



Aditya Consumer Marketing Limited

CIN : L52190BR2002PLC009872
An ISO 9001:2015 Certified Company
a **JSE** Listed Company

August 31, 2019

BSE Limited

Phiroze Jeejeebhoy Towers
Dalal Street,
Mumbai-400 001

SCRIP Code: 540146

Sub:- Annual Report - Regulation 34 of the Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir/Madam

Pursuant to Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 we are submitting herewith the Annual Report of the Company for the Financial Year 2018-2019 along with notice of 17th Annual General Meeting.

The Annual Report for the Financial Year 2018-19 is uploaded on the website of the Company i.e. www.adityaconsumer.com.

This is for your information and record.

Thanking you

Yours faithfully

For Aditya Consumer Marketing Limited

For Aditya Consumer Marketing Limited

Hridaya Narayan Tiwari

Company Secretary

Hridaya Narayan Tiwari
Company Secretary

Encl : as above



999 SUPER MARKET

Patna

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

Gaya

- Gaya College Road

999 Salon

For Ladies

Patna

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

Gaya

- Gaya College Road

For Gents

Patna

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



Banquet & Conference Hall

Patna

- Bandar Bagicha
- Kankar Bagh

Gaya

- Gaya College Road

Yo!China

Patna

- Bandar Bagicha
- Ashiana Nagar
- Patna City

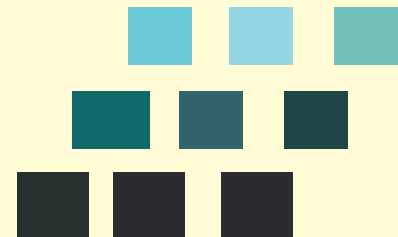
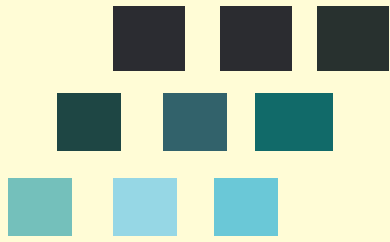
Gaya

- Gaya College Road

TAKE-AWAY-EXPRESS

- S K Puri
- Kadam Kuan
- Mumbai

Aditya Consumer Marketing Limited



17th ANNUAL REPORT 2018-19

CORPORATE INFORMATION

Mr. Yashovardhan Sinha	Chairman and Management Director
Mrs. Sunita Sinha	Wholetime Director
Mrs. Meena Sharma	Non Executive Director
Mrs. Vandana Sinha	Non Executive Director
Mr. Ravi Prakash Chamria	Non Executive Director
Mr. Chandra Shekhar Prasad Gupta	Non Executive Director
COMPANY SECRETARY & COMPLIANCE OFFICER	Hridaya Narayan Tiwari (w.e.f-14th March 2019)
CHIEF FINANCIAL OFFICER	Anil Kumar Singh
STATUTORY AUDITORS	O.P. Tulsyan & Co.
SECRETARIAL AUDITORS	Ekta Kumari, K E & Company
INTERNAL AUDITORS	R.P. Sachan & Associates
LEGAL CONSULTANT	Pallavi Pandey Madan Mohan
REGISTER AND SHARE TRANSFER AGENT	Cameo Corporate Services Limited

REGISTERED OFFICE

Lower Ground & Ground Floor,
Aditya House, M-20 Road No.26,
S.K. Nagar, Patna-800001, Bihar
Tel No.- 0612-2520847
Email : cs@adityaconsumer.com
Website : www.adityaconsumer.com

Board of Directors



Mr. Yashovardhan Sinha
Chairman & Managing Director



Mrs. Sunita Sinha
Wholetime Director



Mrs. Meena Sharma
Non-Executive Director



Mrs. Vandana Sinha
Non-Executive Director



Mr. Ravi Prakash Chamaria
Non-Executive Director



Mr. Chandra Shekhar Prasad Gupta
Non-Executive Director



Hridaya Narayan Tiwari
Company Secretary & Compliance Officer



Mr. Anil Kumar Singh
Chief Financial Officer

Registered Office : Lower Ground & Ground Floor, Aditya House, M-20, Road No.26, S.K.Nagar, Patna -800001, Bihar
T : +91 612 25206 74/854, E : cs@adityaconsumer.com
website : www.adityaconsumer.com

INDEX

Page No.

■ Chairman Message	:	01
■ Notice	:	03
■ Director's Report	:	09
■ Management Discussion & Analysis	:	29
■ Corporate Governance	:	31
■ Independent Auditor's Report	:	46
■ Balance Sheet	:	60
■ Profit & Loss Account	:	61
■ Cash Flow Statement	:	63
■ Notes Forming Part of Financial Statement	:	65

CHAIRMAN MESSAGE



Mr. Yashovardhan Sinha
Chairman & Managing Director

Dear shareholders,

It's a long journey of 17 years for our growth, success and learning. I Yashovardhan Sinha, with warm pleasure welcomes you all in the 17th Annual General Meeting of your company for the year ended March 31, 2019. A year of environmental threats, which effected the sales somehow but also your company have made it a profitable year.

From the humble beginning in the year 2002 to the aggressive initiation of expansion plan to have stores and other segments in other districts of Bihar, then getting listed in Bombay Stock Exchange in 2016 and the opening of 7th 9 to 9 Super Market at Gaya in May 2018 & 3rd Outlet Of Take-Away-Express(Online & Off-line Food Delivery Platform) at Mumbai in January 2019, Company has come a long way but still has miles to go.

Performance Review

In a competitive environment also your company have seen a growth in sales which resulted an increase in Net Profit & EBITDA. Your company has earned gross revenue of Rs. 84.17 crore through sale against Rs. 75.17 crore in the previous year and net revenue of Rs. 76.89 crore against Rs. 69.76 crore in the previous year, registering a growth of 10.22% YOY. EBITDA also grew by 9.07% to 9.42% with a growth of 3.85% as compared to last year and in absolute terms 14.53% to Rs. 7.25 crore in current year from Rs. 6.33 crore in previous year. Your Company's net profit after tax jumped by 23% to Rs. 3.67 crore from Rs. 2.98 crore in the previous year. Same Store Sales growth had been 6.82%.

The increase in EBITDA has been possible due to continued focus in increasing the share of profitable segment sale. Share of salon business grew by 0.92% to 8.62% of total sales. Similarly sale of Food & Beverages grew by 27.02% of 18.66% of total sales compared to 16.19% in previous year & Retail have also seen an increase in sales by 7.74%.

Highlights of our financial performance during the year 2018-19.

- Gross Revenue of Rs. 84.17 crore and Net Revenue of Rs. 76.89 crore
- EBITDA of Rs. 7.25 crore
- Net Profit of Rs. 3.67 crore
- Earnings per Share (EPS) of Rs. 2.51
- New Addition: At Gaya & Mumbai
- Next District To Move: Muzaffarpur & Darbhanga

It has indeed been an eventful year since i last had the privilege of addressing you and I would like to thank all stakeholders for the steadfast support and unwavering confidence reposed in the company through thick & thin. A good profitable year has only because of our team's hard work. Our Management team have come with all their best possible ideas to drive up the sales of all the segments which resulted in a higher sales.

On behalf of the entire Board of Directors and the management team, I would like to thank you for your continued support and encouragement. The dedication and commitment of the employees and officers at all levels continues to be the major strength for the company. We shall make continuous efforts to build on the strengths to face future challenges and sustain the momentum for profitable growth.

Our Segments

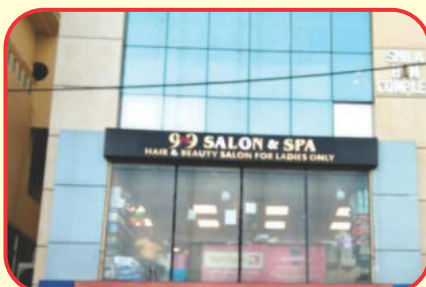
RETAIL



F & B



Salon & Spa



NOTICE

Notice is hereby given that the **Seventeen** (17th) Annual General Meeting of **THE ADITYA CONSUMER MARKETING LIMITED**(CIN - L52190BR2002PLC009872) will be held on **Monday**, the **23rd September, 2019** at 01:00 p.m. at 9 to 9 Banquet Hall(Sapphire), Nutan Plaza, Bander Bagicha, Patna-800001, Bihar to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet and Statement of Profit and Loss for the year ended 31st March 2019, together with the Reports of the Board of Directors and the Auditors thereon.
2. To appoint Mrs. Vandana Sinha (DIN – 01671087), who retires by rotation and being eligible, offers herself for re-appointment.
3. To appoint M/s O. P. Tulsyan & Co., Chartered Accountants, Lucknow (Registration No. FRN 500028N) as approved by Board at the meeting on 22nd August 2019 as Statutory Auditors of the Company, to hold office until the conclusion of next Annual General Meeting, and to fix their remuneration for the financial year ending 31st March, 2020

"RESOLVED THAT, pursuant to provisions of section 139 of the Companies Act 2013 and all other applicable provisions, if any (including any statutory modification or re-enactment thereof for the time being in force) the appointment of M/s O. P. Tulsyan & Co, Chartered Accountants, Lucknow (Registration No. FRN 500028N) be and is hereby appointed to hold the office as auditors till the conclusion of next Annual General Meeting to conduct audit for the financial year 2019-20 with such remuneration as may be mutually decided between Board of Directors and Auditors."

Notes:

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member of the company. Proxies in order to be effective must be received by the Company, at its Registered Office not less than 48 hours before the Meeting.

A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
2. The Register of Members and Share Transfer Book of the company will remain closed from Tuesday, 17th September, 2019 to Monday, 23rd September, 2019 (both days inclusive) for the purpose of the Meeting.
3. Members desirous of obtaining any information concerning the accounts and operations of the company are requested to send their queries to the company at least seven days before the Meeting at its registered office, so that information required by the members may be available at the meeting.
4. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts.
5. Members are requested to notify the change in their address to the Registrar and Share Transfer Agent of the company.
6. Corporate Members intending to send their authorized representative to attend the Meeting are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Annual General Meeting.
7. Members are requested to hand over the enclosed Attendance Slip, duly signed in accordance with their specimen signature(s) registered with the Company/Depository participants for admission to the meeting hall. Members who hold shares in dematerialized form are requested to bring their Client ID and DP ID Numbers for identification.
8. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change of

address immediately to the Company / Registrars and Transfer Agent ,M/s Cameo Corporate Services Limited.

9. Details under Regulation 36(3) of the Listing obligations with the Stock Exchange in respect of the Directors seeking appointment / re-appointment at the Annual General Meeting, forms integral part of the notice. The Directors have furnished the requisite declarations for their appointment / re-appointment.
10. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the company electronically.
11. In case of joint holders attending the Meeting, only such joint holders who are higher in the order of names will be entitled to vote.
12. Members are requested to send their queries at least 10 days before the date of meeting so that information can be made available at the meeting.
13. In terms of Section 72 of the Companies Act, 2013, a member of the company may nominate a person on whom the shares held by him/her shall vest in the event of his/her death. Members desirous of availing this facility may submit nomination in prescribed Form-SH-13 to the company/RTA in case shares are held in physical form, and to their respective depository participant, if held in electronic form.
14. The voting rights of shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date (record date) of September 16, 2019. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. **16th September' 2019**, may obtain the login ID and sequence number by sending a request at investor@cameoindia.com.
15. The members of the Company, whose names appear in the Register of Members / list of Beneficial Owners as on the cut-off date i.e. September 16, 2019 may cast their vote electronically on the Resolution set forth in this Notice as per the instructions for e-voting given hereunder.
16. Electronic copy of Notice of AGM is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hardcopy of the same. For members who have not registered their email address, physical copies of the Notice of AGM is being sent in the permitted mode.
17. Members may also note that the Notice of EGM will also be available on the Company's website www.adityaconsumer.com for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's email id: cs@adityaconsumer.com.
18. The Company has made arrangements for casting votes by its Equity Shareholders by remote e-voting process in accordance with Rule 20 of the Companies (Management and Administration) Rules, 2014. The Company has made arrangements with Central Depository Services (India) Limited ('CDSL') for facilitating remote e-voting process.
19. The facility of voting through ballot paper shall be made available at the meeting to those members, who have not casted their vote by remote e-voting. The members who have casted their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
20. **Voting Through Electronic Means:**

Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide its members the facility of 'remote e-voting' (e-voting from a place other than venue of the AGM) to exercise their right to vote at the AGM

The business may be transacted through e-voting services rendered by Central Depository Services (India) Limited (CDSL).

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

The Company has appointed Ms. Ekta Kumari, Practicing Company Secretary as the Scrutinizer for conducting the remote e-voting and the voting process at the AGM in a fair and transparent manner.

The instruction to members for voting electronically are as under:

- I. The voting period begins on Friday, September 20, 2019 at 09.00 a.m. and ends on Sunday, September 22, 2019 at 5.00 p.m. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Monday, September 16, 2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- II. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- III. The shareholders should log on to the e-voting website www.evotingindia.com.
- IV. Click on Shareholders.
- V. Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- VI. Next enter the Image Verification as displayed and Click on Login.
- VII. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- VIII. If you are a first-time user follow the steps given below:

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

- IX. After entering these details appropriately, click on "SUBMIT" tab.
- X. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It

is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- XI. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- XII. Click on the EVSN for the relevant <Aditya Consumer Marketing Limited>on which you choose to vote.
- XIII. On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- XIV. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- XV. After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- XVI. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- XVII. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- XVIII. If a demat account holder has forgotten the login password, then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- XIX. Note for Non-Individual Shareholders and Custodians:
 - ❖ Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporate.
 - ❖ 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 favor of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- XX. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com

Place: Patna
Date: 22nd August, 2019

Registered Office:-
Lower Ground & Ground Floor, Aditya House,
M-20, Road No.26, S.K.Nagar
Patna-800001.

By order of the Board of Directors

Hridaya Narayan Tiwari
Company Secretary &
Compliance Officer
ACS - 41214

ANNEXURE TO ITEM NO.2 OF THE NOTICE

**Details of the Director seeking re-appointment at the forthcoming
Annual General Meeting**

[Pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements)
Regulations, 2015) and
Secretarial standard on General Meetings (SS-2)

Name of the Director	Vandana Sinha
DIN	01671087
Date of Birth	19-11-1965
Date of Appointment	25-07-2002
Areas of Specialization	Administration and Supervision of Human resources related functions
Qualifications	(B.A)
No. of Shares Held in the Company	5,61,857
Directorship held in outside Public Limited Companies	-
Chairman/member of the Committee of the Board of Directors of this Company	1) Member of Audit Committee
	2) Member of Stakeholders Relationship Committee
	3) Member of Nomination & Remuneration Committee
Chairman/member of the Committee of the Board of Directors of other Companies	-
Other information	-

Place: Patna
Date: 22nd August, 2019

Registered Office:-
Lower Ground & Ground Floor, Aditya House,
M-20, Road No.26, S.K.Nagar
Patna-800001.

By order of the Board of Directors

Hridaya Narayan Tiwari
Company Secretary &
Compliance Officer
ACS - 41214

17th ANNUAL GENERAL MEETING

Date

Monday, 23rd September, 2019

Time

01:00 P.M.

Venue

9 to 9 Banquet Hall (Sapphire)
Nutan Plaza, Bander Bagicha, Patna-01, Bihar.

Route Map to the Venue of AGM



DIRECTORS' REPORT

To
 The Members of
The Aditya Consumer Marketing Limited

Your Directors are pleased to present the 17th Annual Report and the Audited Statement of Accounts for the year ended 31st March, 2019. The Financial results are shown as below.

1. Financial Results

Particulars	(₹ In Crore)	
	31.03.2019	31.03.2018
Income from sales(Gross)	84.17	75.17
Less: Taxes	(7.28)	(5.40)
Income from Sales(Net)	76.89	69.76
Other Income	0.10	0.14
Total Income	76.99	69.91
Less: Expenditure	69.72	63.56
Profit/(Loss) before interest, depreciation and tax	7.27	6.35
Less : Depreciation	1.44	1.29
Interest	0.76	0.62
Provisions for Taxation	1.40	1.46
Profit/(Loss) before extraordinary item	3.67	2.9
Less: Extraordinary Item (Written back items)		
Profit/(Loss) after Taxes	3.67	2.98
Profit/(Loss) available for appropriation	3.67	2.98
Profit and Loss Appropriation Account	-	-
Balance carried to Balance sheet	3.67	2.98

2. Overview of Company's Financial Performance

Your Company is in the business of multi-location Retail supermarket, Beauty and Hair Salon, Food & Beverages (restaurants and Take-Away) and banqueting. In this financial year Company has reported sterling growth in sales, EBITDA & net profit. Your company has earned gross revenue of Rs. 84.17 crore through sale against Rs. 75.17 crore in the previous year and net revenue of Rs. 76.89 crore against Rs. 69.76 crore in the previous year, registering a growth of 10.22% YOY. EBITDA also grew by 9.07% to 9.42% with a growth of 3.85% as compared to last year and in absolute terms 14.53% to Rs. 7.25 crore in current year from Rs. 6.33 crore in previous year. Your Company's net profit after tax jumped by 23% to Rs. 3.67 crore from Rs. 2.98 crore in the previous year. Same Store Sales growth had been 6.82%.

The increase in EBITDA has been possible due to continued focus in increasing the share of profitable segment sale. Share of salon business grew by 0.92% to 8.62% of total sales. Similarly sale of Food & Beverages grew by 27.02% of 18.66% of total sales compared to 16.19% in previous year & Retail have also seen an increase in sales by 7.74%.

3. Dividend

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

4. Share Capital

The issued, subscribed and paid-up equity share capital of the company as on 31st March, 2019 is 14,63,38,870. During the year under review, the Company has not issued shares with differential voting rights, nor granted stock options nor sweat equity.

5. Transfer to Reserves

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

6. Change in nature of business

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

7. Review of Operation

During the year under review new activities was started by the company. In order to expand the operations of your company, the Company has opened 7th 9 to 9 Super market, YO! China , 9 to 9 Salon ,and 9 to 9 Banquet Hall at Shivraj Plaza, West Church Road, Near DM Residence, Gaya-823001, Bihar and a branch of Take-Away-Express (Online & offline Food Delivery Platform) at Lower Parel, Mumbai(W), during the year and we are

planning to open new unit of Company in Muzaffarpur & Darbhanga very soon.

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

There were no material changes and commitments affecting the financial position of your Company which have occurred between the end of the financial year 2018-19 and the date of this Report.

9. Directors' Responsibility Statement

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

- a) in the preparation of the annual accounts for the year ended March 31, 2019, the applicable accounting standards read with requirements set out under Schedule III to the Act, have been followed and there are no material departures from the same;
- b) the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2019 and of the profit/loss of the Company for the year ended on that date;
- c) The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) The Directors have prepared the annual accounts on a 'going concern' basis;
- e) The Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively; and
- f) The Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

10. SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES

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

11. Deposits

During the financial year 2018-19, your Company has not accepted any fixed deposits within the meaning of section 73 and 74 of the Companies Act, 2013 read together with the Companies (Acceptance of Deposits) Rules, 2014.

12. Directors and key managerial personnel

Appointments:

In compliance with the provisions of Sections 196, 197 & 203 read with Rule 8 of companies (Appointment and remuneration) Rules, 2014 and other applicable provisions, if any, of the Companies Act, at the Board Meeting, Mr. Hridaya Narayan Tiwari has been appointed as a Company Secretary & Compliance Officer with effect from 14th March, 2019.

Resignation:

During the financial year 2018-19, No director has resigned from the Company. Ms. Rachna was working as a Company Secretary & Compliance Officer resigned with effect from closure of business hours of 13th March, 2019.

13. Disclosure relating to Remuneration and Nomination Policy

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

14. Independent Directors' Meeting

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

15. Board Evaluation

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

has been explained in the Corporate Governance Report.

16. Meetings

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

17. Declaration by independent directors

Your Company has received declarations from each independent director under Section 149(7) of the Companies Act, 2013, that he/she meets the criteria of independence laid down in Section 149(6) of the Companies Act, 2013.

18. Committees of the Board

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

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

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

19. Auditors:

A. Statutory Auditors

At the Annual General Meeting held on September 23, 2019, O.P.Tulsyan & co , Chartered Accountants (Registration No. FRN 500028N), were appointed as statutory auditors of the Company to hold office till the conclusion of the Annual General Meeting to be held in the calendar year 2019. In this regard, the Company has received a certificate from the auditors to the effect that if they are reappointed, it would be in accordance with the provisions of Section 141 of the Companies Act, 2013.

B. Secretarial Auditor

Ms. K E & Company, Practicing Company Secretary, Patna, was appointed to conduct the secretarial audit of the Company for the financial year 2019-20, as required under Section 204 of the Companies Act, 2013 and Rules there under. The secretarial audit report for FY 2018-19 forms part of the Annual Report as "Annexure A" to the Board's report.

C. Cost Auditor

As per the requirement of the Central Government and pursuant to section 148 of the Companies Act, 2013, read with Companies (Cost Records and Audit) Rules, 2014 as amended from time to time, your company hereby confirms that the provisions of this section is not applicable, hence your company needs not required to appoint cost auditor for the financial year 2019-20.

20. Auditors' Report

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

21. Internal Audit and Controls

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

22. Related Party Transactions

During the financial year 2018-19, there were no transactions with related parties which qualify as material transactions under the Listing Agreement and that the provisions of section 188 of the Companies act, 2013 are not attracted. Thus disclosure in form AOC-2 is not required. Further, there were not material related party transactions during the year under review with the Promoters, Directors of Key Managerial Personnel.

23. Corporate Social Responsibility

The Board of Directors of your company hereby confirms that the provisions of section 135(1) of the Companies Act, 2013 and Rule 9 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 is not applicable to our company for the financial year 2018-2019.

24. Loans, Guarantees and Investments

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

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

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

(A) Conservation of Energy:

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

(B) Technology Absorption:

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

(C) Foreign Exchange Earnings and Outgo:

(₹ In Lakhs)

	31.03.2018	31.03.2019
Foreign Exchange Earnings	NIL	NIL
Foreign Exchange Outgoings	NIL	NIL

26. Extract of Annual Return

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

27. Vigil Mechanism

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

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

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

Company has not received any complaint on sexual harassment during the financial year 2018-19.

29. Particulars of Employees

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

30. Details on internal financial controls related to financial statements

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

31. Significant/Material orders passed by the regulators

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

32. General

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

33. Appreciation

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

Place: Patna
Date: 28th May, 2019

By order of the Board of Directors

**Sd/ -
Yashovardhan Sinha
Chairman & Managing Director
DIN: 01636599**

FORM NO. MR-3

SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31st MARCH, 2019

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

To,
The Members,
ADITYA CONSUMER MARKETING LIMITED
Lower Ground & Ground Floor, Aditya House, M-20,
Road No.26, S.K.Nagar
Patna-800001, Bihar

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

Based on my verification of the Aditya Consumer Marketing Limited books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on **31st March, 2019** complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

I have examined the books, papers, minute books, forms and returns filed and other record maintained by the Aditya Consumer Marketing Limited (CIN: L52190BR2002PLC009872) for the financial year ended on **31st March, 2019** according to the provisions of:

1. The Companies Act, 2013 (the Act) and the rules made there under.
2. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
3. The Depositories Act, 1996 and the Regulations and bye-laws framed there under;
4. 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;
5. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure requirements) Regulations, 2009; and amendments from time to time;
 - (d) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations. 2008;
 - (f) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998.
6. Employees Provident Fund and Miscellaneous Provisions Act, 1952.
7. Income Tax Act, 1961;.
8. Employees' State Insurance Act, 1948.
9. Service Tax.
10. Memorandum of Association and Article of Association of the Company .

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India with respect to Board and General Meetings.

(ii) The Listing Agreements entered into by the Company with the concerned Stock Exchanges read with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

I further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors and Non Executive Directors and Independent as well as Non-independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in most cases and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting. Majority decisions are carried through consensus while the dissenting member's views, wherever applicable, are captured and recorded in the minutes where such members specifically demand for recording the same.

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

Place: Patna

Date: 28th May, 2019

Name of Company Secretary

Ekta Kumari

ACS No: 43392

C.P. No. : 16109

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

Annexure A of Secretarial Audit Report

To,
The Members,
ADITYA CONSUMER MARKETING LIMITED
Lower Ground & Ground Floor, Aditya House, M-20,
Road No.26, S.K.Nagar
Patna-800001, Bihar

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

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. I have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the process and practices, I followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events, etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedure on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Place: Patna

Date: 28th May, 2019

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

ANNEXURE 'B' TO BOARD'S REPORT

EXTRACT OF ANNUAL RETURN

as on the financial year ended 31.03.2019
 [Pursuant to Section 92(3) of the Companies Act, 2013, and Rule 12(1) of the
 Companies (Management and Administration) Rules, 2014]

FORM NO. MGT 9

I. Registration and other details	
CIN	L52190BR2002PLC009872
Registration Date	25/07/2002
Name of the Company	ADITYA CONSUMER MARKETING LIMITED
Category/Sub Category of the Company	Public Company / Limited by shares
Address of the Registered Office and contact details	Lower Ground & Ground Floor, Aditya House, M-20, Road No.26, S.K.Nagar, Patna-800001 Contact No:-0612 2520854 EMAIL: cs@adityaconsumer.com WEBSITE: www.adityaconsumer.com
Whether listed company	Yes
Name, address and contact details of Registrar and Transfer Agent, if any	Cameo Corporate Services Limited Submaramanian Building, 1 Club House Road, Chennai-600 002. Email:- cameo@cameoindia.com Website:- www.cameoindia.com

II. Principal Business Activities of the Company		
All the Business Activities contributing 10% or more of the total turnover of the Company shall be stated:		
Name & Description of Main Products/Services	NIC Code of Product/Service	% of total turnover of the Company
The Company is engaged in establishment and operation of Departmental stores, super Market retailing in consumer items, Food & Beverages (Restaurants), Services (Salon).	52190	100%

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

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)									
i) Category-wise Shareholding									
Category of shareholders	No. of shares held at the beginning of the year (01.04.2018)				No. of shares held at the end of the year (31.03.2019)				% change during the year
	Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	
A. Promoters									
1. Indian									
a. Individual/HUF	7913315	0	7913315	54.08 %	7913315	0	7913315	54.08 %	0.00
b. Central/State Govt.	0	0	0	0.00	0	0	0	0.00	0.00
c. Bodies Corporate	0	0	0	0	0	0	0	0	0.00
d. Banks/FIs	0	0	0	0.00	0	0	0	0.00	0.00
e. Any other...	0	0	0	0.00	0	0	0	0.00	0.00
Sub-Total A(1)	7913315	0	6642729	54.08 %	7913315	0	7913315	54.08 %	0.00
2. Foreign									
a. NRI-Individual	0	0	0	0.00	0	0	0	0.00	0.00
b. Bodies Corporate	0	0	0	0.00	0	0	0	0.00	0.00
c. Institutions	0	0	0	0.00	0	0	0	0.00	0.00

d. Banks/FIs	0	0	0	0.00	0	0	0	0.00	0.00
e. Any other...	0	0	0	0.00	0	0	0	0.00	0.00
Sub-Total A(2)	0	0	0	0.00	0	0	0	0.00	0.00
Total shareholding of Promoter & Group (A)=A(1)+A(2)	7913315	0	7913315	54.08 %	7913315	0	7913315	54.08 %	0.00
Category of shareholders	No. of shares held at the beginning of the year (01.04.2018)				No. of shares held at the end of the year (31.03.2019)				% change during the year
	Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	
B. Public shareholding									
1. Institutions									
a. Mutual Funds	0	0	0	0	0	0	0	0	0
b. Fins/Bank	0	0	0	0	0	0	0	0	0
c. Central/State Govt;	0	0	0	0	0	0	0	0	0
d. Venture Capital Fund	0	0	0	0	0	0	0	0	0
e. Insurance Companies	0	0	0	0	0	0	0	0	0
f. FIs	0	0	0	0	0	0	0	0	0
g. Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
h. Qualified Foreign Invs	0	0	0	0	0	0	0	0	0
i. Others	0	0	0	0	0	0	0	0	0
Sub-Total B(1)	0	0	0	0	0	0	0	0	0
2.Non-Institutions									
a. Body Corporate	2644000	0	2644000	18.07 %	3471000	0	3471000	23.72 %	5.65%
b. Individual Holding									
i) Upto Rs.1 Lakh	162000	0	162000	1.10 %	155000	0	155000	01.06 %	(0.05%)
ii) Above Rs. 1 Lakh	2175129	0	2175129	14.86 %	2231129	0	2231129	15.25 %	0.38%
c. Qualified Foreign Investors	0	0	0	0					
d. Others									
Clearing Members	10000	0	10000	0.07	0	0	0	0.00	(0.07%)
HUF	1729443	0	1729443	11.82 %	863443	0	863443	5.90 %	(5.92%)
Sub-Total B(2)	6720572	0	6720572	45.92 %	6720572	0	6720572	45.92 %	0
Total Public Shareholding (B)=B(1)+B(2)	6720572	0	6720572	45.92 %	6720572	0	6720572	45.92 %	0
C. Shares Held by Custodian for GDR's and ADR's	0	0	0	0	0	0	0	0	0
Grand Total (A+B+C)	14633887	0	14633887	100.00					

ii) Shareholding of Promoters

Sr. No.	Name of Shareholder	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of shares	% of total shares of the company	% of Shares Pledged / encumbered to total shares	No. of shares	% of total shares of the company	% of Shares Pledged / encumbered to total shares	
1	Yashovardhan Sinha	3214086	22%	0	3214086	22%	0	0
2	Sunita Sinha	2304929	15.8%	0	2304929	15.8%	0	0
3	Rashi Vardhan	821429	5.61%	0	821429	5.61%	0	0
4	Meena Sharma	561857	3.8%	0	561857	3.8%	0	0
5	Vandana Sinha	561857	3.8%	0	561857	3.8%	0	0
6	Yosham Vardhan	449157	3.1%	0	449157	3.1%	0	0
	TOTAL	0	0	0	0	0	0.00	0.00

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

iv) Shareholding Pattern of Top Ten Shareholders (Other than Directors, Promoters and Holders of GDRs and ADRs)					
Sl.No.	Name of the Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding at the end of the year	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
1	AJAY KUMAR HUF.				
	At the beginning of the year 01-Apr-2018	1625443	11.1073	1625443	11.1073
	Sale-April0-2018	-800000	5.4667	825443	5.6406
	At the end of the Year 31-Mar-2019	825443	5.6406	825443	5.6406
2	FANCOS TRADEMART PRIVATE LIMITED				
	At the beginning of the year 01-Apr-2018	1574000	10.7558	1574000	10.7558
	Sale 06-Apr-2018	-200000	1.3666	1374000	9.3891
	Sale 13-Apr-2018	-225000	1.5375	1149000	7.8516
	Sale 27-Apr-2018	-325000	2.2208	824000	5.6307
	Sale 04-May-2018	-45000	0.3075	779000	5.3232
	Sale 18-May-2018	-585000	3.9975	194000	1.3256
	Sale 29-Jun-2018	-100000	0.6833	94000	0.6423
	Sale 06-Jul-2018	-94000	0.6423	0	0.0000
	Purchase 17-Aug-2018	540000	3.6900	540000	3.6900
	Purchase 07-Sep-2018	591000	4.0385	1131000	7.7286
	Sale 13-Sep-2018	-6000	0.0410	1125000	7.6876
	Sale 21-Sep-2018	-22000	0.1503	1103000	7.5373
	Sale 28-Sep-2018	-1000	0.0068	1102000	7.5304
	Sale 28-Dec-2018	-30000	0.2050	1072000	7.3254
	Sale 31-Dec-2018	-25000	0.1708	1047000	7.1546
Sale 11-Jan-2019	-1000	0.0068	1046000	7.1477	
At the end of the year 31-Mar-2019	1046000	7.1477	1046000	7.1477	

3	RINU SINHA				
	At the beginning of the year 01-Apr-2018	1095129	7.4835	1095129	7.4835
	Sale 11-May-2018	-1095129	7.4835	0	0.0000
	At the end of the year 31-Mar-2019	0	0.0000	0	0.0000
4	RINU SINHA				
	At the beginning of the year 01-Apr-2018	0	0.0000	0	0.0000
	Purchase 11-May-2018	1095129	7.4835	1095129	7.4835
	At the end of the Year 31-Mar-2019	1095129	7.4835	1095129	7.4835
5	GUINNESS SECURITIES LIMITED				
	At the beginning of the year 01-Apr-2018	474000	3.2390	474000	3.2390
	Purchase 13-Apr-2018	82000	0.5603	556000	3.7994
	Purchase 20-Apr-2018	24000	0.1640	580000	3.9634
	Purchase 25-May-2018	14000	0.0956	594000	4.0590
	Purchase 01-Jun-2018	14000	0.0956	608000	4.1547
	Sale 08-Jun-2018	-26000	0.1776	582000	3.9770
	Purchase 15-Jun-2018	50000	0.3416	632000	4.3187
	Purchase 22-Jun-2018	91000	0.6218	723000	4.9405
	Purchase 29-Jun-2018	54600	0.3731	777600	5.3136
	Sale 06-Jul-2018	-91200	0.6232	686400	4.6904
	Purchase 13-Jul-2018	24000	0.1640	710400	4.8544
	Purchase 20-Jul-2018	4000	0.0273	714400	4.8818
	Sale 27-Jul-2018	-1000	0.0068	713400	4.8749
	Purchase 03-Aug-2018	1000	0.0068	714400	4.8818
	Purchase 10-Aug-2018	65000	0.4441	779400	5.3259
	Purchase 17-Aug-2018	59000	0.4031	838400	5.7291
	Purchase 24-Aug-2018	109000	0.7448	947400	6.4740
	Purchase 31-Aug-2018	70000	0.4783	1017400	6.9523
	Purchase 07-Sep-2018	42000	0.2870	1059400	7.2393
	Purchase 13-Sep-2018	1000	0.0068	1060400	7.2461
	Purchase 14-Sep-2018	1000	0.0068	1061400	7.2530
	Purchase 28-Sep-2018	3000	0.0205	1064400	7.2735

	Purchase 05-Oct-2018	3000	0.0205	1067400	7.2940
	Purchase 12-Oct-2018	3000	0.0205	1070400	7.3145
	Purchase 26-Oct-2018	1000	0.0068	1071400	7.3213
	Sale 02-Nov-2018	-1000	0.0068	1070400	7.3145
	Sale 09-Nov-2018	-312400	2.1347	758000	5.1797
	Sale 21-Dec-2018	-758000	5.1797	0	0.0000
	At the end of the year 31-Mar-2019	0	0.0000	0	0.0000
6	GUINNESS SECURITIES LIMITED				
	At the beginning of the year 01-Apr-2018	0	0.0000	0	0.0000
	Purchase 15-Jun-2018	17000	0.1161	17000	0.1161
	Sale 29-Jun-2018	-3000	0.0205	14000	0.0956
	Sale 06-Jul-2018	-14000	0.0956	0	0.0000
	Purchase 09-Nov-2018	13000	0.0888	13000	0.0888
	Sale 16-Nov-2018	-12000	0.0820	1000	0.0068
	At the end of the Year 31-Mar-2019	1000	0.0068	1000	0.0068
7	MONOTYPE INDIA LIMITED				
	At the beginning of the year 01-Apr-2018	152000	1.0386	152000	1.0386
	Purchase 30-Jun-2018	600	0.0041	152600	1.0427
	Purchase 06-Jul-2018	27400	0.1872	180000	1.2300
	Sale 13-Jul-2018	-180000	1.2300	0	0.0000
	At the end of the Year 31-Mar-2019	0	0.0000	0	0.0000
8	MONOTYPE INDIA LTD				
	At the beginning of the year 01-Apr-2018	0	0.0000	0	0.0000
	Purchase 13-Jul-2018	189000	1.2915	189000	1.2915
	Purchase 31-Aug-2018	46000	0.3143	235000	1.6058
	Purchase 28-Dec-2018	335000	2.2892	570000	3.8950
	At the end of the Year 31-Mar-2019	570000	3.8950	570000	3.8950

9	ARVIND SINGH				
	At the beginning of the year 01-Apr-2018	102000	0.6970	102000	0.6970
	Sale 06-Apr-2018	-22000	0.1503	80000	0.5466
	Sale 13-Apr-2018	-32000	0.2186	48000	0.3280
	Sale 27-Apr-2018	-26000	0.1776	22000	0.1503
	Sale 11-May-2018	-6000	0.0410	16000	0.1093
	Sale 18-May-2018	-5000	0.0341	11000	0.0751
	Sale 15-Jun-2018	-5000	0.0341	6000	0.0410
	Sale 22-Jun-2018	-2000	0.0136	4000	0.0273
	Sale 29-Jun-2018	-4000	0.0273	0	0.0000
	At the end of the Year 31-Mar-2019	0	0.0000	0	0.0000
10	KALAWATI MAHENDRA KAMDAR JT1: KAUSHIK MAHENDRA KAMDAR				
	At the beginning of the year 01-Apr-2018	100000	0.6833	100000	0.6833
	Sale 15-Jun-2018	-25000	0.1708	75000	0.5125
	Sale 22-Jun-2018	-64000	0.4373	11000	0.0751
	Sale 29-Jun-2018	-7000	0.0478	4000	0.0273
	Sale 06-Jul-2018	-4000	0.0000	0	0.0000
	At the end of the Year 31-Mar-2019	0	0.0000	0	0.0000
11	SHYAM AGARWAL JT1: MEENU AGARWAL				
	At the beginning of the year 01-Apr-2018	94000	0.6423	94000	0.64230.0000
	Sale 29-Jun-2018	-31000	0.2118	63000	0.4305
	Sale 10-Aug-2018	-24000	0.1640	39000	0.2665
	Sale 17-Aug-2018	-32000	0.2186	7000	0.0478
	Sale 24-Aug-2018	-7000	0.0478	0	0.0000
	At the end of the Year 31-Mar-2019	0	0.0000	0	0.0000
12	SHIKHA P MEHTA				
	At the beginning of the year 01-Apr-2018	76000	0.5193	76000	0.5193

	Sale 06-Apr-2018	-16000	0.1093	60000	0.4100
	Sale 27-Jul-2018	-60000	0.4100	0	0.0000
	At the end of the Year 31-Mar-2019	0	0.0000	0	0.0000
13	VIJAYA KUMAR YALAMANCHILI				
	At the beginning of the year 01-Apr-2018	72000	0.4920	72000	0.4920
	At the end of the Year 31-Mar-2019	72000	0.4920	72000	0.4920
14	ANGAD KUMAR				
	At the beginning of the year 01-Apr-2018	0	0.0000	0	0.0000
	Purchase 06-Apr-2018	800000	5.4667	800000	5.4667
	At the end of the Year 31-Mar-2019	800000	5.4667	800000	5.4667
15	WAYS WINIMAY PRIVATE LIMITED				
	At the beginning of the year 01-Apr-2018	0	0.0000	0	0.0000
	Purchase 28-Dec-2018	758000	5.1797	758000	5.1797
	At the end of the year 31-Mar-2019	758000	5.1797	758000	5.1797
16	RAPID CREDIT & HOLDING PVT. LTD.				
	At the beginning of the year 01-Apr-2018	0	0.0000	0	0.0000
	Purchase 29-Jun-2018	100000	0.6833	100000	0.6833
	Sale 06-Jul-2018	-100000	0.6833	0	0.0000
	Purchase 31-Aug-2018	350000	2.3917	350000	2.3917
	Sale 08-Feb-2018	-2000	0.0136	348000	2.3780
	At the end of the year 31-Mar-2019 ¹	348000	2.3780	348000	2.3780
17	ASE CAPITAL MARKETS LTD.				
	At the beginning of the year 1-Apr-2018	0	0.0000	0	0.0000
	Purchase 28-Dec-2018	164000	1.1206	164000	1.1206
	Sale 01-Feb-2019	-13000	0.0888	151000	1.0318
	Sale 08-Feb-2019	-14000	0.0956	137000	0.9361
	At the end of the year 31-Mar-2019	137000	0.9361	137000	0.9361

18	EDELWESS CUSTODIAL SERVICES LIMITED				
	At the beginning of the year 01-Apr-2018	0	0.0000	0	0.0000
	Purchase 22-Mar-2019	106000	0.7243	106000	0.7243
	Sale 29-Mar-2019	-1000	0.0068	105000	0.7175
	At the end of the year 31-Mar-2019	105000	0.7175	105000	0.7175
19	R k STOCKING PVT. LTD.				
	At the beginning of the year 01-Apr-2018	0	0.0000	0	0.0000
	Purchase 27-Apr-2018	20000	0.1366	20000	0.1366
	Sale 04-May-2018	-20000	0.1366	20000	0.1366
	Purchase 11-May-2018	10000	0.0683	10000	0.0683
	Purchase 18-May-2018	27000	0.1845	37000	0.2528
	Sale 08-Jun-2018	-15000	0.1025	22000	0.1503
	Sale 15-Jun-2018	-14000	0.0956	8000	0.0546
	Sale 06-Jul-2018	-8000	0.0546	0	0.0000
	Purchase 13-Jul-2018	3000	0.0205	3000	0.0205
	Sale 17-Aug-2018	-500	0.0034	2500	0.0170
	Purchase 31-dec-2018	20000	0.1366	22500	0.1537
	Purchase 04-Jan-2019	24500	0.1674	47000	0.3211
	Purchase 01-Mar-2019	32000	0.2186	79000	0.5398
	Purchase 22-Mar-2019	14000	0.0956	93000	0.6355
	At the end of the year 31-Mar-2019	93000	0.6355	93000	0.6355
20	R K STOCKHOLDING PRIVATE LTD.				
	At the beginning of the year 01-Apr-2018	0	0.0000	0	0.0000
	Purchase 06-Jul-2018	51000	0.3485	51000	0.3485
	Purchase 31-Aug-2018	583000	3.9839	634000	4.3324
	Sale 07-Sep-2018	-601000	4.1069	33000	0.2255
	Sale 05-Oct-2018	-6000	0.0410	27000	0.1845
	Sale 04-Jan-2019	-1000	0.0068	26000	0.1776
	At the end of the year 31- Mar-2019	26000	0.1776	26000	0.1776

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

V) INDEBTEDNESS				
Indebtedness of the Company including interest outstanding/accrued but not due for payment				
	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness (₹ in Rs)
Indebtedness at the beginning of the financial year				
i) Principal Amount	40,504,269.11	60,764,466.70	0	1,01,268,735.81
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	40,504,269.11	60,764,466.70	0	1,01,268,735.81
Change in Indebtedness during the financial year				
Addition			-	
Reduction	(15,150,249.67)	(11,283,837.43)	0	(26,434,087.10)
Net Change	(15,150,249.67)	(11,283,837.43)	0	(26,434,087.10)
Indebtedness at the end of the financial year				
i) Principal Amount	25,354,019.44	49,480,629.27	0	74834648.71
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	25,354,019.44	49,480,629.27	0	74834648.71

VI) REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL						
A. Remuneration to Managing Director, Whole-time Directors and/or Manager:						
Sr. No.	Particulars of Remuneration	Name of MD/WTD/Manager				Total amount (₹ in Rs)
		Yashovardhan Sinha	Meena Sharma	Vandana Sinha	Sunita Sinha	
1	Gross Salary					
	a. Salary as per provisions contained u/s 17(1) of the Income Tax Act, 1961	42,60,000	8,40,000	7,20,000	72,00,000	1,30,20,000

	b. Value of perquisites u/s 17(2) of the Income Tax Act, 1961	-	-	-	-	-
	c. Profits in lieu of salary u/s 17(3) of the Income Tax Act, 1961	-	-	-	-	-
1.	Stock Option	-	-	-	-	-
2.	Sweat Equity	-	-	-	-	-
3.	Commission	-	-	-	-	-
	- As % of profit	-	-	-	-	-
4.	Others, please specify	-	-	-	-	-
	TOTAL	42,60,000	8,40,000	7,20,000	72,00,000	1,30,20,000
	Ceiling as per the Act	Managerial remuneration is paid as per schedule V of the Companies Act, 2013 and ceiling is based on the effective capital of the Company.				

B. Remuneration to other Directors:
1. Independent Directors

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

2. Other Non Executive Directors

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

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

Sr. No.	Particulars of Remuneration	Key Managerial personnel		Total amount (₹ in Rs)
		CS	CFO	
		Rachna (1 st Apr, 18 to 13 th Mar, 19) / Hridaya Narayan Tiwari (14 th Mar, 19 to 31 st Mar, 19)	Anil Kumar Singh	
1	Gross Salary			
	d. Salary as per provisions contained u/s 17(1) of the Income Tax Act, 1961	3,75,000(Rachna)/ 5000(Hridaya Narayan Tiwari)	11,00,434	14,80,434
	e. Value of perquisites u/s 17(2) of the Income Tax Act, 1961	-	-	-
	f. Profits in lieu of salary u/s 17(3) of the Income Tax Act, 1961	-	-	-
	Stock Option	-	-	-
	Sweat Equity	-	-	-
	Commission	-	-	-
	- As % of profit	-	-	-
	Others, please specify	-	-	-
	TOTAL(C)	3,80,000	11,00,434	14,80,434

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

1. Details pertaining to remuneration as required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:

- The ratio of the remuneration of each Director to the Median Remuneration of the Employees of the Company for the Financial Year 2018-19 and
- The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the Financial Year.

Sr. No.	Name of Director/KMP and Designation	Remuneration for the FY 2018-19	Percentage Increase/ decrease in remuneration in the Financial Year 2018-19	Ratio of Remuneration of each director to the Median Remuneration of Employees
1	Yashovardhan Sinha (Managing Director)	4800000	(11.25%)	3480.39
2	Sunita Sinha (Whole Time Director)	7200000	100%	5882.35
3	Meena Sharma (Non-Executive Director)	840000	0%	686.27
4	Vandana Sinha (Non-Executive Director)	720000	0%	588.23
5	Anil Kumar Singh (Chief Financial Officer)	929754	18.36%	899.05
7	Hridaya Narayan Tiwari	w.e.f. Joined 14 th Mar, 2019	NA	NA

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

For and on behalf of the Board

Place: Patna
Date: 28th May, 2019

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

MANAGEMENT DISCUSSION AND ANALYSIS REPORT AS PER LODR

Overview of Economy

Real GDP growth or Gross Domestic Product(GDP) growth of India at constant(2011-12) prices in the year 2018-19 is estimated at 6.81% as compared to the growth rate of 7.17% in 2017-18. The growth in gross domestic product was slowest since 2014-15. The previous low was 6.39% in 2013-14.

Industry Scenario

Your Company has opened new unit of all segments in Gaya, i.e. 9 to 9 Supermarket, 9 to 9 Salon & Spa, YO! CHINA and 9to9 Banquet in the year 2018 and also opened Take-Away-Express Restaurant (A Online & Offline Food Delivery Platform) in Mumbai in the year 2019. Company is now mulling the options of opening these units in Muzaffarpur. Additionally, we are planning to open Yo! China restaurant in Darbhanga, With growth in urban income there has been a rise in discretionary spending mostly falling in areas operated by our Company. However, completion from rapidly growing national players in smaller towns and aggressive e-com players has been challenging. But we have a niche client base which continues to be loyal and ever expanding.

Retail Industry Conditions

India is the fifth largest preferred retail destination globally. The country is among the highest in the world in terms of per capita retail store availability. India's retail sector is experiencing exponential growth, with retail development taking place not just in major cities and metros, but also in Tier-II and Tier-III cities India's population is taking to online retail in a big way. Online retail sale is forecasted to grow . The Indian retail industry has emerged as one of the most dynamic and fast-paced industries due to the entry of several new players.

Retailing in India accounts for over 10% of the country's Gross Domestic Product (GDP) and around 8% of the employment (Source: IBEF). Financial year 2018-19 stood as another year of mixed trends. The retail sector in India witnessed some improvement in consumer sentiments and business confidence. Collective efforts of financial houses and banks with retailers are enabling consumers to go for durable products with easy credit.

The introduction of Goods and Services Tax (GST) and the demonetization move supported the growth of organized retail industry.

Opportunities, Threats and Challenges

Opportunities

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

Threats

- ❖ Increased Competition from Local & Big Players
- ❖ Rising inflations constrains the operating margins
- ❖ Low Margin in FMCG Segment.
- ❖ Shortfall of skilled labor

Risk & Concerns

Internal Control System and their adequacy

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

Discussion of the Financial Performance with respect to operational performance

In a competitive environment also your company have seen a growth in sales which resulted an increase in Net Profit & EBITDA. Your company has earned gross revenue of Rs. 84.17 crore through sale against Rs. 75.17 crore in the previous year and net revenue of Rs. 76.89 crore against Rs. 69.76 crore in the previous year, registering a growth of 10.22% YOY. EBITDA also grew by 9.07% to 9.42% with a growth of 3.85% as compared to last year and in absolute terms 14.53% to Rs. 7.25 crore in current year from Rs. 6.33 crore in previous year. Your Company's net profit after tax jumped by 23% to Rs. 3.67 crore from Rs. 2.98 crore in the previous year. Same Store Sales growth had been 6.82%.

The increase in EBITDA has been possible due to continued focus in increasing the share of profitable segment sale. Share of salon business grew by 0.92% to 8.62% of total sales. Similarly sale of Food & Beverages grew by 27.02% of 18.66% of total sales compared to 16.19% in previous year & Retail have also seen an increase in sales by 7.74%.

CORPORATE GOVERNANCE

The Directors present the Company's Report on Corporate Governance for the year ended March 31, 2019 in terms of Regulation 34(3) read with schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulation").

COMPANY'S PHILOSOPHY

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

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

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

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

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

GOVERNANCE STRUCTURE

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

1. Board of Directors:

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

2. Committees of the Board:

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

THE BOARD OF DIRECTORS

Composition of the Board and category of Directors

The Board has a good mix of Executive and Non-Executive Directors including Independent Directors. As on March 31, 2019, the Board consists of six Directors comprising two are Independent & Non- Executive Directors, three women Director out of which one is whole-time director & other two are Non- Executive Director, and the Chairman and Managing Director is the promoter and executive Director. The composition of the Board represents an optimal mix of professionalism, knowledge and experience in their respective fields.

Board Meetings

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

During the financial year ended March 31, 2019, Five(5) Board Meetings were held. The maximum interval between any two meetings was well within the maximum allowed gap of 120 days.

The Board meeting were held on the following dates:-

22.05.2018, 25.08.2018, 28.11.2018, 11.02.2019, 28.03.2019.

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

Sl. No.	Date of Board Meeting and AGM	Name of Directors					
		Yashovardhan Sinha	Sunita Sinha	Vandana Sinha	Meena Sharma	Chandra Shekhar Prasad Gupta	Ravi Prakash Chamria
1.	22.05.2018	Present	Present	Present	Present	Present	Present
2.	25.08.2018	Present	Present	Present	Present	Present	Present
3.	20.09.2018 (AGM)	Present	Present	Present	Present	Present	Leave Sought
4.	28.11.2018	Present	Present	Present	Present	Present	Presnet
5.	11.02.2019	Present	Present	Present	Present	Present	Presnet
6.	28.03.2019	Present	Present	Present	Present	Present	Present

Information Given to the Board

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

Post Meeting Mechanism

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

Board Support

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

Independent Directors

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

Limit on the number of Directorship

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

Maximum Tenure of Independent Directors

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

Independent Directors' Meeting

During the year under review, the Independent Directors met on 28th March 2019, inter alia, to discuss:

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

All the Independent Directors were present at the Meeting.

Familiarization Programme for Independent Directors:

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

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

GOVERNANCE CODES

Code of Business Conduct & Ethics

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

Conflict of Interest

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

Insider Trading Code

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

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

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

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

COMMITTEES OF THE BOARD

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

The Board currently has the following Committees:

1. AUDIT COMMITTEE

Composition

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

Term of Reference

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

- ❖ Overseeing the company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible;
- ❖ Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees;
- ❖ Approving payment to statutory auditors for any other services rendered by the statutory auditors;
- ❖ Approving initial or any subsequent modification of transactions of the company with related parties;

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

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

Further, the Audit Committee shall mandatorily review the following:

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

Meetings and Attendance

The Audit Committee met 5 (Five) times during the financial year 2018-19. The Committee met on May 22, 2018, August 25, 2018, November 14, 2018, November 28, 2018 and March 02, 2019, to deliberate on various matters. The maximum gap between two Audit Committee Meetings was not more than 120 days. The necessary quorum was present for all meetings.

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

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

Internal Controls

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

2. NOMINATION AND REMUNERATION/ COMPENSATION COMMITTEE Composition

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

Term of Reference

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

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

and evaluate the performance and determine the amount of incentive of the Executive Directors for that purpose.

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

Meetings and Attendance

The Nomination and Remuneration Committee met 1 (One) time during the financial year 2018-19. The Committee met on October 24, 2018. The necessary quorum was present for all meetings.

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

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

REMUNERATION

Remuneration to Non-Executive Directors

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

Remuneration to Executive Directors

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

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

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

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

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

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

Details of Remuneration paid to Directors for the year ended 31st March, 2019:

Name	Salary, benefits, bonus etc.	Commission	Sitting Fees
Mr. Yashovardhan Sinha Chairman & Managing Director	42,60,000	-	-
Mrs. Sunita Sinha Whole-Time Director	72,00,000	-	-
Mrs. Meena Sharma Non-Executive Director	8,40,000	-	-
Mrs. Vandan Sinha Non-Executive Director	7,20,000	-	-
Mr. Chandra Shekhar Prasad Gupta Independent Director	-	-	-
Ravi Prakash Chamria Independent Director	-	-	-

Performance Evaluation

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

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

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

3. SHAREHOLDER'S/INVESTORS GRIEVANCE COMMITTEE

Composition

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

Term of Reference

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

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

Meetings and Attendance

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

Details of Shareholders' Complaints Received, Solved and Pending as on March 31, 2019

The Company expresses satisfaction with the Company's performance in dealing with investor grievance. The Company has not received any complaints during the year. Hence there were no complaints outstanding as on March 31, 2019.

AFFIRMATIONS AND DISCLOSURES:

1. Compliance with Governance Framework

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

2. Related Party Transactions

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

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

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

3. CEO/CFO Certification

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

4. Auditors' Certificate on Corporate Governance

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

5. Non Disqualification Certificate From Company Secretary In Practice.

Certificate from Ekta Kumari, Practicing Company Secretary, confirming that none of the Directors on the Board of the Company have been debarred or disqualification 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, as stipulated under Regulation 34 of the Listing Regulations, is attached to this Report.

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

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

Vigil Mechanism/Whistle Blower Policy

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

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

7. Disclosure of Accounting Treatment

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

8. Risk Management

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

9. Non-mandatory requirements

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

10. DEMATERIALIZATION OF SHARES:

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

11. Number of Shareholders(As at 31st March, 2019): 85

GENERAL SHAREHOLDER INFORMATION:-

1.	17 th AGM date, Time and Venue	Monday, 23 rd September, 2019 at 1.00 p.m. at ,9 to 9 Banquet hall (Sapphire), Nutan Plaza, Bandar Bagicha, patna-800001, Bihar
2.	Company Registration Details	ROC Bihar, CIN- L52190BR2002PLC009872
3.	Registered Office	Lower Ground & Ground Floor, Aditya House, M-20, Road no.26, S.K.Nagar,Patna-800001, Bihar.
4.	Financial year	01 st April 2018 to 31 st March, 2019
5.	Book closure date	17 th September 2019 to 23 rd September 2019 (both days inclusive)
6.	Dividend Payment	Not declared in the Financial year 2018-2019
7.	Listing on Stock Exchange	BSE Limited
8.	Scrip Code	540146
9.	Payment of Listing Fees	The Company has paid Listing Fees for the year 2018-19 to BSE within due date.
10.	Payment of Depository Fees:	Annual Custody/Issuer fee for the year 2018-19 has been paid by the Company to NSDL and CDSL on receipt of the invoices.
11.	Registrar and Transfer Agents:	Cameo Corporate Services Limited Subramanian Building, No. 1 Club House Road, Chennai – 600 002.

12. Reconciliation of Share Audit Report

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

Bifurcation of Shares held in physical and demat form as on March 31, 2019

Particulars	Number of Shares	% of shares
Physical Segment	Nil	Nil
Demat Segment		
A. NSDL	4641786	31.7194
B. CDSL	9992101	68.2806
Total (A)+(B)	1,46,33,887	100

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

13. Distribution of Shareholding as on March 31, 2019

Holding Rs. - Rs.	Shareholders		Shares Amount	
	Number	% of total	Rs.	% of total
10 5000	0	0.00	0	0.00
5001 10000	11	12.9411	11000	0.0751
10001 20000	9	10.5882	18000	0.1230
20001 30000	4	4.7058	12000	0.0820
30001 40000	3	3.5294	12000	0.0820
40001 50000	6	7.0588	30000	0.2050
50001 100000	15	17.6470	124000	0.8473
100001 and above	37	43.5297	14426887	98.5852
Grand Total	85	100.0000	146338870	100.0000

14. SHARE HOLDING PATTERN AND DISTRIBUTION OF SHAREHOLDINGS AS ON 31ST MARCH, 2019

Category	Number of Shares held	% of Shareholding
1. Promoters	7913315	54.08%
2. Mutual Funds	Nil	Nil
3. Banks, FI, Insurance Companies	Nil	Nil
4. Private bodies Corporate	3471000	23.72%
5. Clearing Members	Nil	Nil
6. HUF	863443	5.90%
7. Non-Resident Indians	Nil	Nil
8. Indian Public	2386129	16.30%

15. SHARE PRICE DATA

The monthly high and low prices and volumes of shares of the Company at BSE Limited (BSE) for the year ended March 31, 2019 are as under:

Month	BSE		
	High (Rs.)	Low (Rs.)	Volume (Nos.)
Apr-17	207.55	127.15	410000
May-17	206.00	117.60	191000
Jun-17	165.40	116.00	532000
Jul-17	180.04	141.30	229000
Aug-17	185.05	132.00	498000
Sep-17	163.15	115.00	89000
Oct-17	121.00	100.10	27000
Nov-17	105.00	103.00	6000
Dec-17	87.00	68.00	122000
Jan-18	102.00	74.00	49000
Feb-18	81.00	52.00	89000
Mar-18	75.00	44.00	61000
Closing Share Price as on March 31, 2019 (In Rs.)			74.00

16. Details of last three Annual General Meetings Held:

Particulars	FY 2015-16	FY 2016-17	FY 2017-18
Day	Tuesday	Tuesday	Thursday
Date	21 st June, 2016	21 st September, 2017	20 th September, 2018
Time	11:00 A.M.	11:00 A.M.	02:00 P.M.
Venue	M-15, S.K.Nagar, Main Road, Patna-800001, Bihar.	9 to 9 Sapphire Banquet Hall, Nutan Plaza, Bandar Bagicha, Patna-800001, Bihar.	9 to 9 Sapphire Banquet Hall, Nutan Plaza, Bandar Bagicha, Patna-800001, Bihar.
Special Resolution	1(One) Managing Director Appointment	1(One) Whole Time Director Appointment	-

MEANS OF COMMUNICATION TO SHAREHOLDERS

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

1. The Unaudited half yearly results are have not been announced within forty-five days of the close of the half year. It has been announced after the forty-five days. The audited annual results are announced within sixty days from the closure of the financial year as per the requirement of the Listing Regulation.
2. The approved financial results are forthwith sent to the stock exchange and displayed on the Company's website- www.adityaconsumer.com
3. Managerial Discussion and Analysis forms part of the Annual Report, which is sent to the Shareholders of the Company.
4. The half yearly results, Shareholding pattern, quarterly/half yearly/yearly compliances and all other corporate communication to the stock exchange viz. BSE Limited of India are filed electronically. The Company has complied with filing submissions through BSE's Listing Centre.

SHARE TRANSFER SYSTEM

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

NOMINATION

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

SERVICE OF DOCUMENT THROUGH ELECTRONIC MODE

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

MD/CFO CERTIFICATION TO THE BOARD

To,
The Board of Directors
Aditya Consumer Marketing Limited

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

- a) We have reviewed Financial Statements and the Cash Flow Statement for the Financial Year ended March 31, 2019 and that to the best of our knowledge and belief, we state that:
 - (i) These statements do not contain any materially untrue statements or omit any material fact or contain any statements that might be misleading;
 - (ii) These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b) We further state that to the best of our knowledge and belief, there are no transactions entered into by the Company during the year, which are fraudulent, illegal or violative of the Company's Code of Conduct.
- c) We hereby declare that all the members of the Board of Directors and Executive Committee have confirmed compliance with the Code of Conduct as adopted by the Company.
- d) We are responsible for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting of the Company and have disclosed to the Auditors and Audit Committee, deficiencies in the design or operation of internal controls, if any, of which we are aware and the steps we have taken or proposed to take to rectify these deficiencies.
- e) We have indicated, based on our most recent evaluation, wherever applicable, to the Auditors and the Audit Committee:
 - (i) significant changes, if any, in internal control over financial reporting during the year;
 - (ii) significant changes, if any, in accounting policies during the period and that the same have been disclosed in the notes to the financial statements; and
 - (iii) Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having significant role in the Company's internal control system over the financial reporting.

By Order of the Board of Directors

For Aditya Consumer Marketing Limited

Anil Kumar Singh
Chief Financial Officer

Yashovardhan Sinha
Chairman & Managing Director
DIN: 01636599

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

To the Members,
Aditya Consumer Marketing Limited

We have examined the compliance of conditions of Corporate Governance by **Aditya Consumer Marketing Limited** for the year ended 31st March, 2019 as stipulated in Chapter IV of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 pursuant to the Listing Agreement of the said Company with the Stock Exchanges. (The Members hereby noted that according to the SEBI (LODR) Regulations, 2015 the company (being a SME Listed Company of BSE Ltd) is exempted from the compliance of corporate governance requirements as provided under regulations 17 to 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 and para C, D and E of Schedule V.)

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

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

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

Yours Faithfully

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

Sanjay Kumar Agarwal
Partner
Firm's registration No. 500028N
Membership No. 044173 of 1990

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS
 (Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To
 The Members of
Aditya Consumer Marketing Limited
 Lower Ground & Ground Floor, Aditya House
 M-20, Road No.26, S.K.Nagar
 Patna-800001
 Bihar

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of “**Aditya Consumer Marketing Limited**” having CIN L52190BR2002PLC009872 and having registered office at Lower Ground & Ground Floor, Aditya House, M-20, Road No.26, S.K.Nagar, Patna-800001, Bihar, India (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, 2019 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.	Yashovardhan Sinha	01636599	31/03/2009
2.	Sunita Sinha	01636997	28/08/2017
3.	Vandana Sinha	01671087	25/07/2002
4.	Meena Sharma	02004554	27/06/2004
5.	Chandra Shekhar Prasad Gupta	07552757	24/06/2016
6.	Ravi Prakash chamria	01113278	24/06/2016

Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. My 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.

Place: Patna
 Date : 28th May 2019

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

Independent Auditors' Report
to members of

Aditya Consumer Marketing Limited

Report on the Financial Statements

We have audited the accompanying financial statements of **Aditya Consumer Marketing Limited** ("the Company"), which comprise the balance sheet as at 31 March 2019, and the statement of profit and loss, statement of cash flows for the year then ended, and notes to the financial statements, including a summary of the 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 ("Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2019, and profit & loss account and cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those SAs 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 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 Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, 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.

Description of Key Audit Matter

During the course of audit, we observed the following issues, which in our opinion classify to be Key Audit Matter. The issues were discussed with the management and their explanations are duly incorporated here in under.

Valuation of inventory has been done after excluding the tax component contained therein. However basis of exclusion of GST is not explained anywhere. Any error in such computation will adversely affect the financial health.

How our audit addressed the key audit matters

Our audit procedures included

- Evaluation of method for ascertaining the tax component
- Obtaining and understanding of the system employed by the company for ascertaining the tax component
- Tested sample of contracts executed as such.

Based on the above work performed, we found the management judgment of exclusion of tax component in inventory held by it appears to be reasonable.

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

Auditors' Responsibility

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

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

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

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

give a true and fair view in order to design audit procedures that are appropriate in the circumstances.

An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

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

Opinion

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

- i. in the case of the **Balance Sheet**, of the state of affairs of the Company as at **31st March, 2019**;
- ii. in the case of the Statement of Profit and Loss, of the **profit** of the Company for the year ended on that date; and
- iii. in the case of the Cash Flow Statement, of the **cash flows** of the Company for the year ended on that date.

Report on Other Legal and Regulatory Requirements

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

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

(a) We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

(b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.

(c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.

(d) In our opinion, the Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

(e) On the basis of the written representations received from the directors as on **31st March, 2019** taken on record by the Board of Directors, none of the directors is disqualified as on **31st March, 2019** from being appointed as a director in terms of Section 164(2) of the Act.

(f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, the same appear to be satisfactory.

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

- i. the Company does not have any pending litigations which would impact its financial position.

- ii. the Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
- iii. there were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

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

Place: Patna
Date: 28th May 2019

Ca Sanjay Kumar Agarwal
Partner
Membership No 044173 of 1990

Annexure to the Auditors' Report

The Annexure referred to in our report to the members of **Aditya Consumer Marketing Limited** ('The Company') for the year ended **31st March, 2019** (in terms of the Companies Auditor's Report Order, 2016 dated 29.03.2016 issued by Ministry of Corporate Affairs.).

We report that:

1.

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

"Yes"

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

"Yes"

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

"Yes"

2.

- (a) Whether physical verification or inventory has been conducted at reasonable intervals by the management and whether any material discrepancies were noticed and if so, whether they have been properly dealt with in the books of account

"Yes, No, Not Applicable"

3. Whether the company has granted any loans, secured or unsecured to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under section 189 of the Companies Act. If so,

“No”

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

“Not Applicable”

- (b) whether the schedule of repayment of principal and payment of interest has been stipulated and whether the repayments or receipts are regular;

“Not Applicable”

- (c) if the amount is overdue, state the total amount overdue for more than ninety days, and whether reasonable steps have been taken by the company for recovery of the principal and interest;

“Not Applicable”

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

“Yes, Not Applicable”

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

“No, Not Applicable”

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

No, Not Applicable

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

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

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

“No, Not Applicable”

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

“No, Not Applicable”

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

“Yes, Not Applicable”

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

“No, Not Applicable”

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

“Yes, Not Applicable”

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

“Not Applicable”

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

“Yes”

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

“No, Not Applicable”

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

“No, Not Applicable”

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

“No, Not Applicable”

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

Place: Patna
Date: 28th May 2019

Ca Sanjay Kumar Agarwal
Partner
Membership No 044173 of 1990

Annexure “B” to the Auditors’ Report

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

We have audited the internal financial controls over financial reporting of **Aditya Consumer Marketing Limited** (“the Company”) as of **31 March 2019** in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

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

Auditors’ Responsibility

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

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting,

assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

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

Meaning of Internal Financial Controls over Financial Reporting

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

Inherent Limitations of Internal Financial Controls over Financial Reporting

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

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2019, based on the

internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

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

Place: Patna
Date: 28th May 2019

Ca Sanjay Kumar Agarwal
Partner
Membership No 044173 of 1990

Aditya Consumer Marketing Limited
Balance Sheet as at 31st March

Particulars	Note No.	2019	2018
A EQUITY AND LIABILITIES			
1 Shareholders' funds			
(a) Share capital	3	146,338,870.00	146,338,870.00
(b) Reserves and surplus	4	111,811,945.51	75,749,733.57
(c) Money received against share warrants		-	-
2 Share application money pending allotment			
		-	-
3 Non-current liabilities			
(a) Long-term Borrowings	5	25,354,019.44	40,504,269.11
(b) Deferred tax liabilities (net)	6	6,982,975.00	5,881,446.00
(c) Other long-term liabilities	7	600,000.00	600,000.00
(d) Long-term provisions	8	-	-
4 Current liabilities			
(a) Short-term borrowings	9	49,480,629.27	60,764,466.70
(b) Trade payables			
(i) total outstanding dues of micro enterprises and small enterprises			
(ii) total outstanding dues of creditors other than micro enterprises and small enterprises	10	12,449,990.63	12,214,516.38
(c) Other current liabilities			
(d) Short-term provisions	12	12,955,822.00	12,688,111.76
TOTAL		<u>365,974,251.85</u>	<u>354,741,413.52</u>
B ASSETS			
1 Non-current assets			
Property, Plant and Equipment	13		
(i) Tangible assets		165,881,363.49	157,389,374.36
(ii) Intangible assets		-	-
(iii) Capital work-in-progress		-	-
(iv) Intangible assets under development		-	-
(v) Fixed assets held for sale		-	-
(b) Non-current investments	14	-	-
(c) Deferred tax assets (net)	6	-	-
(d) Long-term loans and advances	15	-	-
(e) Other non-current assets	16	2,100,000.00	2,800,000.00
2 Current assets			
(a) Current investments	17	-	-
(b) Inventories		105,868,363.28	93,551,333.00
(c) Trade receivables	18	4,994,575.14	3,178,425.62
(d) Cash and cash equivalents	19	35,405,131.36	48,684,349.04
(e) Short-term loans and advances	20	51,724,818.58	49,137,931.50
(f) Other current assets	21	-	-
TOTAL		<u>365,974,251.85</u>	<u>354,741,413.52</u>

Please see accompanying notes forming part of the financial statements

In terms of our report attached.
For O.P. Tulsyan & Co
 Chartered Accountants

For and on behalf of the Board of Directors
 L52190BR2002PLC009872

CA Sanjay Kumar Agarwal
 Partner
 Membership No 044173

Yashovardhan Sinha **Meena Sharma**
 (Mg Director) (Director)
 DIN : **01636599** **02004554**

Place : Patna
 Date : 28th May 2019

Anil Kumar Singh **Hridaya Narayan**
 (Chief Financial Officer) **Tiwari**
 (Company Secretary)

Aditya Consumer Marketing Limited
Statement of Profit and Loss for the year ended on 31st March

Particulars	Note No.	2019	2018
A CONTINUING OPERATIONS			
1 Revenue from operations (gross)		841,782,292.45	751,740,726.92
Less: Taxes		-72,832,036.48	-54,088,557.92
Revenue from operations (net)		768,950,255.97	697,652,169.00
2 Other income	23	1,036,936.00	1,475,468.20
3 Total revenue (1+2)		769,987,191.97	699,127,637.20
4 Expenses			
(a) Cost of materials consumed		-	-
(b) Purchases of stock-in-trade (net of taxes)		567,726,582.00	514,647,340.00
(c) Changes in inventories of finished goods, work-in-progress and stock-in-trade		-12,317,030.28	10,165,558.00
(d) Employee benefits expense	24	87,440,847.43	62,187,831.59
(e) Finance costs	26	7,568,182.64	6,240,126.30
(f) Depreciation and amortisation expense		14,362,214.00	12,828,169.00
(g) Operating & Other expenses	25	54,399,571.00	48,607,723.98
Total expenses		719,180,366.79	654,676,748.87
5 Profit / (Loss) before exceptional and extraordinary items and tax (3 - 4)		50,806,825.18	44,450,888.33
6 Exceptional items			
- Exceptional items		-	-
Sub Total :		-	-
7 Profit / (Loss) before extraordinary items and tax (5 ± 6)		50,806,825.18	44,450,888.33
8 Extraordinary items		-	-
9 Profit / (Loss) before tax (7 ± 8)		50,806,825.18	44,450,888.33
10 Tax expense:			
(a) Current tax expense for current year		12,955,822.00	12,688,111.76
(b) (Less): MAT credit (where applicable)		-	-
(c) Current tax expense relating to prior years		-	-
(d) Excess Provision		-	-
(e) Net current tax expense		-	-
(f) Deferred tax		1,101,529.00	1,886,523.00
		14,057,351.00	14,574,634.76
11 Profit/(Loss) from continuing operations (9 ±10)		36,749,474.18	29,876,253.57

**Aditya Consumer Marketing Limited
Statement of Profit and Loss for the year ended**

Particulars	Note No.	2019	2018
B DISCONTINUING OPERATIONS			
12.i Profit / (Loss) from discontinuing operations (before tax)		-	-
12.ii Gain / (Loss) on disposal of assets / settlement of liabilities attributable to the discontinuing operations		-	-
12.iii Add / (Less): Tax expense of discontinuing operations		-	-
(a) on ordinary activities attributable to the discontinuing operations		-	-
(b) on gain / (loss) on disposal of assets / settlement of liabilities		-	-
13 Profit / (Loss) from discontinuing operations (12.i ± 12.ii ± 12.iii)		-	-
C TOTAL OPERATIONS			
14 Profit / (Loss) for the year (11 ± 13)		36,749,474.18	29,876,253.57
15.i Earnings per share (of Rs 10/- each):			
(a) Basic			
(i) Continuing operations		2.51	2.04
(ii) Total operations		2.51	2.04
(b) Diluted			
(i) Continuing operations		2.51	2.04
(ii) Total operations		2.51	2.04
15.ii Earnings per share (excluding extraordinary items) (of Rs 10/- each):			
(a) Basic			
(i) Continuing operations		2.51	2.04
(ii) Total operations		2.51	2.04
(b) Diluted			
(i) Continuing operations		2.51	2.04
(ii) Total operations		2.51	2.04

Please see accompanying notes forming part of the financial statements

In terms of our report attached.
For O.P. Tulsyan & Co
Chartered Accountants

For and on behalf of the Board of Directors
L52190BR2002PLC009872

CA Sanjay Kumar Agarwal
Partner
Membership No 044173

Yashovardhan Sinha
(Mg Director)
DIN : 01636599

Meena Sharma
(Director)
02004554

Place : Patna
Date:28th May, 2019

Anil Kumar Singh
(Chief Financial Officer)

Hridaya Narayan Tiwari
(Company Secretary)

Aditya Consumer Marketing Limited
 Cash Flow Statement for the year ended on 31st March

	2019	2018
	Rs_____P	Rs_____P
Cash flows from operating activities		
Profit before taxation	50,806,825.18	44,450,888.33
Adjustments for:		
Depreciation	14,362,214.00	12,828,169.00
Investment income	-1,036,936.00	-1,237,622.00
Interest expense	7,568,182.64	6,240,126.30
IPO expense W/off	700,000.00	700,000.00
Profit / (Loss) on the sale of plant & equipment	-	-
Working capital changes:		
(Increase) / Decrease in trade and other receivables	-4,403,036.60	-34,618,150.12
(Increase) / (Decrease) in inventories	-12,317,030.28	21,787,432.00
Increase / (Decrease) in trade payables	-11,048,363.18	5,558,911.37
Cash generated from operations	44,631,855.76	55,709,754.88
Interest paid	-7,568,182.64	-6,240,126.30
Income taxes paid	-12,688,111.76	-3,837,450.00
Creation of MAT/(Reversal)	-687,262.24	5,488,409.00
Dividends paid	-	-
Net cash from operating activities	23,688,299.12	51,120,587.58
Cash flows from investing activities		
Business acquisitions, net of cash acquired	-	-
Purchase of property, plant and equipment	-22,928,837.13	-47,251,150.36
IPO Issue Expenses	-	-
Proceeds from sale of equipment	74,634.00	-
Acquisition of portfolio investments	-	-
Investment income	1,036,936.00	1,237,622.00
Net cash used in investing activities	-21,817,267.13	-46,013,528.36
Cash flows from financing activities		
Proceeds from issue of share capital/share premium	-	-
Proceeds from / (Payment of) long-term borrowings	-15,150,249.67	25,434,827.11
Net cash used in financing activities	-15,150,249.67	25,434,827.11
Net increase in cash and cash equivalents	-13,279,217.68	30,541,886.33
Cash and cash equivalents at beginning of period	48,684,349.04	18,142,462.71
Cash and cash equivalents at end of period	35,405,131.36	48,684,349.04
Cash Balance Control Total	-	-

Please see accompanying notes forming part of the financial statements

In terms of our report attached.
For O.P. Tulsyan & Co
 Chartered Accountants

For and on behalf of the Board of Directors
 L52190BR2002PLC009872

Ca Sanjay Kumar Agarwal
Partner
 Membership No 044173

Yashovardhan Sinha
 (Mg Director)
01636599

Meena Sharma
 (Director)
02004554

Place : Patna
 Date : 28th May 2019

Anil Kumar Singh
 (Chief Financial
 Officer)

**Hridaya Narayan
 Tiwari**
 (Company Secretary)

Aditya Consumer Marketing Limited
Notes to Financial Statements for the year ended 31 March, 2019

A. Equity Share Capital

Rs. _____ P

Balance at the beginning of the reporting period

146,338,870.00

Add: Fresh Allotment of shares

Balance at the end of the reporting period

146,338,870.00

	Share Application Money pending for Allotment	Equity Component of Financial Instruments	Reserves & Surplus				Debt instruments through Other Comprehensive Income	Equity instruments through Other Comprehensive Income	Effective Portion of Cash Flow Hedges	Revaluation surplus	Exchange differences on translating the financial statements of a foreign operation	Other items of Comprehensive Income	Money received against share warrants	Total
			Capital Reserve	Securities Premium	Other Reserves	Retained Earnings								
Balance at the beginning of the reporting period	-	-	-	-	-	75,749,733.57	-	-	-	-	-	-	-	75,749,733.57
Changes in the accounting policy or prior period errors Restated	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Balance at the beginning of the reporting period	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Comprehensive Income for the year:	-	-	-	-	-	36,749,474.18	-	-	-	-	-	-	-	36,749,474.18
Dividends Transferred to retained earnings	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Any other changes	-	-	-	-	-	-687,262.24	-	-	-	-	-	-	-	-687,262.24
Balance at the end of the reporting period	-	-	-	-	-	111,811,945.51	-	-	-	-	-	-	-	111,811,945.51

Aditya Consumer Marketing Limited
Notes to Financial Statements for the year ended 31 March , 2019

1.00 Corporate information

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

2.00 Significant accounting policies

a. Basis of preparation of financial statements :

The financial statements are prepared under the historical cost convention, on an accrual basis of accounting in accordance with the accounting principles generally accepted in India ('Indian GAAP') and comply with the Companies (Accounting Standards) Rules, 2014 (as amended) and relevant provisions of Companies Act, 2013('the Act').

b. Use of estimates:

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

c. Fixed assets

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

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

The Company have no jointly owned assets.

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

d. Depreciation/ amortization

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

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

e. Impairment

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

f. Operating leases

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

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

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

g. Investments

The company has no Long-term investments.

Current investments is not comprising of investments in mutual funds.

h. Inventories

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

i. Employee Benefits

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

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

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

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

j. Revenue recognition

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

As per the applicable accounting standard, figures for sales & purchases have been reported net of GST and applicable taxes. Since previous years figures for sales and purchase were inclusive of GST which could not then be segregated, suitable adjustments have been made therein to make them comparable with current year figures.

Interest on deposits is recognized on accrual basis.

k. Taxation

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

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

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

l. Foreign currency transactions and translations:

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

m. Earnings per share

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

n. Contingent liabilities and provisions

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

o. Derivative financial instruments

The company does not deal in Derivative Financial Instruments.

3.00 Share Capital

	2019	2018
	Rs_____P	Rs_____P
a. Authorised	150,000,000.00	150,000,000.00
b. No of Issued, Subscribed and Paid up Equity Shares of Rs 10/- each	15,000,000.00	15,000,000.00

a. Authorised Capital

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

b. Issued, Subscribed and Paid up 146,338,870.00 146,338,870.00

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

c. Terms/ rights attached to equity shares

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

The Board of Directors have not recommended any dividend for the year ended 31st March 2019.

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

Name of Share Holder (% of Shareholding)	31-Mar-19	31-Mar-18
Yashovardhan Sinha (21.96%) (21.96%)	3,214,086	3,214,086
Ajay kumar HUF (5.64%) (11.11%)	825,443	1,625,443
Rashi Vardhan (5.61%) (5.61%)	821,429	821,429
Angad Kumar (5.47%) (Nil)	800,000	-
Rinu Sinha (7.48%) (7.48%)	1,095,129	1,095,129
Sunita Sinha (15.75%) (15.75%)	2,304,929	2,304,929
Fancos Trademart Pvtr Ltd (7.15%) (10.76%)	1,046,000	1,574,000
Ways Vinimay Pvt Ltd (5.18%) (Nil)	758,000	-

4.00 Reserves and surplus

	2019 Rs_____P	2018 Rs_____P
Surplus in Statement of Profit and Loss		
Opening Balance	75,749,733.57	40,945,051.00
Add : Profit for the year	36,749,474.18	29,876,253.57
Less : Short Provision for IT Last Year	-282,714.00	-559,980.00
Add: Share Premium	-	-
Add/(Less) : Creation /(Reversal) of MAT	-404,548.24	5,488,409.00
Closing Balance	111,811,945.51	75,749,733.57

5.00 Long-term borrowings

	2019	2018
	Rs _____ P	Rs _____ P
Term Loan (Secured)	20,568,930.00	33,723,228.00
Term Loan (Vehicle)	4,785,089.44	6,781,041.11
	25,354,019.44	40,504,269.11

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

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

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

6.00 Deferred tax liabilities (net)

	2019	2018
	Rs _____ P	Rs _____ P
Deferred tax liability arising out of timing differences on:		
Difference between Accounting & Tax Dep	4,236,650.24	6105252.84
Total deferred tax liabilities (A)	4,236,650.24	6,105,252.84
Deferred tax assets arising out of timing differences on:		
Provision for doubtful trade receivables	-	-
Provision for Leave encashment	-	-
Provision for Bonus	-	-
Expenditure disallowed u/s. 40 (a) (ia)	-	-
Unearned income and deferred revenues	-	-
Intt received on provisional IT Assessment	-	-
Revaluation loss on buyers credit	-	-
Others	-	-
Total deferred tax assets (B)	-	-
Deferred tax liabilities (net) (A - B) @ 25.75% (previously 30.9%)	1,101,529.00	1,886,523.00
Opening Balance	5,881,446.00	3,994,923.00
Deferred tax liabilities c/fd to Balance Sheet	6,982,975.00	5,881,446.00

7.00 Other long-term liabilities

	2019	2018
	Rs _____ P	Rs _____ P
Sunita Sinha (ACRPS7311P)	600,000.00	600,000.00
	600,000.00	600,000.00

8.00 Long term Provisions

	2019	2018
	Rs_____P	Rs_____P
A. Provision for Employees		
Provision for employee benefits (Refer note 24)	-	-
Provision for Compensated absences	-	-
Provision for Post-employment medical benefits	-	-
Others (Pension and Super annuation)	-	-
	<u>-</u>	<u>-</u>
B. Provision for contingencies (Refer note 33)	-	-
C. Others	-	-
	<u>-</u>	<u>-</u>

9.00 Other Short term borrowings

	2019	2018
	Rs_____P	Rs_____P
Cash Credit from Bank	49,480,629.27	60,764,466.70
	<u>49,480,629.27</u>	<u>60,764,466.70</u>

10.00 Trade payables

	2019	2018
	Rs_____P	Rs_____P
Sundry Creditors	6,176,811.63	6,578,981.38
TDS Payable	3,363,023.00	2,201,275.00
Service Tax Payable	-38,850.00	-38,850.00
EPF\ESIC Payable	582,834.00	588,840.00
Salary Payable	1,671,881.00	2,274,349.00
Audit Fee Payable	694,291.00	609,921.00
	<u>12,449,990.63</u>	<u>12,214,516.38</u>

11.00 Other current liabilities

	2019	2018
	Rs_____P	Rs_____P
Current maturities of long term borrowing (Refer note 5)	-	-
Deferred revenues and advances (recd from customers)	-	-
Interest accrued but not due on loans:	-	-
	<u>-</u>	<u>-</u>

12.00 Short-term provisions

	2019	2018
	Rs _____ P	Rs _____ P
Provision for Compensated absences	-	-
Provision for Post-employment medical benefit	-	-
Provision for Taxes	12,955,822.00	12,688,111.76
	<u>12,955,822.00</u>	<u>12,688,111.76</u>

**13.00 Property, Plant and Equipment
As per Separate Sheet Attached**

	165,881,363.49	157,389,374.36
	<u>165,881,363.49</u>	<u>157,389,374.36</u>

14.00 Non-Current Investments

	2019	2018
	Rs _____ P	Rs _____ P
Quoted Shares	-	-
Unquoted Shares	-	-
Government Securities	-	-
	<u>-</u>	<u>-</u>

15.00 Long Term Loans and Advances

	2019	2018
	Rs _____ P	Rs _____ P
Advance Franchisee Fee	-	-
	<u>-</u>	<u>-</u>

16.00 Other Non-Current Assets

	2019	2018
	Rs _____ P	Rs _____ P
IPO Issue Expenses (to the extent not written off)	2,100,000.00	2,800,000.00
	<u>2,100,000.00</u>	<u>2,800,000.00</u>

17.00 Current Investments

	2019	2018
	Rs _____ P	Rs _____ P
Current Investments	-	-
	<u>-</u>	<u>-</u>

18.00 Trade Receivables (Unsecured)

	2019 Rs _____ P	2018 Rs _____ P
i. Trade receivables outstanding for a period not exceeding six months from the date they were due for payment		
Considered good	4,994,575.14	3,178,425.62
Doubtful	-	-
Less: Prov. for doubtful trade receivables	-	-
	<u>4,994,575.14</u>	<u>3,178,425.62</u>
ii. Other Receivables		
Considered good	-	-
Doubtful	-	-
Less: Prov. for doubtful trade receivables	-	-
	<u>4,994,575.14</u>	<u>3,178,425.62</u>

19.00 Cash & Bank Balances

	2019 Rs _____ P	2018 Rs _____ P
Cash and Cash Equivalents		
Cash on hand	14,546,005.00	2,861,069.41
Cheques on hand	-	-
Remittances in transit	-	-
In Bank accounts with scheduled banks	20,859,126.36	45,823,279.63
Other Bank Balances		
Earmarked funds	-	-
	<u>35,405,131.36</u>	<u>48,684,349.04</u>

20.00 Short Term Loans and Advances

	2019 Rs _____ P	2018 Rs _____ P
Loans and Advances	34,583,270.58	20,604,102.50
MAT Credit	3,106,181.00	6,957,380.00
GST Input	335,367.00	16,509,059.00
Advance Tax	13,500,000.00	4,805,000.00
TDS & TCS	200,000.00	262,390.00
	<u>51,724,818.58</u>	<u>49,137,931.50</u>

21.00 Other Current Assets

	2019 Rs _____ P	2018 Rs _____ P
Interest receivable	-	-
Others	-	-
	<u>-</u>	<u>-</u>

22.00 Revenue from Operations for the current year includes Rs Nil (2018: Rs Nil) pertaining to previous years.

23.00 Other Income

	2019	2018
	Rs _____ P	Rs _____ P
Interest on Bank Deposits	1,036,936.00	1,237,622.00
Any Other Income	-	237,846.20
	<u>1,036,936.00</u>	<u>1,475,468.20</u>

24.00 Employee Benefits

	2019	2018
	Rs _____ P	Rs _____ P
Salary not coverable under ESI & PF	16,763,084.43	27,463,706.00
Salary covered under ESI & PF	21,381,365.00	20,845,205.00
Salary covered under PF but not ESI	8,680,925.00	7,853,266.00
Staff welfare expenses	40,615,473.00	6,025,654.59
	<u>87,440,847.43</u>	<u>62,187,831.59</u>

25.00 Operating & Other Expenses

	2019	2018
	Rs _____ P	Rs _____ P
Advertising and publicity	447,422.00	299,000.00
Auditor's remuneration and expenses	503,713.00	419,761.00
Commission	1,685,673.00	1,726,499.00
Conveyance	588,024.00	455,837.00
Donations	200,736.00	52,789.00
Light and power	11,465,830.77	9,588,262.23
Misc Consumables	1,514,417.08	1,280,382.92
Misc Expenses	398,887.15	361,148.44
Printing, postage and stationery	73,667.00	51,179.00
Rent	31,066,896.00	28,882,184.00
Telephone expenses	935,987.00	834,412.00
Travelling expenses	319,847.00	264,236.00
Vehicles Running Expenses	1,391,812.58	1,130,236.00
IPO Issue Expenses	700,000.00	700,000.00
Books & Periodicals	-	12,253.00
Credit Card & Meal Coupons Commission	2,611,987.96	2,215,522.39
Office Expenses	494,670.46	334,022.00
	<u>54,399,571.00</u>	<u>48,607,723.98</u>

26.00 Finance Cost

	2019	2018
	Rs _____ P	Rs _____ P
Interest on Loans	7,568,182.64	6,240,126.30
	<u>7,568,182.64</u>	<u>6,240,126.30</u>

27.00 Employee Benefits

Defined Contribution Plan - Provident Fund:

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

Gratuity:

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

Medical Benefit:

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

Pension Plan:

The Company has not subscribed to any pension plan.

28.00 Auditor's remuneration and expenses

	2019 Rs_____P	2018 Rs_____P
Audit fees	503,713.00	419,761.00
	503,713.00	419,761.00

29.00 Earnings per share

	2019 Rs_____P	2018 Rs_____P
Net Profit after tax attributable to the equity shareholders (A)	36,749,474.18	29,876,253.57
No. of Shares at the beginning of Year	14,633,887.00	14,633,887.00
Allotment during the year	-	-
Number of equity shares outstanding at the end of the year	14,633,887.00	14,633,887.00
Basic and diluted earnings per share (per equity share of Rs 10 each) (A/B)	2.51	2.04

30.00 Segmental Reporting (AS 17)

The Company operates in three reportable segments i.e. departmental stores (supermarket), food & beverages (restaurants) and services (Salon).

The desired details as required by AS 17 is being appended separately.

31.00 Related Party Disclosures (AS 18)

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

32.00 Operating Lease arrangements

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

33.00 Provision for Contingencies

Not ascertained

34.00 Contingent Liabilities and Commitments

	2019 Rs _____ P	2018 Rs _____ P
A. Contingent Liabilities		
Guarantees given on behalf of subsidiaries	-	-
Claims for taxes on income		
Income tax disputes where department is in appeal against the Company	-	-
Income tax disputes where company is in appeal against the department	-	-
Income tax disputes where the Company has a favourable decision in other assessment years for the same issue	-	-
Income tax disputes other than above	-	-
	-	-
B. Commitments:		
Capital Commitments	-	-
Guarantees extended	-	-
Other Commitments	-	-
	-	-

35.00 Supplementary statutory information

	2019 Rs _____ P	2018 Rs _____ P
a. Value of imports calculated on CIF basis (on accrual basis)	-	-
b. Earnings in Foreign Currency	-	-
c. Expenditure in foreign currency (on accrual basis)	-	-
	-	-

36.00 Micro and Small Enterprises

According to information available with the management, on the basis of intimation received from suppliers regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act), the Company has no amount due to Micro and Small Enterprises under the said Act as at 31 March 2019

37.00 Disclosure as required under Regulation 36 of SEBI (LODR), is applicable to the company

38.00 Derivative Transactions are not applicable to the company

39.00 These financial statements have been prepared to comply with the Schedule III of the Companies Act, 2013 as applicable to the company under section 129 of the Act and the previous year figures have been regrouped and rearranged to make them comparable with that of the current year.

For and on behalf of the Board

L52190BR2002PLC009872

Yashovarshan Sinha

(Mg Director)

01636599

Meena Sharma

(Director)

02004554

Place: Patna

Date: 28th May, 2019

Anil Kumar Singh

(Chief Financial Officer)

**Hridaya Narayan
Tiwari**

(Company Secretary)

Aditya Consumer Marketing Limited
Schedule of Property, Plant and Equipment as on 31.03.2019

Particulars	Gross Block			Accumulated Depreciation			Net Block			
	31 st March 2018	Addition	Sales / Adjustments	31 st March, 2019	31 st March 2018	Addition	Sales / Adjustments	31 st March 2019	31 st March 2018	31 st March 2019
Tangible Fixed Assets										
Computer	61,102,117.44	1,535,055.73	-	62,637,173.17	18,129,878.00	5,183,660.00	-	23,313,538.00	42,972,239.44	39,323,635.17
Generator	10,318,007.00	-	-	10,318,007.00	3,017,152.00	532,277.00	-	3,549,429.00	7,300,855.00	6,768,578.00
Kitchen Equipments	6,646,011.00	2,694,348.00	-	9,340,359.00	1,897,875.00	518,951.00	-	2,416,826.00	4,748,136.00	6,923,533.00
Mobile	346,494.00	101,250.76	-	447,744.76	150,657.00	64,335.00	-	214,992.00	195,837.00	232,752.76
Furniture & Fixtures	123,912,660.83	18,154,549.19	-	142,067,210.02	26,750,303.00	7,234,490.00	-	33,984,793.00	97,162,357.83	108,082,417.02
Car	7,667,151.09	269,633.45	-259,611.00	7,677,173.54	2,970,921.00	776,356.00	-184,977.00	3,562,300.00	4,696,230.09	4,114,874.54
Motor Cycle	563,187.00	174,000.00	-	737,187.00	249,468.00	52,145.00	-	301,613.00	313,719.00	435,574.00
	210,555,628.36	22,928,837.13	-259,611.00	233,224,854.49	53,166,254.00	14,362,214.00	-184,977.00	67,343,491.00	157,389,374.36	165,881,363.49
Intangible Fixed Assets										
Goodwill	-	-	-	-	-	-	-	-	-	-
Total	210,555,628.36	22,928,837.13	-259,611.00	233,224,854.49	53,166,254.00	14,362,214.00	-184,977.00	67,343,491.00	157,389,374.36	165,881,363.49
Previous Year	163,304,478.00	47,251,150.36	-	210,555,628.36	40,338,085.00	12,828,169.00	-	53,166,254.00	122,966,393.00	157,389,374.36
Capital Work in Progress in Previous Year	-	-	-	-	-	-	-	-	-	-
Capital Work in Progress in Current Year	-	-	-	-	-	-	-	-	-	-
Intangible asset under development in Previous Year	-	-	-	-	-	-	-	-	-	-
Intangible asset under development in Current Year	-	-	-	-	-	-	-	-	-	-

Aditya Consumer Marketing Limited

Annexure to Note No. 31: Forming part of balance Sheet for the year ended 31st March, 2019

S.No.	Name of the Related Party	Relationship	Transaction	Nature of Transaction
1	Yashovardhan Sinha	Managing Director	4,260,000.00	Director's Remuneration
2	Yashovardhan Sinha	Managing Director	1,800,000.00	Rent
3	Sunita Sinha	Director	7,200,000.00	Director's Remuneration
4	Nishant Prabhakar (HUF)	Son of Meena Sharma, (Karta of Nishant Prabhakar)	429,431.00	Commission
5	Meena Sharma	Director	840,000.00	Director's Remuneration
5	Rachna(1st April, 2018 to 13th March, 2019)	Company Secretary	375,000.00	Remuneration
7	Hridaya Narayan Tiwari(14th March, 2019 to 31st March, 2019)	Company Secretary	5,000.00	Remuneration
8	Anil Kumar Singh	Chief Financial officer	1,100,434.00	Remuneration
9	Vandana Sinha	Director	720,000.00	Director's Remuneration
10	Yosham Vardhan	Daughter of Yashovardhan Sinha	2,257,000.00	Professional Fee
11	Rashi vardhan	Daughter of Yashovardhan Sinha	5,852,000.00	Professional Fee
12	Nripendra Narain	Husband of Meena Sharma	840,000.00	Remuneration
13	Pratush Prasanna	Son of Vandana Sinha	420,000.00	Remuneration
14	Yashovardhan Sinha (HUF)	Karta : Yashovardhan Sinha (Managing Director)	1,685,673.00	Commission
15	Rinu Sinha	Wife of Ajay Kumar (Karta of Ajay Kumar HUF)	6,000,000.00	Remuneration
16	Aditya Vision Limited	Concern in which management and/or shareholders are substantially interested	1,321,481.00	Sale/Purchase

Aditya Consumer Marketing Limited
Segmental Reporting in terms of AS - 17

Annexure to Note No 30: Forming part of Financial Statements for the year ended on March 31, 2019

	Activities			Total
	Salon	Food & Beverage	Retail Store	
1. Segment Revenue				
(a) External Sales	66,254,785.78	143,472,602.43	559,222,867.76	768,950,255.97
(b) Inter Segment Sales				
(c) Total Revenue	66,254,785.78	143,472,602.04	559,222,867.76	768,950,255.58
2. Total Revenue of each segment as percentage of total revenue of all the segments	8.62	18.66	72.72	100.00
3. Segment Results	4,104,916.26	6,552,431.25	26,092,126.67	36,749,474.18
4. Combined Results of all segments in profit	4,104,916.26	6,552,431.25	26,092,126.67	36,749,474.18
5. Combined Results of all segments in loss	-	-	-	-
6. Segment Results as a percentage of the greater of the totals arrived at 4 & 5 above in absolute terms	100.00	100.00	100.00	100.00
7. Segment Assets	57,940,000.00	69,642,800.00	101,882,700.00	229,465,500.00
8. Segment assets as percentage of total assets of all segment (%)	25.25	30.35	44.40	100.00
9. Segmental Capital Employed	63,958,602.75	77,423,571.75	195,242,050.50	336,624,225.00

ADITYA CONSUMER MARKETING LIMITED

Registered Office: Lower Ground & Ground Floor, Aditya House, M-20, Road No.26, S K Nagar, Patna-800001, Bihar

CIN: L52190BR2002PLC009872, E-mail ID- cs@adityaconsumer.com, Phone : (0612 – 2520854)

ATTENDANCE SLIP**17th Annual General Meeting**

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

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

I hereby record my presence at the 17th Annual General Meeting of the Company held on Monday September 23, 2019 at 01.00 PM at 9 to 9 Banquet Hall (Sapphire), Nutan Plaza, Bandar Bagicha, Patna-800001, Bihar.

(Name of Member/Proxy)

(Member's /Proxy's Signature)

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

ADITYA CONSUMER MARKETING LIMITED

Registered Office: Lower Ground & Ground Floor, Aditya House, M-20, Road No.26,S K Nagar, Patna-800001, Bihar

CIN: L52190BR2002PLC009872, E-mail ID- cs@adityaconsumer.com, Phone :(0612 – 2520854)

Form No. MGT – 11
PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

 CIN : L52190BR2002PLC009872
 Name of the Company : Aditya Consumer Marketing Limited
 Registered Office : Lower Ground & Ground Floor, Aditya House, M-20,
 Road No. 26, S. K. Nagar, Patna 800001,- Bihar

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

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

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

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

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

 as my/ our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 17th Annual General Meeting of the company, to be held on the Monday September 23, 2019 at 01.00 PM at 9 to 9 Banquet Hall (Sapphire), Nutan Plaza, Bandar Bagicha, Patna-800001, Bihar and/or at any adjournment thereof in respect of such resolutions as are indicated below:

Sl. No.	Resolution(S)	Vote	
		For	Against
	Ordinary Business		
•	Consider and adopt <ul style="list-style-type: none"> Audited Financial Statement for the financial year ended March 31, 2019 and Reports of Directors and Auditors thereon 		
•	Re-appointment of Mrs. Vandana Sinha as Director, who retires by rotation		
•	Appointment of M/s O P Tulsyan & Co., Chartered Accountants as Statutory Auditors and to fix their remuneration for the Financial Year 2019-2020.		

Signed this _____ day of _____, 2019.

 Affix
 Revenue
 Stamp
 here

Signature of Shareholder

Signature of Proxy holder

Notes:

1. This Form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting
2. A Proxy need not be a member of the Company
3. Please put a 'X' in the Box in the appropriate column against the respective resolutions. If you leave the "For" or 'Against' column blank against any or all the resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.

NOTES

Book Post

If undelivered Please return to:
ADITYA CONSUMER MARKETING LIMITED
Lower Ground & Ground Floor, Aditya House, M-20,
Road No.26,S K Nagar, Patna-800001, Bihar