIL

9. DISCLOSURES OF THE COMPLIANCE WITH CORPORATE GOVERNANCE REQUIREMENTS SPECIFIED IN REGULATION 17 TO 27 AND CLAUSES (B) TO (I) OF SUB-REGULATION (2) OF REGULATION 46 ARE AS FOLLOWS:

Sr. No.	Particulars	Regulation	Compliance status Yes/ No/N.A	Compliance observed for the following
1.	Board of Directors	17	Yes	<ul style="list-style-type: none"> ➤ Composition ➤ Meetings ➤ Review of compliance report ➤ Plans for orderly succession for appointments ➤ Code of Conduct ➤ Fees/compensation to Non-Executive Directors ➤ Minimum information to be placed before the Board ➤ Compliance Certificate ➤ Risk assessment and management ➤ Performance evolution of Independent Directors
2.	Audit Committee	18	Yes	<ul style="list-style-type: none"> ➤ Composition ➤ Meetings ➤ Power of the Committee ➤ Role of the Committee and review of information by the Committee
3.	Nomination and Remuneration Committee	19	Yes	<ul style="list-style-type: none"> ➤ Composition ➤ Role of the Committee
4.	Stakeholders' Relationship committee	20	Yes	<ul style="list-style-type: none"> ➤ Composition ➤ Role of the Committee ➤
5.	Risk Management Committee	21	N.A.	<ul style="list-style-type: none"> ➤ Composition (Adopted Voluntarily) ➤ Role of the Committee ➤
6.	Vigil Mechanism	22	Yes	<ul style="list-style-type: none"> ➤ Formulation of Vigil Mechanism for Directors and employees ➤ Director access to Chairperson of Audit Committee

Sr. No.	Particulars	Regulation	Compliance status Yes/ No/N.A	Compliance observed for the following
7.	Related Party Transaction	23	Yes	<ul style="list-style-type: none"> ➤ Policy on Materiality of Related party Transactions and dealing with Related Party Transactions ➤ Approval including omnibus approval of Audit Committee ➤ Review of related Party Transactions
8.	Subsidiaries of the Company	24	Yes	<ul style="list-style-type: none"> ➤ There was no material subsidiary of the Company and as a result the other compliance in respect of material subsidiary were not applicable ➤ Review of financial statements of unlisted subsidiary by the Audit Committee ➤ Significant transactions and arrangement of unlisted subsidiary
9.	Obligation with respect to Independent Directors	25	yes	<ul style="list-style-type: none"> ➤ Maximum Directorship and tenure ➤ Meeting of Independent Directors ➤ Familiarization of Independent Directors
10	Obligation with respect to Directors and Senior Managements	26	Yes	<ul style="list-style-type: none"> ➤ Memberships/ Chairpersonship in Committees ➤ Affirmation on Compliance of Code of Conduct by directors and Senior Management ➤ Disclosure of shareholding by Non-Executive Directors ➤ Disclosure by Senior Management about potential conflicts of interest

11.	Other Corporate Governance requirements	27	yes	<ul style="list-style-type: none"> ➤ Compliance with discretionary requirements ➤ Filing of quarterly compliance report on Corporate Governance
12.	Website	46(2) (b) to (i)	Yes	<ul style="list-style-type: none"> ➤ Terms and conditions for appointment of Independent Directors ➤ Composition of various Committees of the Board of Directors ➤ Code of Conduct of Board of Directors and Senior Management personnel ➤ Details of establishment of Vigil Mechanism/ Whistle Blower policy ➤ Policy on dealing with Related Party Transactions ➤ Policy for determining material subsidiaries ➤ Details of familiarization programmes imparted to Independent Directors

i. CEO/CFO Certification:

In terms of Regulation 17(8) read with Part B of Schedule II of the Listing Regulations, the Managing Director and the Chief Finance Officer of the Company is required to issue annual certification on financial reporting and internal controls to the Board. The certificate for financial year 2021-22 given by the Managing Director and the Chief Finance Officer is annexed to this Report.

ii. Compliance Certificate:

Certificate from M/s. G R Shah & Associates, Practicing Company Secretaries, confirming compliances with the conditions of Corporate Governance as stipulated under the Listing Regulations is annexed to this Report.

iii. Disclosures with respect to demat suspense account/unclaimed suspense account:

The Company does not have any shares in the demat suspense account or unclaimed suspense account.

GREEN INITIATIVE IN CORPORATE GOVERNANCE

Rule 11 of the Companies (Accounts) Rules, 2014 permits circulation of annual report through electronic means to those shareholders whose e-mail IDs are registered with NSDL or CDSL or the shareholders who have registered their e-mail IDs with the Company to receive the documents in electronic form and physical copies to those shareholders whose e-mail IDs have not been registered either with the Company or with the depositories.

To support this green initiative of the Government, shareholders are requested to register their e-mail ID with the DPs, in case shares are held in dematerialized form and with the RTA, in case the shares are held in physical form and also intimate changes, if any, in their registered e-mail IDs to DPs / RTA/ Company from time to time.

**By order of the Board of Directors
For, Add-Shop E-Retail Limited
(Formally Known as Add-Shop Promotions Limited)**

**Date: 31.08.2022
Place: Rajkot**

**Dineshbhai Bhanushankar Pandya
Managing Director
DIN: 06647303**

Annexure to Corporate Governance Report

DECLARATION ON COMPLIANCE WITH CODE OF CONDUCT UNDER REGULATION 26(3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

Pursuant to Regulation 26(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the Stock Exchange, all the Board Members and the Senior Management Group have confirmed compliance with the Code of Conduct of SEBI for the financial year ended on March 31, 2022.

**For, Add-Shop E-Retail Limited
(Formerly known as Add-Shop Promotions Limited)**

**Place: Rajkot
Date: 31.08.2022**

**SD/-
Dineshbhai B. Pandya
Managing Director
DIN: 06647303**

CFO Certification

To,
The Board of Directors,
Add-Shop E-Retail Limited
B-304 Imperial Height, 150ft Ring Road
Rajkot -360005

We hereby certify to the Board that:

- A. We have reviewed financial statements and the cash flow statement for the financial year ended on March 31, 2022 and that to the best of our knowledge and belief:
 1. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 2. 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. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the financial year which are fraudulent, illegal or volatile of the Company's Code of Conduct.
- C. We accept responsibility 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 and we have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- D. We have indicated to the Auditors and the Audit committee:
 1. Significant changes in internal control over financial reporting during the financial year;
 2. Significant changes in accounting policies during the financial year and that the same have been disclosed in the notes to the financial statements; and
 3. Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

For, Add-Shop E-Retail Limited
(Formerly known as Add-Shop Promotions Limited)

Place: Rajkot
Date: 31.08.2022

SD/-
Dineshbhai B. Pandya
Managing Director
DIN: 06647303)

SD/-
Dev D. Pandya
Chief Financial Officer
PAN: CALPP1419F

COMPLIANCE CERTIFICATE ON CORPORATE GOVERNANCE UNDER REGULATION 34 READ WITH SCHEDULE V, PARA E OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

To,
The Members of
Add-Shop E-Retail Limited
(Formerly known as Add-Shop Promotions Limited)
B-304 Imperial Height, 150ft Ring Road
Rajkot -360005.

We have examined the compliance of conditions of Corporate Governance by ADD-SHOP E-RETAIL LIMITED, for the year ended on 31st March, 2022, as stipulated as per Regulation 17 to Regulation 27 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the period from 1st April, 2021 to 31st March, 2022 Pursuant to Regulation 34 read with Para E of Schedule V of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 of the said Company.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. 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 and representation made by the management, we certify that the Company has complied with the conditions of the Corporate Governance as stipulated in the above mentioned Listing Agreement and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

Date: 31.08.2022
Place: Ahmedabad

Gaurang Radheshyam Shah
ACS No.: 38703
C.P. No.: 14446
DIN: A038703D000900608

Annexure - I

FORM NO. AOC -2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014

Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arm's length transaction under third proviso thereto.

1. Details of contracts or arrangements or transactions not at Arm's length basis.

Add-Shop E-Retail Limited (Formally Known as Add-Shop Promotions Limited) (the Company) has not entered into any contract/ arrangement/ transaction with its related parties, which is not in ordinary course of business or at arm's length during the financial year 2021-22. The Company has laid down policies and processes/ procedures so as to ensure compliance to the subject section in the Companies Act, 2013 (Act) and the corresponding Rules. In addition, the process goes through internal and external checking, followed by quarterly reporting to the Audit Committee.

- a) Name(s) of the related party and nature of relationship: Not Applicable
- b) Nature of contracts/ arrangements/ transactions: Not Applicable
- c) Duration of the contracts/arrangements/transactions: Not Applicable
- d) Salient terms of the contracts or arrangements or transactions including the value, if any: Not Applicable
- e) Justification for entering into such contracts or arrangements or transactions: Not Applicable
- f) Date(s) of approval by the Board: Not Applicable
- g) Amount paid as advances, if any: Not Applicable
- h) Date on which the special resolution was passed in general meeting as required under first proviso to Section 188: Not Applicable

2. Details of contracts or arrangements or transactions at Arm's length basis.

Sr. No.	Name of Related Parties	Nature of Relationship	Nature of contracts/ arrangements/ transactions	Duration of Contracts / arrangements/ transactions	Silent terms of the Contracts or arrangements or transactions including the value, if any. (Amount in Cr.)	Date(s) of approval by the Board, if any.	Amount paid as advance, if any.
1	M/s. Dada Organics (Proprietorship of Dineshbhai B. Pandya)	Associated Concern	Purchase of goods	2021-22	Purchase: 130.24	In the Board meetings held in financial year 2021-22	Nil

Note: All related party transactions are benchmarked for arm's length, approved by Audit Committee and reviewed by Statutory Auditors. The above disclosures on material transactions are based on threshold of 10 percent of consolidated turnover and considering wholly owned subsidiaries are exempt for the purpose of Section 188(1) of the Act.

**By order of the Board of Directors
For, Add-Shop E-Retail Limited**

**Place: Rajkot
Date: 31.08.2022**

**Dineshbhai B. Pandya
Managing Director
DIN: 06647303**

"Annexure II "
SECRETARIAL AUDIT REPORT
For the financial year ended March 31, 2022

**[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies
(Appointment and Remuneration Personnel) Rules, 2014]**

To
The Members,
ADD-SHOP E-RETAIL LIMITED
B-304 Imperial Height, 150ft Ring Road
Rajkot - 360005

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Add-Shop E-Retail Limited [CIN: L51109GJ2013PLC076482] (hereinafter called "the Company"). 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 Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, the explanations and clarifications given to me and the representations made by the management, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31st March, 2022, generally 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 maintained by the Company for the financial year ended on 31st March, 2022 and made available to me according to the provisions of:

- (i) The Companies Act, 2013 ("the Act") and the rules made there under as applicable;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA) and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings(Not applicable to the Company during the audit period);
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act');
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 as amended from time to time;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 and 2015, as amended from time to time;

- (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations;
- (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014(**Not applicable to the Company during the audit period**);
- (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008(**Not applicable to the Company during the audit period**);
- (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client(**Not applicable as the Company is not registered as a Registrars to an Issue or Share Transfer Agent during the financial year under review**);
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009(**Not applicable to the Company during the audit period**); and
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998(**Not applicable to the Company during the audit period**);
- (i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India
- (ii) The Listing Agreements entered into by the Company with Stock Exchange pursuant to Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015.

During the Audit Period the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

I further report that, having regard to the compliance system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof on test-check basis, the Company has complied with the following laws applicable specifically to the Company

- Local taxes as applicable in the state of Gujarat;

During the period under review the Company has generally complied with the all material aspects of applicable provisions of the Acts, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observations:

- a) Regulation 295(1) of SEBI ICDR regulation. The company has delayed the bonus issue for 17 days. The due date for compliance was 17/01/2022 but the company made compliance on 03/02/2022

I further report that:

- a) The Compliance by the Company of applicable financial laws, like direct and indirect tax laws, has not been reviewed in this Audit since the same have been subject to review by statutory financial auditor and other designated professionals.
- b) The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes if any 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.
- c) Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were generally sent in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- d) Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

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, and regulations and guidelines.

I further report that during the period under audit, the following specific events / actions having major bearing on the Company's affairs have taken place in pursuance of the above referred laws, rules, regulations and standards:

1. During the financial year 2021- 22, the Company has Increase Authorized Capital of the Company from INR 11,50,00,000/- (Indian Rupees Eleven Crores Fifty Lacs Only) to INR 22,50,00,000/- (Indian Rupees Twenty Two Crores Fifty Lacs Only) by Alteration of the Capital Clause V of the Memorandum of Association through postal ballot dated 18/11/2021 through special resolution.
2. During the financial year 2021- 22 the company has issued 7,926,985 equity shares of Rs. 10 each through bonus issue vide exchange ratio 7:10 through postal ballot dated 18/11/2021 through special resolution and allotted the same in the board meeting held on 19/01/2022.
3. The Company has passed the EGM Resolution through Postal Ballot dated on November 09, 2021 for issue of Convertible Warrants to Non-Promoters of the Company on Preferential basis for which no further action has been taken by the Company yet.

Place: Ahmedabad
Date: 31/08/2022

FOR, G R SHAH & ASSOCIATES
Company Secretaries
Gaurang Shah
Proprietor

C.O.P. No. 14446
ACS No. 38703
UDIN: A038703D000867784
Peer review Certificate No.
S2015GJ333900

Note: 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

To
The Members,
ADD-SHOP E-RETAIL LIMITED
B-304 Imperial Height, 150ft Ring Road
Rajkot - 360005

My report of even date is to be read along with this letter:

1. Maintenance of secretarial records is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test-check basis to ensure that correct facts are reflected Annexure to the Secretarial Audit Report 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. Wherever required, I have obtained 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. My examination was limited to the verification of procedures on test-check basis.
6. The Secretarial Audit report is neither an assurance as to future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Place: Ahmedabad
Date: 31/08/2022

FOR, G R SHAH & ASSOCIATES
Company Secretaries
Gaurang Shah
Proprietor

C.O.P. No. 14446
ACS No. 38703
UDIN: A038703D000867784
Peer review Certificate No.
S2015GJ333900

List of documents verified

To,
The Members,
ADD-SHOP E-RETAIL LIMITED
B-304 Imperial Height, 150ft Ring Road
Rajkot - 360005

1. Memorandum and Articles of Association of the Company.
2. Minutes of the meetings of the Board of Directors, Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee, CSR committee and Independent Directors Meeting along with attendance register held during the period under report.
3. Minutes of General Body meetings held during the period under report.
4. Statutory registers records under the Companies Act, 2013 and Rules made there under namely:
 - Register of the Directors and the Key Managerial Personnel
 - Register of the Directors' shareholding
 - Register of loans, guarantees and security and acquisition made by the Company
 - Register of Members.
5. Declarations received from the Directors of the Company in Form MBP-1 pursuant to the provisions of Section 184 of the Companies Act, 2013.
6. E-Forms filed by the Company, from time-to-time, under applicable provisions of the Companies Act, 2013 and attachments thereof during the period under report.
7. Communications/ Letters issued to and acknowledgements received from the Independent Directors for their appointment.
8. Various policies framed by the Company from time to time as required under the Companies Act, 2013.

Practicing Company Secretary Certificate on Non Disqualification of Directors

To,
The Members of
Add-Shop E-Retail Limited
(Formerly known as Add-Shop Promotions Limited)
B-304 Imperial Height, 150ft Ring Road
Rajkot -360005

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **ADD-SHOP E-RETAIL LIMITED (Formerly known as Add-Shop Promotions Limited)** having CIN: L51109GJ2013PLC076482 and having registered office at B-304 Imperial Height, 150ft Ring Road Rajkot 360005 (hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2022 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

Sr. No.	Name of Director	DIN	Date of appointment in Company
1.	Dineshbhai Bhanushankar Pandya	06647303	20/08/2013
2.	Jayshree Dineshbhai Pandya	06647308	25/12/2017
3.	Deviben Dineshbhai Pandya	07905047	10/05/2018
4.	Dev Dineshbhai Pandya	07905073	10/05/2018
5.	Jigar Dineshkumar Pandya	07905076	10/05/2018
6.	Rajeshkumar Rasiklal Parekh	08139094	26/05/2018
7.	Dadhanian Vivek Gopalbhai	08165978	25/06/2018
8.	Rushabh Vora	08165987	25/06/2018
9.	Yagnik Dilipbhai Mundadiya	08165999	25/06/2018
10.	Kinjal Jasmatbhai Khunt	08166013	25/06/2018

Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Date: 31.08.2022
Place: Ahmedabad

Gaurang Radheshyam Shah
ACS No.: 38703
C.P. No.: 14446
UDIN: A038703D000900553

Annexure –III

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

i) AN OVERVIEW:

The Company Add-Shop E-Retail Limited (Formally Known as Add-Shop Promotions Limited) is engaged in the business of manufacturing, marketing and distribution of products in the categories of ayurvedic products, food supplement products, agricultural products, animal feed supplement products and personal care products under the brand name “Add-Shop”. In this present competitive era of medicines and food supplements, our company is aiming to focus on ways to bridge the nutrition gap, which is a recognized cause of any diseases, by promoting Ayurveda and its products, the Government of India has also introduced several projects to assist the agriculture sector which is ensuring better growth prospects in the said Industry. Foreseeing the growth in the agricultural sector, company intends to tap the growth opportunity by pushing sales through a wide range of agro products. Company is a fellow member of Federation of Direct Selling association vide membership number FDSA/F/10,

ii) INDIAN ECONOMY & HEALTH CARE INDUSTRY:

India ranks sixth in the world in terms of nominal gross domestic product (“GDP”) and is the third largest economy in the world in terms of purchasing power parity (“PPP”). India is estimated to be among the top three global economies in terms of nominal GDP by Fiscal 2050. Since FY 2005, Indian economy’s growth rate has been twice as that of world economy and it is expected to sustain the growth momentum in the long term. In the wake of COVID-19, India’s normal GDP has contracted by approximately 3% in FY2021 and is expected to bounce back and reach US\$ 4 Tn by FY 2025. It is also expected that the growth trajectory of Indian economy will enable India to be among the top 3 global economies by FY 2050.

The rapid spread of the COVID-19 pandemic led to a surge in demand for immunity-boosting Ayurvedic Health Care Products in India. Ayurveda, with its time-tested remedies and benefits, gained prominence in the minds of consumers who were seeking natural remedies to fight against the illness.

Indian consumers are increasingly transitioning towards herbal and natural offerings, especially in analgesics, cold, cough and allergy (hay fever) remedies and dermatologicals. More consumers are becoming health and hygiene conscious due to the prevailing health and wellness trend in the country.

According to Expert Market Research consultant services, the market for Ayurvedic products is expected to grow at a CAGR of 15% between 2021 and 2026. Greater innovation and emphasis on developing newer products coupled with the adoption of aggressive marketing strategies by players in this sector are guiding the growth of the market in India.

iii) INDUSTRY STRUCTURE AND DEVELOPMENTS:

Indian herbal market is registering an extremely significant growth. The world herbal trade has grown to \$120 billion and is expected to reach \$7 trillion by 2050. India is stated to have 45,000 plant species (nearly 20% of the global species) occurs in the Indian sub-continent. Out of these, about 4,500 species of both higher and lower plant groups are of medicinal value. The states which are major producer of herbal products having the highest medicinal value Range.

Several structural factors are likely to contribute to economic growth in the long run. These include favorable demographics, reducing dependency ratio, rapidly rising education levels, steady urbanization, growing young & working population, IT revolution, increasing penetration of mobile & internet infrastructure, increasing aspirations and affordability etc. The growth of the Ayurvedic products market was driven by the rising popularity of natural and organic medicines, in confluence with the growing awareness regarding the benefits of these medicines among the consumers. Moreover, the improving accessibility of Ayurvedic products in both urban as well as rural regions further invigorated the sector’s growth. Penetration of some Ayurvedic products increased significantly during the year with a growing number of young consumers adopting this time-tested remedy to build their immunity.

The market for herbal products has increased. The huge marketing and promotional activities by the herbal companies and rising awareness about benefits of using herbal products has accelerated the size of the industry.

With the economic environment becoming uncertain, not only are consumers more thoughtful about their consumption but also more conscious of their savings and investments. The consumption priorities are also driven by the health and safety concerns and the other behavioral changes adopted because of the pandemic.

The Indian Government has undertaken deep structural and sustained reforms to strengthen the healthcare sector and has also announced conducive policies for encouraging FDI. The Aatmanirbhar Bharat Abhiyaan packages include several short-term and longer-term measures for the health system, including Production-Linked Incentive (PLI) schemes for boosting domestic manufacturing of pharmaceuticals and medical devices. Additionally, India is working towards becoming a hub for spiritual and wellness tourism, as the country has much to offer in Ayurveda and Yoga.

India's medium to long term growth and its positive impact on private consumption will be determined by inter-play of demographics, urbanization and policy reforms. Young population, women workforce, growing middle class and nuclearization will be some of the growth drivers in this growth.

iv) OPPORTUNITIES AND THREATS:

Company has been continuously innovating to ensure that the traditional knowledge of Ayurveda remains in sync with the changing needs and aspirations of millennials and centennials, the Company not only increased its R&D spends but also ensured that innovations are targeted to meet the consumer needs and are quick to reach the market company also launch a E-Application for Rapidly Expansion of Company's E-Retail business.

Apart from this, today, over 44,000 families are involved in this self-employment generating activity of spreading health to everyone and more than 75,000 Authorized Distributors who have a presence in more than 25 states throughout the country

Company work hard to improve its infrastructure and network, with a focus on increasing distribution channels, adding more channel partners, and hiring more farmers as associates. The Company is also using technology to expand its company; plans are in the works to create an online portal to investigate the increasing e-commerce potential. In addition, an application for digitising process is being created. The company is also constructing a food processing facility and intends to join the export market as soon as possible, With robust expansion plan in place, we are very sure about our future performance.”

Threats

- Emerging premium and health focused segments
- Competition
- Availability and price of raw materials
- Government policies and levies
- Lack of scientific evidence makes it difficult to convince people
- Growing ability to address rural and semi-urban demand

v) RISK AND CONCERNS:

The herbal industry with high investment cost, patent issues and low profit margin that make the small-scale industries sustenance tough. The industry for its sustenance need to be export oriented, but product variability and poor tie-ups with foreign countries makes it challenging to target international market. The product variability is affected due to lack of process standardization. Finally, inadequate interest regarding scientific studies impacts the product development, validation and standardization.

vi) INTERNAL CONTROL SYSTEMS AND ITS ADEQUACY:

The Company has implemented proper and adequate system of internal controls commensurate with its size and nature of operations to provide reasonable assurance that all assets are safeguarded,

transactions are authorised, recorded and reported properly, applicable statutes and corporate policies are duly complied with.

The Company has an Audit Committee with Independent Directors as members. The mechanism of internal control and checks are reviewed by the management, and statutory auditors from time to time and suitable changes/ modifications are implemented so as to ensure that an effective scheme of checks and balances exists at all times. The management is reasonably satisfied with the existing internal control systems. The Audit Committee of Board of Directors also reviews these matters from time to time in their meetings.

vii) OPERATIONAL PERFORMANCE & OUTLOOK:

(Rs. In Lakhs)

PARTICULARS	YEAR ENDED 31.03.2022	YEAR ENDED 31.03.2021
Income for the year	15965.31	7857.12
Other Income	-	-
Total Income	15965.31	7857.12
Profit before Financial Cost, Depreciation and Taxation	2491.09	1147.8
Less: Financial Cost	99.48	98.37
Operating profit before Depreciation & Taxation	2391.61	1049.43
Less: Depreciation	46.33	28.38
Profit before Taxation	2345.28	1021.05
Provision for Taxation:		
Current Tax/Excess Short Provision	428.70	256.91
Deferred Tax	7.90	(3.53)
Profit After Taxation	1908.68	767.67

For the year ended 31st March, 2022, your Company has reported total revenue Rs. 15965.31 lakhs compared to Rs. 7857.12 lakhs in the previous financial year. The Company's Profit for the year before depreciation, interest and taxation has been Rs. 2391.61 lakhs (P.Y. Rs. 1049.43 lakhs) and the Net Profit after interest, depreciation, prior period adjustments & taxes are Rs. 1908.68 lakhs (P.Y. Rs. 767.67 lakhs).

The Company continues to explore the possibilities of expansion and will make the necessary investments when attractive opportunities arise.

viii) HUMAN RESOURCES AND INDUSTRIAL RELATIONS:

The Company firmly believes that motivated and empowered employees are the cornerstone of competitive advantage. The Company's employee value proposition is based on a strong focus on employee development, providing a satisfying work environment, performance appraisal and counselling and appropriate empowerment. The Company continues to maintain and enjoy a cordial relationship with its employees, providing positive environment to improve efficiency with regular investments in upgrading the knowledge and skills of the employees.

Industrial relations with staff and workmen during the year under review continued to be cordial.

ix) ACCOUNTING POLICIES

The accounting policies have been consistently applied by the Company and are consistent with those used in the previous year. The financial statements have been prepared under the historical cost convention on an accrual basis. The management accepts responsibility for the integrity and objectivity of the financial statements, as well as for the various estimates and judgment used therein

x) DISCLOSURE OF ACCOUNTING TREATMENT IN PREPARATION OF FINANCIAL STATEMENT:
The Company has followed all relevant Accounting Standards laid down by the Institute of Chartered Accountants of India (ICAI) while preparing Financial Statements.

xi) CAUTIONARY STATEMENT:

This report contains forward- looking statements based on the perceptions of the Company and the data and information available with the company. The company does not and cannot guarantee the accuracy of various assumptions underlying such statements and they reflect Company's current views of the future events and are subject to risks and uncertainties. Many factors like change in general economic conditions, amongst others, could cause actual results to be materially different. The Company does not assume any obligation for such variations.

For, Add-Shop E-Retail Limited

Date: 31.08.2022
Place: Rajkot

Dineshbhai B. Pandya
Managing Director
DIN:06647303

"Annexure"

Information required under Section 197 of the Companies Act, 2013 read with Companies (Appointment and remuneration) Rules, 2014

- (i) **The ratio of the remuneration of Directors and Key Managerial Personnel to the median remuneration of the employees of the Company for the financial year 2021-22.**

Sl. No.	Name of Director and KMP	Designation	Ratio of the remuneration of each Director/KMP to median remuneration of employees	% increase in Remuneration
1	Dineshbhai Pandya	Managing Director	13.32	Nil
2	Jayshree Pandya	Non-Executive Director	4.44	Nil
3	Deviben Pandya	Executive Director	4.44	Nil
4	Jigar Pandya	Executive Director	4.44	Nil
5	Devang Pandya	Executive Director cum CFO	4.44	Nil
6	Rajeshkumar Parekh	Independent Director	NA	NA
7	Vivek Dadhania	Independent Director	NA	NA
8	Rushabh Vora	Independent Director	NA	NA
9	Yagnik Mundadiya	Independent Director	NA	NA
10	Kinjal Khunt	Independent Director	NA	NA
11	Nirajkumar Malaviya	Company Secretary	0.98	Nil

- (ii) **The percentage increase in the median remuneration of the employees of the Company for the Financial Year 2021-22: 107.66%**

- (iii) **The number of permanent employees on the rolls of the Company: 24**

- (iv) **Average percentage increase already made in the salaries of employees other than the key managerial personnel in financial year 2019-20 and its comparison with the percentage increase in the managerial remuneration:**

(Amount in Rs)					
Remuneration paid to employees (excluding managerial personnel) for the FY 2020-21	Remuneration paid to employees (excluding managerial personnel) for the FY 2021-22	(%) Change in remuneration paid to employees (excluding managerial personnel)	Remuneration paid to managerial personnel for the FY 2020-21	Remuneration paid to managerial personnel for the FY 2021-22	(%) change in remuneration paid to managerial personnel
64,07,000/-	65,26,650/-	1.87%	5100000/-	8664500/-	69.89%

- (v) **Affirmation that the remuneration is as per the remuneration policy of the Company**

The remuneration is as per the Remuneration Policy of the Company.

For, Add-Shop E-Retail Lin

**Place: 31.08.2022
Date: Rajkot**

**Dineshbhai Bhanushankar Pandya
Managing Director
DIN: 06647303**

CORPORATE SOCIAL RESPONSIBILITY POLICY

The Company has already constituted a Corporate Social Responsibility ("CSR") Committee, and has aligned its CSR Policy in accordance with the Companies Act, 2013 ('the Act') read with the Companies (Corporate Social Responsibility Policy) Rules, 2014 to make it compliant with the provisions of the Act and the Rules and to undertake the admissible CSR activities notified by the Ministry of Corporate Affairs in Schedule VII to the Act.

1. A brief outline of the Company's CSR Policy, including overview of projects or programmes proposed to be undertaken and reference to the web-link to the CSR policy and projects or programmes:

The CSR Policy of the Company has been formulated and adopted in terms of Section 135 of the Companies Act, 2013 and the Rules made thereunder. The Company undertakes CSR activities specified in Schedule VII to the Companies Act, 2013.

During the current financial year 2021-22, the average net profit for the last three financial years is Positive calculated in accordance with the provisions of Section 198 of the Act. Therefore, the Company is required to spend any amount on CSR activities for financial year 2021-22. Please refer the Corporate Social Responsibility Policy on the Company's website

2. Composition of CSR Committee:

Sr. No.	Name of Director	Committee Chairman/Member	Designation/ Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1	Dineshbhai Bhanushankar Pandya	Chairperson	Executive Director	3	3
2	Jayshree Dineshbhai Pandya	Member	Non-Executive - Non Independent Director	3	3
3	Rajeshkumar Rasiklal Parekh	Member	Non-Executive - Independent Director	3	3

- 3. Provide the web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the company: www.addshop.in**
- 4. Provide the details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, if applicable (attach the report):**
Not Applicable.
- 5. Details of the amount available for set off in pursuance of sub-rule (3) of rule 7 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 and amount required for set off for the financial year, if any: NIL**
- 6. Average net profit of the company as per section 135(5): 436.7866 lakh**
- 7. (a) Two percent of average net profit of the company as per section 135(5): 8.74 lakh**
- (b) Surplus arising out of the CSR projects or programmes or activities of the previous financial years:**
Nil

(c) Amount required to be set off for the financial year, if any: Nil

(d) Total CSR obligation for the financial year (7a+7b-7c): 8.74 lakh

8. (a) CSR amount spent or unspent for the financial year: 2021-22

Total Amount Spent for the Financial Year (₹ in Lakh)	Related to which Financial Year	Amount Unspent (in Rs.)				
		Total Amount transferred to Unspent CSR Account as per section 135(6)		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5)		
		Amount	Date of Transfer	Name of the Fund	Amount	Date of Transfer
21.24 Lakh	2021-22	Not Applicable		Not Applicable		

(b) Details of CSR amount spent against ongoing projects for the financial year: Not Applicable

(c) Details of CSR amount spent against other than ongoing projects for the financial year:

(1)	(2)	(3)	(4)	(5)		(6)	(7)	(8)	
Sr. No.	Name of the Project	Item from the list of activities in Schedule VII to the Act.	Local Area (Yes/no)	Location of the Project.		Amount spent for the project (₹ in Lakh)	Mode of implementation - Direct (Yes/No)	Mode of Implementation - Through Implementing Agency	
				State	District			Name	CSR Registration Number
1	M J Patel High School	Promoting education	Yes	Gujarat	Rajkot, Taravadi	4.50	Yes	N.A	N.A
2	School Books Distribution	Promoting education	Yes	Gujarat	Rajkot, Bhavnagar,	9.15	Yes	N.A	N.A
3	Tree Distribution	Environmental sustainability	Yes	Gujarat	Rajkot	2.00	Yes	N.A	N.A
4	Covid Needy help	Eradicating hunger, Poverty and Malnutrition	Yes	Gujarat	Rajkot	3.31	Yes	N.A	N.A
5	Swa Batukrai Damodardas	Animal welfare	Yes	Gujarat	Rajkot	1.32	Yes	N.A	N.A

	Gaushal a Trust								
6	Shree Audichy a Zalawad i Braham samaj	Promoti ng gender equality	Yes			0.96	Yes	N.A	N.A
TOTAL						21.24			

(d) Amount spent in Administrative Overheads: Nil

(e) Amount spent on Impact Assessment, if applicable: Not Applicable

(f) Total amount spent for the Financial Year: 21.24 Lakh

(g) Excess amount for set off, if any: 12.5 Lakh

Sr. No	Particulars	Amount (in Lakhs)
1	Two percent of average net profit of the company as per section 135(5)	8.74 lakh
2	Total amount spent for the financial year 2021-22	21.24 Lakh
3	Excess amount spent for the financial year [(2)-(1)]	12.5 Lakh
4	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	Nil
5	Amount available for set off in succeeding financial years [(3)-(4)]	12.5 Lakh

9. a) Details of Unspent CSR amount for the preceding three financial years: Not Applicable

(b) Details of CSR amount spent in the financial year for ongoing projects of the preceding financial year(s): Not Applicable

(a) Date of creation or acquisition of the capital asset(s): Not Applicable

(b) Details of the entity or public authority or beneficiary under whose name such capital asset is registered, their address etc. Not Applicable

10. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per section 135(5): Not Applicable

**For and on behalf of the
Corporate Social Responsibility Committee
Add-shop E-Retail Limited**

**Dineshkumar Pandya
Chairman,
DIN: 00036049**

**Place: Rajkot
Date: 31.08.2022**

Independent Auditors' Report

To
The Members of
ADD-SHOP E-RETAIL LIMITED
AHMEDABAD

Report on the Financial Statements

We have audited the accompanying IND AS Financial Statements of **ADD-SHOP E-RETAIL LIMITED** ("the Company"), which comprise the Balance Sheet as at March 31, 2022, the Statement of Profit and Loss (including Other Comprehensive Income), and the Statement of Changes in Equity and statement of Cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

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 Companies Act, 2013 ("the act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards ("Ind AS") prescribed under Section 133 of the act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March 2022, and its profit and loss and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the financial statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined that there are no key audit matters to be communicated in our report.

Information Other than the Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis Report, Board's Report including Annexures to Board's Report, and Shareholder's Information, but does not include the financial statements and our auditor's report thereon. The above mentioned reports are expected to be made available to us after the date of this auditor's report.

Our opinion on the financial statements does not cover the other information and we will not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other

information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

When we read the above mentioned reports, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and take appropriate actions as per the applicable laws and regulations.

Management’s Responsibility for the 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 financial statements that give a true and fair view of the financial position, financial performance including other Comprehensive Income, cash flows and Changes in Equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act, read with relevant rules issued thereunder. This responsibility also includes 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 frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; design, implementation and maintenance of adequate internal financial controls, that are 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.

In preparing the financial statements, management is responsible for assessing the Company’s ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors is responsible for overseeing the Company’s financial reporting process.

Auditor’s Responsibility for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor’s report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management’s use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company’s ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor’s report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor’s report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

Report on Other Legal and Regulatory Requirements:

1. As required by the Companies (Auditor’s Report) Order, 2020 (**“the Order”**) issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the **“Annexure A”**, a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. **As required by section 143(3) of the Act, we further report that:**
 - (i) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit.
 - (ii) 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.
 - (iii) The Balance Sheet, Statement of Profit and Loss including other comprehensive income, Cash Flow Statement and statement of changes in equity dealt with by this Report are in agreement with the books of account.
 - (iv) In our opinion, the aforesaid financial statements comply with the Indian Accounting Standards prescribed under Section 133 of the Act, read with Companies (Indian Accounting Standard) Rules, 2015, as amended.
 - (v) On the basis of written representations received from the directors as on March 31, 2022, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2022, from being appointed as a director in terms of Section 164(2) of the Act.
 - (vi) With respect to 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”**,

- (vii) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.

- (viii) With respect to other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

i) The Company has disclosed the impact of pending litigations on its financial position in its financial statements.

ii) The Company did not have any long-term contracts including derivative contracts; as such the question of commenting on any material foreseeable losses thereon does not arise.

iii) There were no amounts which were required to be transferred to the Investors Education and Protection Fund by the Company.

iv) A] The Management has represented that, to the best of their knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other person(s) or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

B] the management has represented, that, to the best of their knowledge and belief, no funds have been received by the company from any person(s) or entity (ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and

C] Based on such audit procedures, nothing has come to our notice that has caused them to believe that the representations under sub-clause (A) and (B) contain any material mis-statement.

v) The Company has not declared or paid dividend during the year.

For J S Maheshwari & Co
Chartered Accountants
Registration No. 001318C

CA Dilip Maliwal
Partner
M No 148387
UDIN : 22148387AHKMJI6882

Place - Ahmedabad
Date - 20th April, 2022

Annexure 'A' to the Independent Auditor's Report

Referred to in paragraph 1 under the heading "Report on Other Legal And Regulatory Requirements" of Our Independent Audit Report of even date on the Financial Statements of ADD-SHOP E-RETAIL LIMITED for the year ended 31st March, 2022.

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

1. In respect of the Company's Property, Plant & Equipment:

a) (A) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets as required by the Act.

(B) The company has maintained proper records showing full particulars of intangible assets.

b) The Property, Plant & Equipment of the Company were physically verified in full by the management during the year. According to the information and explanations given to us and as examined by us, no material discrepancies were noticed on such verification.

c) According to the information and explanations given to us, the records examined by us and based on the examination, we report that, the title deeds, comprising all the immovable properties of land and buildings which are freehold, are held in the name of the Company as at the Balance Sheet date. In respect of immovable properties of land and building that have been taken on lease and disclosed as fixed assets in the financial statements, the lease agreements are in the name of the Company.

d) The Company has neither revalued its Property, Plant & Equipment nor Intangible Assets.

e) No proceedings have been initiated or are pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.

2. In respect of Inventory and Working Capital

a) The inventory has been physically verified by the management at reasonable intervals during the year. In our opinion, the frequency of such verification is reasonable. According to the information and explanations given to us and as examined by us, no material discrepancies were noticed on such verification.

b) Yes, The company has been sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks or financial institutions on the basis of security of current assets. the quarterly returns or statements filed by the company with financial institutions or banks in agreement with the books of account of the Company.

3. Details of Investments, any guarantee, security, advances or loans given

a) According to information and explanation given to us, the company has granted loan to various Parties.

A] The Company has not granted any loans or advances and guarantees or security to associates;

B] During the year the Company has granted Rs. 14.30 lacs as Loans and Advances to parties other than Associate Company and Outstanding of Balance of which is Rs. 11.80 lacs. (Refer Note:8 of Standalone Financial Statements)

b) The terms and conditions of the grant of all loans and advances in the nature of loans and guarantees provided are not prejudicial to the company's interest;

c) In respect of loans and advances in the nature of loans, schedule of repayment of principal and payment of interest has not been stipulated.

d) As the repayment terms has not been stipulated all the Loans are repayable on demand hence there is no instances of overdue.

e) No loans are fallen due during the year.

f) The Company has granted Loans as mentioned in point 3 (a) [B]. 100% loans are repayable on demand and without specifying any terms or period of repayment.

(Amount Rs. In Lakhs)

Sr. No.	Particulars	Amount of Loan or Advance in nature of Loan granted during the period	Outstanding Balance as on 31 st March, 2022
1)	Loan Granted to Promoters	Nil	Nil
2)	Loan Granted to Related Parties excluding Promoters	Nil	Nil

4. In our opinion and according to information and explanation given to us, the company has not granted any loans or provided any guarantees or given any security or made any investments to which the provision of section 185 and 186 of the Companies Act, 2013. Accordingly, paragraph 3 (iv) of the order is not applicable.

5. In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits and accordingly paragraph 3 (v) of the order is not applicable.

6. The Central Government of India has not prescribed the maintenance of cost records under sub-section (1) of section 148 of the Act for any of the activities of the company and accordingly paragraph 3 (vi) of the order is not applicable.

7. In respect of statutory dues:

a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/ accrued in the books of account in respect of undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales- tax, service tax, goods and service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues as applicable have been generally regularly deposited during the year by the Company with the appropriate authorities.

According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, employees' state insurance, income-tax, sales- tax, service tax, goods and service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues were in arrears as at March 31, 2022 for a period of more than six months from the date they became payable.

b) According to the information and explanations given to us and the records of the company examined by us, there are no dues of income-tax, goods and service tax, which have not been deposited on account of any dispute.

8. No, As per the information and explanation given to us by the company the company has not made any transactions which were not recorded in the books of account and have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961).

9. Default in repayment of Borrowing:

a) According to the information and explanations given to us, we are of the opinion that the Company has not defaulted in the repayment of dues to financial institutions and banks. The Company does not hold any debentures.

b) The Company is not declared wilful defaulter by any bank or financial institutions or any other lender

c) The Company has not taken any term loan hence this clause is not applicable.

d) No, The fund raised on short term basis are not have been utilized for long term purposes.

e) No, The Company has not taken any funds from any entity or person on account of or to meet the obligations of its associate company.

f) No, The Company has not raised loans during the year on the pledge of securities held in its company.

10. a) In our opinion and according to the information and explanations given to us, the Company has not applied for any term loan. The Company has not raised any money by way of initial public offer or further public offer (including debt instruments).

b) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not made any preferential allotment through right issue.

11. a) To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company or no material fraud on the Company by its officers or employees has been noticed or reported during the year.

b) No report under sub-section (12) of section 143 of the Companies Act has been filed by the auditors in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government;

c) During the period there were no whistle-blower complaints received by us.

12. The Company is not a Nidhi Company and accordingly, paragraph 3 (xii) of the order is not applicable to the Company.

13. According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with section 177 and 188 of the Act, where applicable. The details of such transactions have been disclosed in the financial statements as required by the applicable Accounting Standards.

14. a) Yes, The Company has an internal audit system commensurate with the size and nature of its business;

b) The internal audit reports of the Company issued till the date of the audit report, for the period under audit have been considered by us.

15. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with them. Accordingly, paragraph 3(xv) of the order is not applicable.

16.

a) According to the information and explanations given to us and based on our examination of the records of the company, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934.

b) According to the information and explanations given to us the company has not conducted any Non-banking Financial or Housing Finance activities without a valid Certificate of Registration (CoR) from the Reserve Bank of India as per the Reserve Bank of India Act, 1934;

c) The company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India

d) As represented by the management, the Group does not have Core Investment Company (CIC) as part of the Group as per the definition of Group contained in the Core Investment Companies (Reserve Bank) Directions, 2016.

17. The company has not incurred any cash losses in the financial year and in the immediately preceding financial year.

18. The Statutory Auditor has resigned from the company during the year and outgoing auditor has not raised any concerns or objections.

19. On the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements, the auditor's knowledge of the Board of Directors and management plans, in our opinion no material uncertainty exists as on the date of the audit report that company is capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date;

20.

A] There are no unspent amounts that are required to be transferred to a fund specified in

Schedule VII of the Companies Act (the Act), in compliance with second proviso to sub section 5 of section 135 of the Act.

B] There are no unspent amounts in respect of ongoing projects, that are required to be transferred to a special account in compliance of provision of sub section (6) of section 135 of Companies Act.

21. Qualifications or Adverse auditor remarks in other Group Companies :

Consolidated Financial Statements are not applicable to the Company hence this clause is not applicable

For J S Maheshwari & Co
Chartered Accountants
Registration No. 001318C

CA Dilip Maliwal
Partner
M No 148387
UDIN : 22148387AHKMJI6882

Place - Ahmedabad
Date – 20th April, 2022

Annexure - B to the Independent Auditors' Report

Referred to in paragraph 2(F) under the heading "Report on Other Legal And Regulatory Requirements" of Our Independent Audit Report of even date on the Financial Statements of **ADD-SHOP E-RETAIL LIMITED** for the year ended 31st March, 2022.

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 **ADD-SHOP E-RETAIL LIMITED** ("the Company") as of 31 March, 2022 in conjunction with our audit of the Ind As 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, as specified under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls and both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's 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, to the best of our information and according to the explanations given to us, 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 2022, 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 J S Maheshwari & Co
Chartered Accountants
Registration No. 001318C

CA Dilip Maliwal
Partner
M No 148387
UDIN : 22148387AHKMJI6882

Place - Ahmedabad
Date - 20th April, 2022

ADD-SHOP E-RETAIL LIMITED
B-304 Imperial Height 1150ft Ring Road, Rajkot, Gujarat-360005
(CIN: L51109GJ2013PLC076482)

Balance Sheet as at 31st March, 2022

(Rs. In Lakhs)

Particulars	Note No.	As At	As At
		31.03.2022 Rs.	31.03.2021 Rs.
I ASSETS			
1 Non-current Assets			
a) Property, Plant & Equipment	2	698.91	468.05
b) Other Intangible Assets		1.02	3.79
c) Capital Work-in-Progress		-	-
d) Deferred tax assets (net)		-	-
e) Financial Assets:			
(i) Investments		-	-
(ii) Trade Receivable			
(iii) Loans	3	3.57	3.32
f) Other non-current assets	4	-	-
Total Non-Current Assets		703.50	475.16
2 Current Assets			
a) Inventories	5	1,946.76	783.33
b) Financial Assets:			
(i) Trade Receivables	6	2,275.66	3,171.12
(ii) Cash and cash equivalents	7	109.32	51.68
(iii) Loans	8	34.75	2.00
c) Current Tax Assets (Net)		-	-
d) Other Current Assets	9	-	0.31
Total Current Assets		4,366.49	4,008.44
Total Assets		5,069.99	4,483.60
II EQUITY & LIABILITIES			
A Equity			
a) Equity Share Capital	10	1,925.67	1,132.97
b) Other Equity	11	2,013.22	897.23
Total Equity		3,938.89	2,030.20
B Liabilities			
1 Non-current Liabilities			
a) Financial Liabilities:			
(i) Borrowings	12	328.40	241.01
(ii) Trade Payable		-	-
b) Provisions		-	-
c) Deferred Tax Liabilities (net)	13	16.39	8.49
d) Other Non Current Liabilities		-	-
Total Non-Current Liabilities		344.79	249.50
2 Current Liabilities			
a) Financial Liabilities:			
(i) Borrowings	14	1.95	524.85
(ii) Trade Payable	15	335.39	1,249.11
(iii) Other Financial Liabilities		-	141.81
b) Other Current Liabilities	16	7.15	25.58
c) Provisions	17	13.12	9.58
c) Current Tax Liabilities (Net)	18	428.70	252.97
Total Current Liabilities		786.31	2,203.90
Total Liabilities		1,131.10	2,453.40
Total Equity & Liabilities		5,069.99	4,483.60

Significant Accounting Policies

1

Notes forming part of the Financial Statements

As per our report of even date

For and on behalf of the Board

For J S Maheshwari & co

Chartered Accountants

Registration No. 001318C

Dineshbhai B. Pandya
Managing Director
DIN: 06647303

Jigar D. Pandya
Director
DIN: 07905076

Dilip Maliwal

Partner

M No 148387

Place - Ahmedabad

Date - 20th April, 2022

UDIN: 22148387AHKMJI6882

Nirajkumar Malaviya
Company Secretary
PAN: CAKPM4097D

Dev Pandya
CFO
PAN: CALPP1419F

ADD-SHOP E-RETAIL LIMITED
B-304 Imperial Height 1150ft Ring Road, Rajkot, Gujarat-360005
(CIN: L51109GJ2013PLC076482)

Statement of Profit and Loss for the Year ended 31st March,2022

Rs. In Lakhs

Particulars	Note No.	2021-22	2020-21
INCOME			
(I) Revenue from Operations	19	15,965.31	7,857.12
(II) Other Income	20	-	-
(III) Total Income (I) + (II)		15,965.31	7,857.12
EXPENSES			
(IV) Purchase of traded goods		13,129.16	5,629.05
Changes in inventories of finished goods, work in progress & Stock in Trade	21	(1,163.43)	(71.19)
Employee benefits expenses	22	151.91	115.07
Finance Costs	23	99.48	98.37
Depreciation and amortization expenses		46.33	28.38
Other expenses	24	1,356.58	1,036.39
Total Expenses (IV)		13,620.03	6,836.07
(V) Profit before Exceptional Items & Taxes		2,345.28	1,021.05
(VI) Exceptional Items - (Net)		-	-
(VII) Profit before tax (V)-(VI)		2,345.28	1,021.05
(VIII) Tax Expenses :			
(1) Current tax		428.70	256.91
(2) Deferred tax		7.90	(3.53)
		436.60	253.38
(IX) Profit for the Period (VII)-(VIII)		1,908.68	767.67
(X) Other Comprehensive Income			
A(i) items that will not be reclassified to profit or loss		-	-
(ii) income tax relating to items that will not be reclassified to profit or loss		-	-
B(i) items that will be reclassified to profit or loss		-	-
(ii) income tax relating to items that will be reclassified to profit or loss		-	-
(XI) Total Comprehensive Income for the Period [(IX)+(X)] (Comprising Profit and Other Comprehensive Income for the period)		1,908.68	767.67
(XII) Earning Per Equity Share(Nominal Value per Share:(Rs. 10)	25		
1. Basic		9.91	6.78
2. Diluted		9.91	6.78

Significant Accounting Policies

1

Notes forming part of the Financial Statements

As per our report of even date
For J S Maheshwari & co
Chartered Accountants
Registration No. 001318C

For and on behalf of the Board

Dineshbhai B. Pandya
Managing Director
DIN: 06647303

Jigar D. Pandya
Director
DIN: 07905076

Dilip Maliwal
Partner

M No 148387

Place - Ahmedabad

Date - 20th April, 2022

UDIN: 22148387AHKMJI6882

Nirajkumar Malaviya
Company Secretary
PAN: CAKPM4097D

Dev Pandya
CFO

PAN:CALPP1419F

ADD-SHOP E-RETAIL LIMITED**B-304 Imperial Height 1150ft Ring Road, Rajkot, Gujarat-360005****(CIN: L51109GJ2013PLC076482)****Cash Flow statement for the year ended 31st March 2022**

Particulars	March 31,2022	March 31,2021
A. CASH FLOW FROM OPERATING ACTIVITIES		
Profit before tax as per Statement of Profit and Loss	2,345.28	1,021.05
Adjusted for:		
Depreciation	46.33	28.38
Finance Cost	99.48	98.37
Loss on sale of fixed assets	3.95	2.60
Other Inflows/ (Outflows) of cash	-	20.42
Operating Profit before working capital changes	2,495.04	1,170.82
Adjusted for:		
(Increase)/Decrease in Trade Receivables	895.45	(980.68)
Increase/(Decrease) in Trade Payables	(913.72)	24.64
(Increase)/Decrease in Inventories	(1,163.42)	(71.19)
Increase/(Decrease) in Other Financial Liabilities	(141.81)	(44.55)
Increase/(Decrease) in Other Current Liabilities	(18.43)	0.30
Increase/(Decrease) in Provisions	3.54	0.34
(Increase)/Decrease in Loans	(33.00)	6.86
Increase/(Decrease) in Current Tax Liabilities	175.73	208.47
(Increase)/Decrease in Other Current Assets	0.31	(0.13)
Cash Generated from Operations	1,299.70	314.87
Adjusted for:		
Direct Tax Refund (Net of Payment)	(428.70)	(256.91)
Net Cash from Operating activities	871.00	57.96
B CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Property, Plant & Equipment	(278.37)	(142.41)
Other Inflow/ (Outflow) of cash	-	-
Sales of Fixed Assets	-	-
C. Net Cash Flow from Investing Activities	(278.37)	(142.41)
Cash Flow from Financing activities:		
Finance Cost	(99.48)	(98.37)
Proceeds / (Repayment) of Borrowings	(435.51)	208.39
Net cash from Financing Activities	(534.99)	110.02
Net cash from Financing Activities		
Net Increase/(Decrease) in cash	57.64	25.57
Opening Balance of Cash & Cash equivalents	51.68	26.11
Closing Balance of Cash & Cash equivalents	109.32	51.68

The accompanying notes are an integral part of the financial statements

As per our report of even date**For J S Maheshwari & co****Chartered Accountants****Registration No. 001318C****Dilip Maliwal****Partner****M No 148387****Place - Ahmedabad****Date - 20th April, 2022****UDIN: 22148387AHKMJI6882****For and on behalf of the Board****Dineshbhai B. Pandya****Managing Director****DIN: 06647303****Jigar D. Pandya****Director****DIN: 07905076****Nirajkumar Malaviya****Company Secretary****PAN: CAKPM4097D****Dev Pandya****CFO****PAN:CALPP1419F**

ADD-SHOP E-RETAIL LIMITED
B-304 Imperial Height 1150ft Ring Road, Rajkot, Gujarat-360005
(CIN: L51109GJ2013PLC076482)
Statement of Changes in Equity
For the year ended 31st March, 2022

(Rs. In Lakhs)

A. Equity Share Capital

As at 01.04.2020	647.41
Movement during the year on account of Bonus shares issued	485.56
As at 31.03.2021	1,132.97
Movement during the year on account of Bonus shares issued	792.70
As at 31.03.2022	1,925.67

B. Other Equity

Particulars	Reserves and Surplus		Total
	Securities Premium	Retained Earnings	
Balance as at 1st April,2020	383.85	231.27	615.12
Profit for the year	-	767.67	767.67
Other Comprehensive Income for the Year	-	-	-
Total Comprehensive Income for the Year	-	767.67	767.67
Bonus Shares Issued by capitalizing	(383.85)	(101.71)	(485.56)
Balance as at 31st March,2021	-	897.23	897.23
Balance as at 1st April,2021	-	897.23	897.23
Profit for the year	-	1,908.68	1,908.68
Other Comprehensive Income for the Year	-	-	-
Total Comprehensive Income for the Year	-	1,908.68	1,908.68
Bonus Shares Issued by capitalizing	-	(792.70)	(792.70)
Balance as at 31st March,2022	-	2,013.22	2,013.22

The accompanying notes are an integral part of the financial statements

As per our report of even date
For J S Maheshwari & co
Chartered Accountants
Registration No. 001318C

For and on behalf of the Board

Dineshbhai B. Pandya
Managing Director
DIN: 06647303

Jigar D. Pandya
Director
DIN: 07905076

Dilip Maliwal
Partner
M No 148387
Place - Ahmedabad
Date - 20th April, 2022
UDIN: 22148387AHKMJI6882

Nirajkumar Malaviya
Company Secretary
PAN: CAKPM4097D

Dev Pandya
CFO
PAN:CALPP1419F

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2022

COMPANY INFORMATION / OVERVIEW

ADD-SHOP E-RETAIL LIMITED (“the Company”) is a public limited Company having its registered office situated at B-304, Imperial Heights, 150 Ft Ring Road, Rajkot- 360005. The Company is engaged in the business of manufacturing and trading of herbal, ayurvedic and agro commodities and having a PAN India presence of its product under retail chain model.

The financial statements were authorised for issue in accordance with a resolution of the directors on 20th April, 2022.

“1” SIGNIFICANT ACCOUNTING POLICES:

This note provides a list of the significant accounting policies adopted in the preparation of these financial statements. These policies have been consistently applied to all the years presented, unless otherwise stated.

BASIS OF PREPARATION OF FINANCIAL STATEMENTS

The financial statements of the Company have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 as amended by the Companies (Indian Accounting Standards) (Amendment) Rules,2016.

The financial statements have been prepared on the historical cost basis, except for certain financial instruments (including derivative instruments) which are measured at fair values at the end of each reporting period, as explained in the accounting policies below. Fair value for measurement and/or disclosure purposes in the financial statements is determined on such a basis, except for leasing transactions that are within the scope of IND AS 116 and measurements that have some similarities to fair value but are not fair value, such as net realisable value in Ind AS 2 or value in use in Ind AS 36.

The financial statements are presented in Indian rupees (INR) and all values are rounded to the nearest lacs, except otherwise indicated.

All the assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle. Based on the nature of the products and the time between the acquisition of assets for processing and their realization in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current / non-current classification of assets and liabilities

CURRENT VERSUS NON-CURRENT CLASSIFICATION

The Company presents assets and liabilities in the balance sheet based on current/ non-current classification. An asset is treated as current when it is:

- Expected to be realised or intended to be sold or consumed in normal operating cycle
- Held primarily for the purpose of sale/lease

- Expected to be realised within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in normal operating cycle
- It is held primarily for the purpose of sale/lease
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

The Company classifies all other liabilities as non-current

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

USE OF ESTIMATES

The preparation of the financial statements in conformity with Ind AS requires the management to make estimates, judgments and assumptions. These estimates, judgments and assumptions affect the application of accounting policies and the reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the period. The application of accounting policies that require critical accounting estimates involving complex and subjective judgments and the use of assumptions in these financial statements have been disclosed below. Actual results could differ from those estimates. Appropriate changes in estimates are made as management becomes aware of changes in circumstances surrounding the estimates. Changes in estimates are reflected in the financial statements in the period in which changes are made and, if material, their effects are disclosed in the notes to the financial statements.

REVENUE RECOGNITION

Revenue is recognized when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods or services, regardless of when the payment is being made. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment. The Company is the principal in all of its revenue arrangements since it is the primary obligor in all the revenue arrangements as it has pricing latitude and is also exposed to inventory and credit risks. However, Goods and Services tax (GST) are not received by the Company on its own account. Rather, it is tax collected on value added to the commodity by the seller on behalf of the government. Accordingly, it is excluded from revenue.

Sale of Goods:

Revenue from sales is recognized when the substantial risks and rewards of ownership of goods are transferred to the buyer and the collection of the resulting receivables is reasonably expected. This usually occurs upon dispatch, after the price has been determined and collection of the receivable is reasonably certain. Revenue from the sale of goods is measured at the fair value of the consideration received or receivable, net of returns and allowances, trade discounts and volume rebates.

Sale of Services:

The Company recognizes revenue when the significant terms of the arrangement are enforceable, services have been delivered and the collectability is reasonably assured.

Other income:**Interest**

For all debt instruments measured either at amortized cost or at fair value through other comprehensive income, interest income is recorded using the effective interest rate (EIR). EIR is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the gross carrying amount of the financial asset or to the amortized cost of a financial liability. When calculating the effective interest rate, the company estimates the expected cash flows by considering all the contractual terms of the financial instrument (for example, prepayment, extension, call and similar options) but does not consider the expected credit losses. Interest income is included in finance income in the statement of profit and loss.

PROPERTY, PLANT & EQUIPMENT

Freehold land is carried at historical cost. All other items of property, plant and equipment are stated at historical cost less depreciation and impairment, if any. Historical cost includes expenditure that is directly attributable to the acquisition of the items. The cost of property, plant and equipment comprises its purchase price net of any trade discounts and rebates, any import duties and other taxes (other than those subsequently recoverable from the tax authorities), any directly attributable expenditure on making the asset ready for its intended use, including relevant borrowing costs for qualifying assets and any expected costs of decommissioning. Items such as spare parts, stand-by equipment and servicing equipment are recognised in accordance with this Ind AS 16 when they meet the definition of property, plant and equipment. Expenditure incurred after the property, plant and equipment have been put into operation, such as repairs and maintenance, are charged to the Statement of Profit and Loss in the period in which the costs are incurred. Major shut-down and overhaul expenditure is capitalized as the activities undertaken improve the economic benefits expected to arise from the asset.

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

Advances paid towards the acquisition of Property, Plant & Equipment outstanding at each reporting date is classified as Capital advances under Other Non –Current Assets and assets which are not ready for intended use as on the date of Balance sheet are disclosed as “Capital Work in Progress.”

DEPRECIATION/ AMORTISATION

Depreciation on Property, Plant & Equipment is charged on Straight Line Method. Depreciations are charged over the estimated useful lives of the assets as specified in Schedule II of the Companies Act, 2013. Depreciation in respect of additions to/and deletion from assets has been charged on pro-rata basis from/till the date they are put to commercial use.

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at regular intervals and adjusted prospectively, if appropriate.

Depreciation on additions/deletions to Property plant and equipment during the year is provided for on a pro-rata basis with reference to the date of additions/deletions.

Depreciation on subsequent expenditure on Property plant and equipment arising on account of capital improvement or other factors is provided for prospectively over the remaining useful life. Depreciation on refurbished/revamped Property plant and equipment which are capitalized separately is provide for over the reassessed useful life

IMPAIRMENT OF ASSESTS

Property, Plant & Equipment are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of the asset's fair value less cost of disposal and value in use.

BORROWING COST

Borrowing costs that are attributable to the acquisition or construction of qualifying assets (assets which require substantial period of time to get ready for its intended use) are capitalized as part of the cost of that asset. All other borrowing costs are charged to the Statement of Profit and Loss for the period for which they are incurred.

INVENTORIES

Inventories are valued at the lower of cost and net realizable value. Cost incurred in bringing each products to its present location and condition are accounted for as follows:-

- **Finished goods and Work In Progress:**

Cost includes cost of direct materials and labour and a proportion of manufacturing overheads based on the normal operating capacity. Cost in determined on first in, first out basis.

- **Traded Goods:**

Cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on first in, first out basis.

Net realizable values is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale.

TAXATION

The income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate for each jurisdiction adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses.

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period in the countries where the Company operates and generates taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Deferred income tax is provided in full, using the liability method, on temporary differences arising between the tax base of assets and liabilities and their carrying amounts in the financial statements. Deferred income tax is also not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting profit nor taxable profit (tax loss). Deferred income tax is determined using tax rates (and laws) that have been enacted or substantively enacted by the end of the reporting period and are expected to apply when the related deferred income tax asset is realized or the deferred income tax liability is settled.

Deferred tax assets are recognized for all deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilize those temporary differences and losses.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis or to realize the asset and settle the liability simultaneously.

Current and deferred tax is recognized in Profit or Loss, except to the extent that it relates to items recognized in other comprehensive income or directly in equity. In this case, the tax is also recognized in other comprehensive income or directly in equity, respectively.

CASH AND CASH EQUIVALENTS

Cash and cash equivalents for the purpose of Cash Flow Statement comprise Cash and Cheques in hand, bank balances, demand deposits with banks (other than deposits pledged with government authorities and margin money deposits) with an original maturity of three months or less.

CASH FLOW STATEMENT

Cash flows are reported using the indirect method, whereby profit / (loss) before extraordinary items and tax is adjusted for the effects of transactions of non-cash nature and any deferrals or

accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.

PROVISION, CONTINGENT LIABILITIES AND CONTINGENT ASSETS

Provisions: Provisions are recognized when there is a present obligation as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and there is a reliable estimate of the amount of the obligation. Provisions are measured at the best estimate of the expenditure required to settle the present obligation at the Balance Sheet date and are not discounted to its present value.

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

Contingent Assets: Contingent Assets are neither recognized nor disclosed in the financial statements.

EARNINGS PER SHARE (EPS)

The earnings considered in ascertaining the Company's earnings per share comprise the net profit after tax (and include post tax effect of any extraordinary items.) The number of shares used in computing basic earnings per share is the weighted average number of shares outstanding during the period. The number of shares used in computing diluted earnings per share comprises of the weighted average number of shares outstanding during the period. The number of shares used in computing diluted earnings per share comprises of the weighted average shares considered for deriving basic earnings per share, and also the weighted average number of equity shares which could have been issued on conversion of all dilutive potential equity shares.

RELATED PARTY TRANSACTIONS

Related party transactions are transfer of resources or obligations between related parties, regardless of whether a price is charged. Parties are considered to be related, if one party has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial or operating decisions. Parties are considered to be related if they are subject to common control or common significant influence.

SEGMENT REPORTING

Operating segments are reported in a manner consistent with the internal reporting provided by Chief Financial Officer and Director of the Company jointly and responsible for allocating resources, assess the financial performance of the Company and make strategic decisions.

The Company has identified one reportable segment "trading of textile products" based on information reviewed by them.

DIVIDEND:

Dividend declared is provided in books of account when the same is approved by shareholders'.

EMPLOYEE BENEFITS

- **Short-term Obligations**

Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognised in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the balance sheet.

- **Post Employee Obligations**

The Company operates the following post-employment schemes:

- defined contribution plans such as provident fund.

- **Gratuity obligations**

The Company had an obligation towards gratuity – a defined benefit retirement plan covering eligible employees. The plan provides a lump sum payment to vested employees at retirement, death while in employment or on termination of an employment of an amount equivalent to 15 days salary payable for each completed years of service or part thereof in excess of six months. Vesting occurs upon completion of five years of service and is payable thereafter on occurrence of any of above events.

As per information provided by the Company, there are no employees who have served more than 5 years.

- **Defined contribution plans**

Retirement benefit in the form of provident fund is a defined contribution scheme. The company has no obligation, other than the contribution payable to the provident fund. The company recognizes contribution payable to the provident fund scheme as an expense, when an employee renders the related service. If the contribution payable to the scheme for service received before the balance sheet date exceeds the contribution already paid, the deficit payable to the scheme is recognized as a liability after deducting the contribution already paid.

FOREIGN CURRENCY TRANSACTIONS

Initial Recognition:

On initial recognition, all foreign currency transactions are recorded by applying to the foreign currency amount the exchange rate between the functional currency and the foreign currency at the date of the transaction.

Subsequent Recognition:

As at the reporting date, non-monetary items which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction. All non-monetary items which are carried at fair value or other similar valuation denominated in a foreign currency are reported using the exchange rates that existed when the values were determined. All monetary assets and liabilities in foreign currency are reinstated at the end of accounting period. Exchange differences on reinstatement of all monetary items are recognised in the Statement of Profit and Loss.

FINANCIAL INSTRUMENTS

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

FINANCIAL ASSETS**Initial recognition and measurement**

All financial assets are initially recognised when the Company becomes a party to the contractual provisions of the instrument. All financial assets are initially measured at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset.

Subsequent measurement**❖ Classification**

For the purpose of subsequent measurement, the Company classifies financial assets in following categories:

- **Financial assets at amortised cost**
Financial assets at amortized cost are subsequently measured at amortized cost using the effective interest method. The amortized cost is reduced by impairment losses, if any. Interest income and impairment are recognized in the Statement of Profit and Loss.
- **Financial assets at fair value through other comprehensive income (FVTOCI)**
These assets are subsequently measured at fair value through other comprehensive income (OCI). Changes in fair values are recognized in OCI and on derecognition, cumulative gain or loss previously recognized in OCI is reclassified to the Statement of Profit and Loss. Interest income calculated using EIR and impairment loss, if any, are recognized in the Statement of Profit and Loss.
- **Financial assets at fair value through profit or loss (FVTPL)**
These assets are subsequently measured at fair value. Net gains and losses, including any interest income, are recognized in the Statement of Profit and Loss.

Financial assets are not reclassified subsequent to their recognition except if and in the period the Company changes its business model for managing for financial assets.

De-recognition

The Company derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Company neither transfers nor retains substantially all of the risks and rewards of ownership and it does not retain control of the financial asset.

If the Company enters into transactions whereby it transfers assets recognised on its balance sheet, but retains either all or substantially all of the risks and rewards of the transferred assets, the transferred assets are not derecognised.

Any gain or loss on derecognition is recognised in the Statement of Profit and Loss.

Impairment of financial assets

The Company applies the expected credit loss model for recognizing impairment loss on financial assets measured at amortized cost, lease receivable, trade receivable other contractual rights to receive cash or other financial assets. For trade receivable, the Company measures the loss allowance at an amount equal to life time expected credit losses. Further, for the measuring life time expected credit losses allowance for trade receivable the Company has used a practical expedient as permitted under Indian AS 109. This expected credit loss allowance is computed based on provisions, matrix which takes into account historical credit loss experience and adjusted for forward looking information.

FINANCIAL LIABILITIES

Initial recognition and measurement

All financial liabilities are initially recognised when the Company becomes a party to the contractual provisions of the instrument. All financial liabilities are initially measured at amortized cost unless at initial recognition, they are classified as fair value through profit or loss. In case of trade payables they are initially recognize at fair value and subsequently, these liabilities are held at amortized cost, using the Effective interest method.

Classification and subsequent measurement

Financial liabilities are classified as measured at amortised cost or FVTPL.

A financial liability is classified as FVTPL if it is classified as held-for-trading, or it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognised in the Statement of Profit and Loss.

Financial liabilities other than classified as FVTPL, are subsequently measured at amortized cost using the effective interest method. Interest expense is recognised in Statement of Profit and Loss. Any gain or loss on derecognition is also recognised in the Statement of Profit and Loss.

De-recognition

A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the

same lender on subsequently different terms, or the terms of an existing liability are subsequently modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of the new liability. The difference in the respective carrying amount is recognize in the Statement of Profit & Loss.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount presented in the balance sheet when, and only when, the Company currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realise the assets and settle the liabilities simultaneously.

Financial guarantee contracts

A financial guarantee contract is a contract that requires the issuer to make specified payments to reimburse the holder for a loss it incurs because a specified debtor fails to make payments when due in accordance with the terms of a debt instrument.

Financial guarantee contracts issued by a Company entity are initially measured at their fair values and, if not designated as at FVTPL, are subsequently measured at the higher of:

- the amount of loss allowance determined in accordance with impairment requirements of Ind AS 109; and
- the amount initially recognised less, when appropriate, the cumulative amount of income recognised in accordance with the principles of Ind AS 18.

Segmental Reporting

The Company's segmental reporting is in accordance with Ind AS 108 Operating Segments. Operating segments are reported in a manner consistent with the internal reporting provided to the board of directors, which is responsible for allocating resources and assessing performance of the operating segments and has been identified as the chief operating decision maker.

ADD-SHOP E-RETAIL LIMITED
"2" Property, Plant & Equipment

Rs In Lakhs

PARTICULARS	Land	Factory Building	Plant & Machinery	Electric Installation & Fittings	Furniture & Fixtures	Computer	Printer	Air Conditioner	Motor Vehicle	Office Equipment	TOTAL TANGIBLE ASSETS	INTANGIBLE ASSETS-SOFTWARE	CAPITAL WORK IN PROGRESS
Gross Carrying Amount as at March 31,2020	6.21	237.71	52.37	0.45	5.66	10.87	0.21	0.89	55.07	9.03	378.47	20.57	-
Additions	-	14.00	0.32	0.20	2.78	1.34	-	0.35	130.14	5.31	154.44	-	-
Disposals/ Deduction	-	-	-	-	-	-	-	-	17.77	-	17.77	-	-
Gross Carrying Amount as at March 31,2021	6.21	251.71	52.69	0.65	8.44	12.21	0.21	1.24	167.44	14.34	515.14	20.57	-
Additions	-	20.23	200.83	1.33	24.24	-	-	3.73	40.01	2.01	292.38	-	-
Disposals/ Deduction	-	-	-	-	-	-	-	-	17.95	-	17.95	-	-
Gross Carrying Amount as at March 31,2022	6.21	271.94	253.52	1.98	32.68	12.21	0.21	4.97	189.50	16.35	789.57	20.57	-
Accumulated Depreciation/ Amortization and Impairment													
Balance as at March 31,2020	-	3.82	3.31	0.08	0.83	8.95	0.06	0.22	4.72	3.78	25.77	12.87	-
Depreciation for the year	-	3.83	3.33	0.06	0.68	1.57	0.07	0.22	11.82	2.89	24.47	3.91	-
Depreciation on Disposals	-	-	-	-	-	-	-	-	3.15	-	3.15	-	-
Balance as at March 31,2021	-	7.65	6.64	0.14	1.51	10.52	0.13	0.44	13.39	6.67	47.09	16.78	-
Depreciation for the year	-	4.14	12.20	0.14	1.28	0.43	0.07	0.64	20.43	4.23	43.57	2.77	-
Depreciation on Disposals	-	-	-	-	-	-	-	-	-	-	-	-	-
Balance as at March 31,2022	-	11.79	18.84	0.28	2.79	10.95	0.20	1.08	33.82	10.90	90.66	19.55	-
Net Carrying Amount													
As at March 31,2022	6.21	260.16	234.67	1.70	29.89	1.26	0.01	3.89	155.68	5.45	698.91	1.02	-
As at March 31,2021	6.21	244.06	46.05	0.51	6.93	1.69	0.08	0.80	154.05	7.67	468.05	3.79	-
As at March 31,2020	6.21	233.89	49.06	0.37	4.83	1.92	0.15	0.67	50.35	5.25	352.70	7.70	-
As at March 31,2019	6.21	234.23	52.24	0.41	2.02	3.51	0.06	0.84	22.27	5.01	326.80	10.98	-

Note: The Company has elected to continue with the carrying value for all of its property, plant & equipment as recognized in the financial statements as the date of transition to IND AS. i.e. 1st April,2019 measured as per previous GAAP and use that as its deemed cost as at the date of transition.

Sr. No	Particulars	As At 31.03.2022	As At 31.03.2021
"3"	Non Current Loans		
	Others: Unsecured, considered good		
	Advance Recoverable in Cash or in Kind	0.50	0.25
	Security Deposits	3.07	3.07
		<u>3.57</u>	<u>3.32</u>
"4"	Other Non Current Assets		
	Share Issue Expenses not written off	-	-
		-	-
"5"	Inventories		
	(As taken, valued & certified by the Management)		
	(At lower of cost and net realisable value)		
	Finished Goods	1,946.76	783.33
		<u>1,946.76</u>	<u>783.33</u>
"6"	Trade Receivables		
	Undisputed Trade Receivables		
	(i) Considered Good		
	Less than 6 months	1,846.75	3,166.35
	6 months to 1 year	154.54	0.86
	1-2 year	274.37	3.91
	2-3 years	-	-
	More than 3 years	-	-
	(i) Considered Doubtful	-	-
	Disputed Trade Receivables		
	(i) Considered Good	-	-
	(i) Considered Doubtful	-	-
		<u>2,275.66</u>	<u>3,171.12</u>
"7"	Cash and cash equivalents		
	Balances with Bank		
	- In Current Accounts	100.39	45.59
	Cash on hand	8.93	6.09
	In Fixed Deposits	-	-
		<u>109.32</u>	<u>51.68</u>
"8"	Current Loans		
	a) Security Deposits		
	b) Loans/ Advance to Directors/ KMP/ Related parties:		
	Promoters	-	-
	Directors	-	-
	KMPs	-	-
	Related Parties	-	-
	c) Other Loans : (Unsecured, considered good)		
	Advances recoverable in cash or in kind for value to be received		
	Statutory Authorities	22.43	1.27
	Advance to staff	0.52	0.73
	Others	11.80	-
		<u>34.75</u>	<u>2.00</u>
"9"	Other Current Assets		
	Prepaid Exp.	-	0.31
		<u>-</u>	<u>0.31</u>

"10" Equity Share Capital

Authorised	Number of Shares	Amount	Number of Shares	Amount
Equity Shares of Rs.10 each	22,500,000	2,250.00	11,500,000	1,150.00
Issued,Subscribed & Fully paid up				
Equity Shares of Rs.10 each, fully paid	19,256,701	1,925.67	11,329,716	1,132.97
(a) Reconciliation of Number of Shares	Number of Shares	Amount	Number of Shares	Amount
Balance as at the beginning of the Year	11,329,716	1,132.97	6,474,125	647.41
Issued During the Year	-	-	-	-
Bonus Issue	7,926,985	792.70	4,855,591	485.56
Balance as at the end of the Year	19,256,701	1,925.67	11,329,716	1,132.97
(b) Details of Share holding more than 5% Shares:-				
Dineshbhai P Pandhya	10,596,570	55.03%	6,792,100	59.95%
Shashank Pravinchandra Doshi	-	0.00%	770,000	6.80%
(b) Shares held by the promoters at the end of the year				
Dineshbhai P Pandhya	10,596,570	55.03%	6,792,100	59.95%
Mrs. Jayshree D. Pandya	585,702	3.04%	344,531	3.04%
Ms. Deviben D. Pandya	28	0.0001%	17	0.0002%
Mr. Devang D. Pandya	28	0.0001%	17	0.0002%
Mr. Jigar D. Pandya	28	0.0001%	17	0.0002%

% change during the year : Promoters holding is reduced to 55.03% (59.95% in Previous year) that is reduced during the year t

(c) Rights, preferences and restrictions attached to shares :-

The Company has only one class of equity shares having par value of ` 10 each and the holder of the equity share is entitled to one vote per share. The dividend proposed by Board of Directors is subject to approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive the remaining assets of the Company in proportion to the number of equity shares held.

"11" Other Equity

Particulars	Securities Premium	Revaluation Reserve	Capital Reserve	Retained Earnings
Balance as at 1st April,2020	383.85	-	-	231.27
Profit for the year	-	-	-	767.67
Other Comprehensive Income for the Year	-	-	-	-
Total Comprehensive Income for the Year	-	-	-	767.67
Bonus Shares Issued by capitalizing	383.85	-	-	101.71
Balance as at 31st March,2021	-	-	-	897.23
Balance as at 1st April,2021	-	-	-	897.23
Profit for the year	-	-	-	1,908.68
Other Comprehensive Income for the Year	-	-	-	-
Total Comprehensive Income for the Year	-	-	-	1,908.68
Bonus Shares Issued by capitalizing	-	-	-	(792.70)
Balance as at 31st March,2022	-	-	-	2,013.22

	As At 31.03.2022	As At 31.03.2021
"12" Financial Liabilities - Borrowings		
Business Loan - Secured		
Term Loan From Bank	192.72	75.15
From NBFC	-	50.63
Vehicle Loan- Secured by respective vehicle	135.67	115.23
	<u>328.40</u>	<u>241.01</u>

(i) Nature of Security

The Company is availing bank loan at 7-9% of rate of interest (as mentioned below) which is secured by hypothecation charge on book debt, stock, plant & machinery & industrial shed of the Company. The said loan is further secured by commercial and residential property given by the Managing Director of the Company along with personnel guarantee of Promoters Directors of the Company.

All Vehicle Loans are secured by hypothecation of Vehicle

(ii) Terms of Re-payment of Loan

Particulars	Rate of Interest	Original Loan Amount	Repayment Terms
1) ICICI Bank Vehicle Loan	7.55%	10,000,000	To be repaid in 84 months starting from December, 2020 with instalment of Rs. 153598
2) HDFC Bank Car Loan	7.10%	3,307,998	To be repaid in 60 months starting from January,2022 with instalment of Rs. 65660
3) HDFC Bank Car Loan	8.90%	3,181,761	To be repaid in 63 months starting from October, 2019 with instalment of Rs. 65894
4) Axis Bank Working Capital Term Loan	9.25%	7,270,000	To be repaid in 60 months instalment of Rs. 201945+Monthly accrued interest
5) Axis Bank SBB secured Term Loan	8.00%	15,000,000	To be repaid in 60 months instalment of Rs. 263150

Note: The rate of Interest is subject to change in Repo rate

"13" Deferred Tax Liabilities		
Opening Balance	8.49	12.02
Add:		
Timing Difference between tax WDV and carrying values of Property, Plant and Equipments	7.90	(3.53)
Closing Balance	<u>16.39</u>	<u>8.49</u>

"14" Current Financial Liabilities - Borrowings

Particulars	As At 31.03.2021	As At 31.03.2021
Secured Loan		
From Bank	1.95	524.85
	<u>1.95</u>	<u>524.85</u>

The Company is availing bank loan at 7-9% of rate of interest (as mentioned below) which is secured by hypothecation charge on book debt, stock, plant & machinery & industrial shed of the Company. The said loan is further secured by commercial and residential property given by the Managing Director of the Company along with personnel guarantee of Promoters Directors of the Company.

"15" Current Liabilities - Trade Payables**Unsecured, repayable on Demand:**

i] Due to Micro and Small Enterprises	-	-
ii] Other than due to Micro and Small Enterprises		
Outstanding for less than 1 year	335.39	1,249.11
Outstanding for 01-02 years	-	-
Outstanding for 02-03 years	-	-
Outstanding for More than 3 years	-	-
iii] Disputed dues- MSME	-	-
iv] Disputed dues- Others	-	-
	<u>335.39</u>	<u>1,249.11</u>

"16" Current Provisions

(i) GST Payable	-	-
(ii) Provisions for TDS/ TCS	3.83	12.68
(iii) Advance from custoemoers	3.32	12.90
	<u>7.15</u>	<u>25.58</u>

"17" Current Provisions

(i) Distributor Commission	-	-
(ii) Provisions for employees benefits	13.12	8.79
(iii) Unpaid Audit Fee	-	-
(iv) Other Provisions	-	0.79
	<u>13.12</u>	<u>9.58</u>

"18" Current Tax Liabilities (Net)

(i) Current tax provision (Net)	428.70	252.97
	<u>428.70</u>	<u>252.97</u>

	As At	(Rs. In Lakhs)
	31.03.2022	As At
		31.03.2021
"19" Revenue from Operations		
a) Sale of Products (Net)	15,965.31	7,857.12
b) Sale of Services	-	-
c) Other Operating Revenues	-	-
	15,965.31	7,857.12
"20" Other Income		
a) Kasar & Vataav	-	-
b) Other Misc. Income	-	-
	-	-
"21" Changes in Inventories of Finished goods, Work-in-progress and Stock-in-trade		
Stock at the beginning of the year		
Finished Goods	783.33	712.14
Total-A	783.33	712.14
Stock at the end of the year		
Finished Goods	1,946.76	783.33
Total-B	1,946.76	783.33
(Increase) / Decrease in Stocks (A-B)	(1,163.43)	(71.19)
"22" Employees Benefits Expenses		
(a) Directors Remuneration	84.00	48.00
(b) Salaries and Bonus	59.79	59.59
(c) Contribution to Provident Fund & other fund	6.37	5.93
(d) Employees Welfare & other Amenties	1.75	1.55
	151.91	115.07
"23" Finance Cost		
Interest Expenses	98.08	90.26
Bank & Other Charges	1.40	8.11
	99.48	98.37
"24" Other Expenses		
Advertising Exp	31.24	0.92
Auditor Fees	-	0.65
CSR & Other Donations	21.24	-
Consultancy Expenses	-	6.38
Discount Expenses	334.35	27.46
Distributor Incentive & Commission Exp	761.75	815.90
Donations	-	8.86
Electricity Exp	2.43	2.81
Event Management Exp	59.95	41.48
Fuel Exp.	-	1.97
Insurance Exp	3.99	2.13
Legal Fees	37.97	12.11
Loss on sale of Car	3.95	-
Membership Fees	-	0.60
Misc Exp W/off	-	20.42
Miscellaneous Expenditure	-	2.60
Rent, Rates & Taxes	22.22	6.28
Office & Factory Expenses	15.66	10.65
Outgoing Transportation Exp	30.58	40.05
Tea & Refreshment Exp.	-	0.62
ROC Exp.	-	5.88
Software Exp	12.56	9.30
Stationery, Printing & Packing Material Exp	8.23	2.89
Telephone Exp.	0.64	0.90
Travelling Exp	4.50	13.92
Vehicle Repairing Exp.	5.32	1.61
	1,356.58	1,036.39

"25" Earning Per Equity Share		
1. Net Profit after tax as per Statement of Profit and Loss attributable to Equity Shareholders	1,908.68	767.67
2. Number of equity shares used as denominator for calculating EPS	19,256,701	11,329,716
3. Basic and Diluted Earning per Share	9.91	6.78
4. Face Value per equity share (in Rs)	10.00	10.00
"26" Earning in Foreign Exchange	Nil	Nil

"27" Related Party Disclosures under IND AS 24

Related Parties/Nature of Relationship :

Enterprises over which Key Managerial Personnel exercises significant influence

A.	Dada Organics	Proprietor of Managing Director
B.	Key Managerial Persons	
	Mr. Dineshbhai B Pandya	Promoter- Managing Director
	Mrs. Jayshree D. Pandya	Promoter- Director
	Ms. Deviben D. Pandya	Promoter- Director
	Mr. Devang D. Pandya	Promoter- Director
	Mr. Jigar D. Pandya	Promoter- Director
	Mr. Rajeshkumar R. Parekh	Independent Director
	Mr. Vivek G. Dadhanania	Independent Director
	Mr. Rushabh Vora	Independent Director
	Mr. Yagnik D. Mundadiya	Independent Director
	Ms. Kinjal J. Khunt	Independent Director

Nature of Transaction	FY 2021-22	FY 20-21
Key Managerial Personnel		
Director Remuneration		
Mr. Dineshbhai B Pandya	36.00	24.00
Mrs. Jayshree D. Pandya	12.00	6.00
Ms. Deviben D. Pandya	12.00	6.00
Mr. Devang D. Pandya	12.00	6.00
Mr. Jigar D. Pandya	12.00	6.00
Enterprise over which KMP exercise significant influence		
Purchase - Dada Organics	13,001.64	5,552.55
Sales - Dada Organics	-	-
Outstanding Payable		
Key Managerial Personnel		
Mr. Dineshbhai B Pandya	3.00	-
Mrs. Jayshree D. Pandya	1.00	0.50
Ms. Deviben D. Pandya	1.00	0.50
Mr. Devang D. Pandya	1.00	0.50
Mr. Jigar D. Pandya	1.00	0.50
Dada Organics	325.68	1,180.17

"28" Financial Instruments

Particular	Carrying Value		Fair Value	
	March 31,2022	March 31,2021	March 31,2022	March 31,2021
Financial Assets				
Amortised cost				
Trade receivables	2,275.66	3,171.12	2,275.66	3,171.12
Cash and cash equivalents	109.32	51.68	109.32	51.68
Loans and Advances (Current)	34.75	2.00	34.75	2.00
Loans and Advances (Non Current)	3.57	3.32	3.57	3.32
FVTOCI				
Investment in equity instruments	-	-	-	-
FVTPL				
Investment in equity instruments (Unquoted)	-	-	-	-
Total Assests	2,423.31	3,228.12	2,423.31	3,228.12
Financial Liabilities				
Amortised cost				
Long Term Borrowings	328.40	241.01	328.40	241.01
Trade payables	335.39	1,249.11	335.39	1,249.11
Other Financial Liabilities	-	141.81	-	141.81
Short Term Borrowings	1.95	524.85	1.95	524.85
Total Liabilities	665.74	2,156.78	665.74	2,156.78

The management assessed that fair value of cash and short-term deposits, trade receivables, trade payables, and other current financial assets and liabilities approximate their carrying amounts largely due to the short-term maturities of these. The fair value of the financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

The following methods and assumptions were used to estimate the fair values:

- i) Long-term fixed-rate receivables/borrowings are evaluated by the Company based on parameters such as interest rates, specific country risk factors, individual creditworthiness of the customer and the risk characteristics of the financed project. Based on this evaluation, allowances are taken into account for the expected losses of these receivables.
- ii) Fair values of the Company's interest-bearing borrowings and loans are determined by using DCF method using discount rate that reflects the issuer's borrowing rate as at the end of the reporting period. The own non- performance risk as at March 31, 2022 was assessed to be insignificant.
- iii) The fair values of the unquoted equity shares, if any have been estimated using a discounted cash flow model. The valuation requires management to make certain assumptions about the model inputs, including forecast cash flows, discount rate, credit risk and volatility, the probabilities of the various estimates within the range can be reasonably assessed and are used in management's estimate of fair value for these unquoted equity investments.

"29" Financial Risk Management

The Company's principal financial liabilities, comprise loans and borrowings, trade and other payables. The main purpose of these financial liabilities is to finance the Company's operations and to provide guarantees to support its operations. The Company's principal financial assets include loans, trade and other receivables, and cash and short-term deposits that derive directly from its operations.

The Company's activities expose it to a variety of financial risks: credit risk, liquidity risk and interest rate risk. The Company's primary focus is to foresee the unpredictability of financial markets and seek to minimize potential adverse effects on its financial performance.

The Board of Directors reviews and agrees policies for

Credit Risk

Credit risk is the risk of financial loss to the Company if a customer or counter party to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's receivables from customers and investment securities.

Credit risk arises from cash held with banks and financial institutions, as well as credit exposure to clients, including outstanding accounts receivable. The maximum exposure to credit risk is equal to the carrying value of the financial assets.

The objective of managing counterparty credit risk is to prevent losses in financial assets. The Company assesses the credit quality of the counter parties, taking into account their financial position, past experience and other factors.

Trade and other receivables

The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer. The demographics of the customer, including the default risk of the industry and country in which the customer operates, also has an influence on credit risk assessment. In addition, receivable balances are monitored on an ongoing basis with the result that the Company's exposure to Bad debt is not significant. Also the Company doesnot enter into sales transaction with customers having credit loss history. There are no significant Credit risk with related parties of the Company. The Company's is exposed to Credit risk in the event of non payment of customers. Credit risk concentration with respect to Trade Receivables is mitigated by the Company's large customer base. Adequate expected credit losses are recognised as per the assessment. The history of Trade receivables shows an allowance for bad and doubtful debts of Rs Nil (Nil as at March 31,2021). The Company has made allowance of Rs Nil (Nil as at March 31,2021) against Trade receivable of Rs. 2275.66 lacs (Rs. 3171.12 Lacs as at March 31,2021).

Bank Deposits

The company maintains its cash and cash equivalents and bank deposits with reputed and highly rated bank. Hence, there is no significant credit risk on such deposits.

Investments

The Company limits its exposure to credit risk by generally investing in liquid securities and only with counterparties that have a good credit rating. The company does not expect any losses from non- performance by these counter-parties, and does not have any significant concentration of exposures to specific industry sectors.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company manages its liquidity risk through credit limits with banks.

The Company's corporate treasury department is responsible for liquidity, funding as well as settlement management. In addition, processes and policies related to such risks are overseen by senior management.

The working capital position of the Company is given

below :

Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021
Cash and Cash equivalents	109.32	51.68
Total	109.32	51.68

The table below provides details regarding the contractual maturities of significant financial liabilities as at March 31, 2022 and March 31, 2021.

Particulars	As at	Less than 1 year	1-2 years	More than 2 years
Borrowings	31-03-22	91.98	90.03	238.37
	31-03-21	524.85	108.60	132.41
Trade Payables	31-03-22	335.39	-	-
	31-03-21	1,249.11	-	-
Other Financial Liabilities	31-03-22	-	-	-
	31-03-21	141.81	-	-

"30" Capital management

The Company's policy is to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business. The Company monitors the return on capital. The Company's objective when managing capital is to maintain an optimal structure so as to maximize shareholder value.

The capital structure is as follows :

(Rs in Lakhs)

Particulars	March 31, 2022	March 31, 2021
Total equity attributable to the equity share holders of	3,938.89	2,030.20
As percentage of total capital	92.26%	72.61%
Current borrowings	1.95	524.85
Non-current borrowings	328.40	241.01
Total borrowings	330.35	765.86
As a percentage of total capital	7.74%	27.39%
Total capital (borrowings and equity)	4,269.23	2,796.06

"31" Trade Payable to MSME

According to the information available with the Management, on the basis of intimation received from suppliers regarding status of Micro, Small And Medium Enterprise Development Act, 2006, the Company has amount due to Micro and Small enterprise under the said Act as on 31.03.2022 is as under:-

Particulars	2021-22	2020-21
Principal Amount Due	-	-
Interest Due on above	-	-
Amount of interest paid in terms of Section 16 of MSME Act, 2006	-	-
Amount of interest due and payable for the period of delay	-	-
Amt of interest accrued and remaining unpaid as at year end	-	-
Amt. of further interest remaining due and payable in the	-	-

"32" Events Occurring After Balance - Sheet

The Company evaluates events and transactions that occur subsequent to the balance sheet date but prior to the approval of financial statements to determine the necessity for recognition and/or reporting of any of these events and transactions in the financial statements. As of 20th April,2022 there were no subsequent events to be recognised or reported that are not already disclosed."

"33" Segment Information

Operating segments are reported in a manner consistent with the internal reporting provided to the Chief Operating Decision Maker (CODM). The CODM is considered to be the Board of Directors who makes strategic decisions and is responsible for allocating resources and assessing performance of the operating segments.

The Company's only business segment is in Herbal , Ayurvedic and Agro Commodity ,hence the disclosure of segment wise information as required by Ind AS 108 on "Segment Reporting" is not applicable .

"34" Contingent Liabilities and Commitment

NIL

"35" Compliance with number of layers of companies: . The Company does not have any Subsidiary Company.

"36" Registration of charges or satisfaction with Registrar of Companies – There is no charge created by the Company.

"37" Relationship with Struck off Companies: Not Applicable

"38" Wilful Defaulter : The Company has not been declared as Wilful Defaulter by any Bank or Financial Institutions or Government or any Government Authority

"39" **Details of Benami Property held :** No proceedings have been initiated during the year or are pending against the Company as at March 31, 2022 for holding any Benami Property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder

"40" **Capital WIP :** Not Applicable

"41" **Intangible assets under development :** Not Applicable

In the opinion of the Board of Directors, Current Assets, Loans and Advances have a value of realization equivalent to the amount at which they are stated in the Balance Sheet. Adequate provisions have been made in the accounts for all the known liabilities.

"42"

Previous Years Figures have been re-grouped/ re-arranged wherever consider necessary. The Companies has complied the above accounts based on the revised/modified schedule III as applicable for the accounting period 2021-22. The disclosure requirement are made in the notes to accounts for by way of additional statements. The other disclosure required by the Companies Act, are made in the notes to accounts

"43"

"44"

Ratios	2021-22	2020-21	% of Change
Current Ratio	5.55	1.82	205.32
Debt Equity Ratio	0.09	0.38	(76.92)
Debt Service coverage ratio	7.70	4.55	69.26
Return on Equity Ratio	64%	47%	37.15
Inventory Turnover Ratio	8.77	7.43	17.93
Trade Receivables turnover ratio	5.86	2.93	100.02
Trade payables turnover ratio	35.68	4.45	701.83
Net capital turnover ratio	4.46	4.35	2.42
Net profit ratio	12%	10%	22.36
Return on Capital employed	57%	49%	16.23
Return on investment	48%	38%	28.15

Current Ratio : Increased primarily due to increase in Inventory and decrease in Trade payable

Debt Equity Ratio : Decreased primarily due to increase in Equity share capital

Debt Service coverage ratio : Increased primarily due to increase in EBITDA & Turnover of Company

Return on Equity Ratio : Increased due to increase in operating profit of Company

Inventory Turnover Ratio : Not increased significantly, Increased due to increase in price of Goods

Trade Receivables turnover ratio : Increased primarily due to efficient extension of credit period

Trade payables turnover ratio : Increased primarily due to efficient management of working capital

Net profit ratio : Increased due to increase in operating profit of Company

Return on Capital employed : Increased due to increase in operating profit of Company

Return on investment : Increased due to increase in operating profit of Company

Ratios	Numerator	Denominator
Current Ratio	Current Assets	Current Liabilities
Debt Equity Ratio	Debt Capital	Shareholder's Equity
Debt Service coverage ratio	EBITDA-CAPEX	Debt Service (Int+Principal)
Return on Equity Ratio	Profit for the year	Average Shareholder's Equity
Inventory Turnover Ratio	COGS	Average Inventory
Trade Receivables turnover ratio	Net Sales	Average trade receivables
Trade payables turnover ratio	Total Purchases	Closing Trade Payables
Net capital turnover ratio	Sales	Working capital (CA-CL)
Net profit ratio	Net Profit	Sales
Return on Capital employed	Earnings before interest and tax	Capital Employed
Return on investment	Net Profit	Investment