



# Aditya Consumer Marketing Limited

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

## Go SUPER MARKET

### Patna

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

### Gaya

- Gaya College Road

## Go Salon

### For Ladies

#### Patna

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

### Darbhanga

- Above Aditya Vision  
Gm Road, Near  
Income Tax Office



## TAKE-AWAY-EXPRESS

- S K Puri
- Kadam Kuan

## Go Biryani & Street Food

- S K Puri

September 01, 2021

To  
**BSE Limited**  
Phiroze Jeejeebhoy Tower  
Dalal Street,  
Mumbai-400001

Scrip Code-540146

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

Dear Sir/Mam,

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 2020-21 along with notice of 19<sup>th</sup> Annual General Meeting.

The Annual Report for the Financial Year 2020-21 is uploaded on the website of the Company i.e. [www.adityaconsumer.com](http://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



Registered Office : Lower Ground & Ground Floor, Aditya House, M-20, Road No. 26, S.K. Nagar, Patna - 800 001 INDIA

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website : [www.adityaconsumer.com](http://www.adityaconsumer.com)

GSTIN : 10AAECA2473N1ZT



# 19<sup>th</sup> ANNUAL REPORT 2020 - 2021

🏠 Lower Ground & Ground Floor,  
Aditya House, M-20, Road no.-26,  
S.k Nagar, Patna-800001

☎ 6122520674 / 854

✉ [cs@adityaconsumer.com](mailto:cs@adityaconsumer.com)

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## Corporate Information

### BOARD OF DIRECTORS

Yashovardhan Sinha	-	Chairman and Managing Director
Sunita Sinha	-	Whole Time Director
Vandana Sinha	-	Non-Executive Director
Meena Sharma	-	Non-Executive Director
Ravi Prakash Chamria	-	Independent Director
Atul Sinha	-	Independent Director
Anant Upadhyay	-	Independent Director

### COMMITTEES OF THE BOARD

#### Audit Committee

Atul Sinha	-	Chairman
Vandana Sinha	-	Member
Meena Sharma	-	Member
Anant Upadhyay	-	Member
Ravi Prakash Chamria	-	Member

#### Nomination & Remuneration Committee

Atul Sinha	-	Chairman
Vandana Sinha	-	Member
Meena Sharma	-	Member
Anant Upadhyay	-	Member
Ravi Prakash Chamria	-	Member

#### Stakeholders Relationship Committee

Atul Sinha	-	Chairman
Vandana Sinha	-	Member
Meena Sharma	-	Member
Anant Upadhyay	-	Member
Ravi Prakash Chamria	-	Member

**Anil Kuma Singh**  
Chief Financial Officer

**Registrar and Share Transfer Agent**  
Cameo Corporate Services Limited

**Hridaya Narayan Tiwari**  
Company Secretary

**Registered office**  
Lower Ground & Ground Floor  
Aditya House, M 20, Road No. 26, S K  
Nagar, Patna-800001, Bihar  
Tel.No: +91-612-2520674/854  
E-mail:-cs@adityaconsumer.com  
Website-www.adityaconsumer.com

**O.P. Tulsyan & Co.**  
Statutory Auditors

**KE & Company**  
Secretarial Auditor

**Internal Auditor**  
R.P. Sachan & Associates



**YASHOVARDHAN SINHA**  
Chairman & Managing Director

## **Chairman Speech**

### **My Dear Shareholders,**

A very warm welcome to all of you. These are unprecedented times and I hope you and your family members are safe and in good health. It is once again my pleasure to greet you all at the 19<sup>th</sup> Annual General Meeting of Aditya Consumer Marketing Limited.

For the second year in a row we are missing having physical presence of our shareholders in AGM because of the COVID-19 pandemic. However, we are thankful to technology which has enabled all of us to participate virtually in the AGM from the safety of our homes.

We all know that Covid-19 pandemic has taken a toll on humanity globally. Its scale, severity and geographical spread have never been experienced before in almost a century. It has filled the hearts of all Indians with enormous pain and grief. My heart goes out to those whose lives and livelihoods have been marred by this unforeseen event. At the same time, I must express my heartfelt gratitude to all the frontline workers who went above and beyond their call of duty to serve humanity.

Today I, and my colleagues on the Board offer our respects and heartfelt condolences to all those in our Society and Country who have lost their loved ones to this pandemic.

We now present to you our business performance for the year ended March 31, 2021 which has already been circulated to you. With your permission, I would like to take them as read.

Our business performance and financial success since the last AGM have not exceeded our expectations, due to ongoing pandemic. But I shall come to that later in my address.

What has given me far greater happiness than our business performance is our Company's "ACML" humanitarian efforts during these exceedingly difficult times. I feel both proud and humbled to share with you that throughout the COVID-19 crisis, our ACML Family has risen to the occasion with a sense of purpose and national duty. Our entire organization has become energized with the spirit of service.

Every single ACML employee has participated - directly or indirectly - in the Fight against COVID-19 and become a Goodwill Ambassador of ACML family and we can proudly say that.

YES, WE CARE for our Employees and their Families. WE CARE for our Customers, our Shareholders, and our Partners. WE CARE for the Country and the Community at large.

Many of our ACML family members have fought this battle from the frontlines -which includes, 9to 9 Super Market workers, Restaurants workers and our delivery boys, we have the deepest gratitude and highest admiration for each and every one of them.

Our organization was amongst the first in Bihar to organize vaccination camp in the month of June for all the employees and their family members. Today, we can confidently say that each of our ACML family members is vaccinated with at least one dose of COVID-19 vaccine. I must also take this opportunity to thank the Government of Bihar without whose support this vaccination drive would not have been possible.

This Covid-19 pandemic has impacted our expectation of growth and profitability in H1FY2020-21 and we have incurred a loss of Rs. (2.40) crore. But in this challenging environment we have added one new outlet, of Yo! China at Darbhanga. Despite of the threats company earned net revenue of Rs. 49.37crore In the H2 FY 2020-21 and a net profit of Rs. 2.42 crore, in comparison to H1 FY2020-21 there is an increase of profit with 100%. It shows that our team has worked hard and worked as frontline workers to provide door step service in this pandemic.

#### A Quick Review of Financial Performance for the FY 2020-21

- Gross Revenue of Rs. 104.29 Crore & Net Revenue of Rs.93.71 Crore.
- Net Profit of Rs.0.01 crore
- Earnings Per Share- Rs. 0.01
- New Store Addition- 5<sup>th</sup> Outlet of Yo! China
- EBITDA- Rs.2.28 Crore

Our profitable business segments like food & beverage, Banqueting and beauty & wellness suffered the most during Covid-19 pandemic as social distancing norms and government notified lockdown compelled us either to remain shut or operate with limited hours and days for most of time during the year. Pandemic and restrictions completely marred the marriage season and overall demand for banqueting, catering and beauty/grooming demand dried up and most of our bookings were cancelled. However, as per our customer-oriented policy we made full refund of deposits/advances for hundreds of booking cancelled during this period our profitability took a hit as sales these profitable business segments suffered the most, which are crucial to our profitability of overall business bouquet. However, our supermarket business did very well which increased our customer base and translated into increased sales and Company earned Net Revenue of **Rs.93.71** crore against **Rs.83.32 crore** in the last year. Our same stores sales growth stood at healthy **12.47% YOY due to increased business of supermarket.**

#### ACML has set a vision for the FY 2021-22:

- Give people of Muzaffarpur the shopping experience of 9to9 Super Market, experience of 9to9 Salon & Spa and eating experience at our Take-Away-Express with banqueting.
- Provide a safe shopping experience to our customers and a safe working environment to all our employees.
- Third vision is to provide online shopping facility whole year to our esteemed customers.
- Fourth one is moving into other districts of Bihar and opening new units of the Company.

### Vote of Thanks

Post COVID-19 pandemic, India will emerge stronger and more resilient. Indian economy will be on the double-digit growth path sooner than expected and prosperity and opportunities will be created for all.

I also extend my heartfelt thanks to the Central and State Governments, shareholders, lenders, suppliers and customers for their consistent and resolute support during this difficult period which has continued in Q1 & Q2 FY22.

I would also like to thank all my colleagues on the Board for their insight in this crucial phase of our growth, their support and immense encouragement.

**Last but not least want to say few words....**

**“Coming together is a beginning. Keeping together is progress. Working together is success.”**

**“And hope that we will work together and will achieve our expectations next year with better opportunities”**

Thanks

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

## **ADITYA CONSUMER MARKETING LIMITED**

**CIN: L52190BR2002PLC009872**

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

Tel.No: +91-612-2520674/854 Email: [cs@adityaconsumer.com](mailto:cs@adityaconsumer.com)

Website: [www.adityaconsumer.com](http://www.adityaconsumer.com)

### **NOTICE OF 19<sup>th</sup> ANNUAL GENERAL MEETING**

Notice is hereby given that the **Nineteenth (19<sup>th</sup>)** Annual General Meeting of the members of **ADITYA CONSUMER MARKETING LIMITED** will be held on **Thursday, 23<sup>rd</sup> September, 2021 at 3:30 PM** through Video Conferencing (VC) / Other Audio-Visual Means (OAVM) to transact the following Ordinary / Special business:

#### **ORDINARY BUSINESS**

##### **Item No. 1**

##### **Adoption of Financial Statements**

To receive, consider, approve and adopt the Audited Financial Statement of the Company for the financial year ended 31st March, 2021 and the Report of the Board of Directors' and Auditors' thereon.

##### **Item No. 2**

##### **Appointment of Director**

To appoint a Director in place of Mrs. Vandana Sinha (DIN - 01671087) who retires by rotation and, being eligible, offers himself for re-appointment.

##### **Item No.3 - Appointment of Statutory Auditors**

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:-

**"RESOLVED THAT** pursuant to the provisions of Section 139 read with the Rule 4 of the Companies (Audit and Auditors) Rules 2014 and other applicable provisions, if any, of the Companies Act, 2013, **M/s NIRMAL & ASSOCIATES**, Chartered Accountants, having Membership No. **079995** and Firm Registration No **002523C** as issued by the Institute of Chartered Accountants of India, be and hereby appointed as a Statutory Auditors of the Company for five(5) consecutive years i.e. from 2021 to 2026, in place of M/s O.P.Tulsyan & Co., Chartered Accountants, having Membership No. 044173 and Firm Registration No 500028N, on such remuneration as may be decided by the Board of Directors of the Company in addition to reimbursement of all out-of-pocket expenses in connection with the audit of accounts of the Company.

#### **SPECIAL BUSINESS**

##### **Item No. 4 - Re-appointment of Mr. Yashovardhan Sinha (DIN-01636599) as the Chairman & Managing Director of the Company for the second term of 5 (five) consecutive years:**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 196,197and 203 and other applicable provisions, if any, read with Schedule V of the Companies Act 2013 and the



Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and any other statutory modification(s) or re-enactments(s) thereof for the time being in force, the consent of members of the Company be and is hereby accorded for the re-appointment of Mr. Yashovardhan Sinha (DIN:01636599) as the Chairman & Managing Director for a period of 5 (five) years with effect from 16.05.2021 to 15.05.2026, whose period of office shall not be subject to retirement by rotation during his tenure of office, upon such terms and conditions as recommended by the Nomination and Remuneration Committee and the Board of Directors of the Company ('the Board'), with authority to the Board to alter and vary the terms and conditions of the said re-appointment and remuneration in such manner, as it may deem fit and as may be agreed to between the board and Mr. Yashovardhan Sinha and for this purpose the board be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary."

**"RESOLVED FURTHER THAT** the Company has no profits, or its profits are inadequate in any financial year during the currency of his tenure, the Company shall pay to Mr. Yashovardhan Sinha the remuneration as minimum remuneration by way of salary, perquisites, subject to the ceiling prescribed."

**"RESOLVED FURTHER THAT** Board of Directors of the Company be and are hereby jointly and severally authorized to do all such acts, deeds, matters and things, as may be necessary and expedient to give effect to the above resolution on behalf of the Company."

**Item No.5 - Re-appointment of Mr. Ravi Prakash Chamria (DIN-01113278) an Independent Director of the Company for the second term of 5 (five) consecutive years:**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and read with Schedule IV and all other applicable provisions, if any, of the Companies Act 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, including any statutory modification(s) or re-enactment(s) thereof, the consent of members of the Company be and is hereby accorded for the re-appointment of, Mr. Ravi Prakash Chamria (DIN:01113278), who holds office as an Independent Director and being eligible, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for the second term of 5 (five) consecutive years i.e, from 01.07.2021 to 30.06.2026, on the terms and conditions as stipulated in Section 149(8) read with Schedule IV of applicable provisions of the Act and as determined by the Board from time to time.

**"RESOLVED FURTHER THAT** Board of Directors of the Company be and are hereby jointly and severally authorized to do all such acts, deeds, matters and things, as may be necessary and expedient to give effect to the above resolution on behalf of the Company."

**By Order of the Board of Directors  
For Aditya Consumer Marketing Limited**

**Place: Patna  
Date:10<sup>th</sup> August, 2021**

**Hridaya Narayan Tiwari  
Company Secretary**

**Notes:**

1. Details under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 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.
2. Pursuant to the provisions of Section 91 of the Companies Act, 2013, the Register of Members and Share Transfer Book of the company will remain closed from Friday, September 17, 2021 to Thursday, September 23, 2021 (both days inclusive) for the purpose of the 19<sup>th</sup> Annual General Meeting. Thursday, September 16, 2021 shall be the cut-off date as on which the right of voting of the Members shall be reckoned and a person who is not a Member as on the cut-off date should treat this Notice for information purposes only.
3. Members who have not yet registered their email addresses are requested to register the same with their Depository Participants in case the shares are held by them in dematerialized form and with the Company in case the shares are held by them in physical form.
4. As per Regulation 40 of SEBI Listing Regulations, securities of listed companies can be transferred only in dematerialized form with effect from April 01, 2019, except in case of request received for transmission or transposition of securities. In view of this, Members holding shares in physical form are requested to consider converting their holdings to dematerialized form.
5. The Board of Directors has appointed K E & Company, Practicing Company Secretaries, as the Scrutinizer for scrutinizing the e-Voting process in a fair and transparent manner.
6. **CDSL e-Voting System – For e-voting and Joining Virtual AGM meeting**
  - (i) In view of the ongoing COVID-19 pandemic, the Ministry of Corporate Affairs (MCA) vide its General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 20/2020 dated May 5, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020 and Circular no. 02/2021 dated January 13, 2021 (collectively “MCA Circulars”) and Securities and Exchange Board of India (“SEBI”) vide its circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and circular no. SEBI/HO/CFD/CMD2/ CIR/P/2021/11 dated January 15, 2021 (collectively “SEBI Circulars”), have permitted companies to conduct AGM through VC or other audio visual means, subject to compliance of various conditions mentioned therein. The ensuing AGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
  - (ii) Pursuant to the provisions of 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 providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a Member using remote e-Voting as well as the e-Voting system on the date of the AGM will be provided by CDSL.

- (iii) The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
- (iv) The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
- (v) Pursuant to MCA Circulars and SEBI Circulars, the facility to appoint proxy to attend and cast vote for the Members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the Members such as body corporate can attend the AGM through VC/OAVM and cast their votes through e-Voting.
- (vi) In compliance with the aforesaid MCA Circulars and SEBI Circulars, the Notice calling the AGM and the Annual Report for the financial year 2020-21 has been uploaded on the website of the Company at [www.adityaconsumer.com](http://www.adityaconsumer.com). The Notice can also be accessed on the websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com). The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-Voting system during the AGM) i.e. [www.evotingindia.com](http://www.evotingindia.com).
- (vii) The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with aforesaid MCA Circulars and SEBI Circulars.
- (viii) In continuation of this Ministry's General Circular No. 20/2020, dated 05th May, 2020 and after due examination, it has been decided to allow companies whose AGMs were due to be held in the year 2020, or become due in the year 2021, to conduct their AGMs on or before 31.12.2021, in accordance with the requirements provided in paragraphs 3 and 4 of the General Circular No. 20/2020 as per MCA circular no. 02/2021 dated January,13,2021.

**THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL AGM MEETINGS ARE AS UNDER:**

- (i) The voting period begins on Monday September 20, 2021 at 9.00 a.m. and ends on Wednesday September 22, 2021 at 5.00 p.m.

During this period, Shareholders of the Company holding shares either in physical or dematerialized form, as on the cut-off date (record date) of Thursday, September 16, 2021 may cast their vote electronically. The e-Voting module shall be disabled by CDSL for voting thereafter.

- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

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

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

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> <li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi /Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a> The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting</li> </ol>

	<p>your vote during the remote e-Voting period or joining virtual AGM meeting &amp; voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS" "Portal" or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants</b></p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022-23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at

	evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
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- (i) Login method for e-Voting and joining virtual meetings for Physical shareholders and shareholders other than individual holding in Demat form.
- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
  - 2) Click on "Shareholders" module.
  - 3) Now enter your User ID
    - a. For CDSL: 16 digits beneficiary ID,
    - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
    - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
  - 4) Next enter the Image Verification as displayed and Click on Login.
  - 5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
  - 6) If you are a first-time user follow the steps given below:

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

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

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

- (iv) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (v) Click on the EVSN for the relevant <Aditya Consumer Marketing Limited> on which you choose to vote.
- (vi) 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.
- (vii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (viii) 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.
- (ix) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (x) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xi) 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.
- (xii) Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
  - Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company



at the email address viz; cs@adityaconsumer.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. **Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 4 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at company email id i.e. cs@adityaconsumer.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 4 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at company email id i.e. cs@adityaconsumer.com. These queries will be replied to by the company suitably by email.**
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.**

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to [cs@adityaconsumer.com](mailto:cs@adityaconsumer.com).
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP) or please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN(self-attested scanned copy of PAN card), AADHAAR (self-attested scanned copy of Aadhaar Card) by email to [cs@adityaconsumer.com](mailto:cs@adityaconsumer.com).
3. For Individual Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

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

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

**ANNEXURE TO THE NOTICE**

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

The following statement sets out all material facts relating to the Special Businesses mentioned in the accompanying Notice.

**Item No. 4**

The Shareholders of the Company vide a Special Resolution passed by them at 14th AGM of the Company held on Tuesday, June 21, 2016 appointed Mr. Yashovardhan Sinha(DIN-01636599) as Managing Director of the Company for a period of five (5) years with effect from Monday, May 16, 2016 on the defined terms and conditions. He has been the Managing Director of the Company since May 16, 2016 and was instrumental in taking the brand in Patna and Gaya and driving performance with innovation at the core. He has expanded the Company's portfolio over the years by launching new segments of business (**Retail Market Segment in addition with F&B and Salon Segments**) and has played a pivotal role in developing a new channel network by associating with leading home delivery market players. Under his stewardship, the Company has implemented robust processes and practices to support the future growth plans. Considering his contribution to the growth trajectory of the Company, based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company in their meeting held on May 15, 2021, re-appointed Mr. Yashovardhan Sinha, as Managing Director, for a period of five years effective from May 16, 2021, subject to the approval of members of the Company at the 19th Annual General Meeting. The office of

directorship of Mr. Yashovardhan Sinha, shall not be liable to retire by rotation. He is not entitled for sitting fee for attending the meetings of the Board or Committees thereof. Brief resume of Mr. Yashovardhan Sinha, along with disclosures required under the Listing Regulations and Secretarial Standard – 2 on General Meeting issued by the Institute of Company Secretaries of India, is given in the Annexure accompanying this Notice. Directors seek the approval of the members for re-appointment of Mr. Yashovardhan Sinha, as Managing Director by way of passing a Special Resolution.

Accordingly, the Board of Directors recommend passing of the Special Resolution contained at item no.4 of the accompanying Notice. Other than Mr. Yashovardhan Sinha and his relatives, no other Director and Key Managerial Personnel including their relatives are concerned or interested, financially or otherwise, in the Special Resolution set out at item no. 4 of the accompanying Notice.

#### **Item No. 5**

The Members of the Company had appointed Ravi Prakash Chamria (DIN: 01113278) as an Independent Director of the Company on June 24, 2016, to hold office up to June 30, 2021 (**“first term”**).

The Nomination and Remuneration Committee (the “NR Committee”) of the Board of Directors, on the basis of the report of performance evaluation, has recommended re-appointment of Ravi Prakash Chamria as an Independent Director, for a second term of 5 (five) consecutive years, on the Board of the Company i.e, from 01.07.2021 to 30.06.2026.

The Board, based on the performance evaluation and as per the recommendation of the NR Committee, considers that, given his professional background and experience and contributions made by him during his tenure, the continued association of Ravi Prakash Chamria would be beneficial to the Company and it is desirable to continue to avail his services as an Independent Director. Accordingly, it is proposed to re-appoint Ravi Prakash Chamria as an Independent Director of the Company, not liable to retire by rotation, for a second term of 5 (five) consecutive years on the Board of the Company.

Ravi Prakash Chamria is not disqualified from being appointed as a director in terms of Section 164 of the Companies Act, 2013 (**“the Act”**), and has given his consent to act as a director.

The Company has also received declaration from Ravi Prakash Chamria that he meets the criteria of independence as prescribed, both, under Section 149(6) of the Act and under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“SEBI Listing Regulations”**).

In the opinion of the Board, Ravi Prakash Chamria fulfils the conditions for appointment as an Independent Director as specified in the Act and the SEBI Listing Regulations. Ravi Prakash Chamria is independent of the management.

Details of Ravi Prakash Chamria are provided in the “Annexure” to the Notice, pursuant to the provisions of (i) SEBI Listing Regulations and (ii) Secretarial Standard on General Meetings (**“SS-2”**), issued by the Institute of Company Secretaries of India. He shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other purpose as may be decided by the Board, reimbursement of expenses for participating in the

Board and other meetings and profit related commission within the limits stipulated under Section 197 of the Act.

Copy of draft letter of appointment of Ravi Prakash Chamria setting out the terms and conditions of appointment is available electronically for inspection by the Members.

Ravi Prakash Chamria is interested in the resolution set out at Item No. 5 of the Notice with regard to his reappointment. Relatives of Ravi Prakash Chamria may be deemed to be interested in the resolution to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

This statement may also be regarded as an appropriate disclosure under the Act and the SEBI Listing Regulations.

The Board commends the Special Resolution set out at Item No. 5 of the Notice

**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)]

<b>Name of the Director</b>	Vandana Sinha
<b>DIN</b>	01671087
<b>Date of Birth</b>	19-11-1965
<b>Nationality</b>	Indian
<b>Qualification</b>	Bachelor of Arts
<b>Experience</b>	She is engaged in Administration and Supervision of Human resources related functions for more than 15 years.
<b>Terms and Conditions of appointment or re-appointment</b>	Appointed as Non-Executive Director liable to retire by Rotation.
<b>Date of Appointment on Board</b>	25-07-2002
<b>Shareholding in the Company</b>	5,61,857 equity shares (3.8%) of Rs. 10/- each
<b>Relationships with other Directors, Manager and other Key Managerial Personnel</b>	NONE
<b>No. of Meetings of the Board attended during the year</b>	6 meetings held during the Financial year 2020-21. She was present in all the Meetings.
<b>Directorships of other Indian Companies</b>	NONE
<b>Membership/ Chairmanship of Committees of other Companies</b>	No Memberships / Chairmanships of Committees of other Companies.
<b>Membership/ Chairmanship of Committees of this Companies</b>	<ol style="list-style-type: none"> <li>1. Member of Audit Committee</li> <li>2. Member of Stakeholders Relationship Committee</li> <li>3. Member of Nomination &amp; Remuneration Committee</li> </ol>

**ANNEXURE TO ITEM NO. 4 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)]

<b>Name of the Director</b>	Yashovardhan Sinha
<b>DIN</b>	01636599
<b>Date of Birth</b>	04-10-1958
<b>Nationality</b>	Indian
<b>Qualification</b>	Bachelor of Arts
<b>Terms and Conditions of appointment or re-appointment</b>	Appointed as Managing Director not liable to retire by Rotation.
<b>Date of Appointment on Board</b>	31-03-2009
<b>Shareholding in the Company</b>	3385086 equity shares (23%) of Rs. 10/- each
<b>Reason for change viz. appointment, resignation, removal, death or otherwise</b>	Re-appointment of Mr. Yashovardhan Sinha (DIN: 01636599), as the Chairman & Managing Director of the Company for a further period of five (5) years w.e.f. May 16, 2021, subject to the approval of the shareholders at the ensuing Annual General Meeting of the Company.
<b>Date of appointment / cessation (as applicable) &amp; term of appointment</b>	Period of five (5) years commencing from May 16, 2021 to May 15, 2026
<b>Brief profile</b>	Mr. Yashovardhan Sinha is the Promoter, Chairman and Managing director of our company. He has more than 12 years of experience in trading, retail and restaurant industry. His passion for electronics helped him excel in the electronic space and led him to set up his own venture. He is responsible for the overall growth and development of the Company and for taking all key decisions in consultation with the Board. He has been on the board of our Company since March 31, 2009 and appointed as Managing Director for a period of 5 years w.e.f. as on 16th May. 2016.
<b>Disclosure of relationships between directors (in case of appointment of a director).</b>	Related to Mrs. Sunita Sinha, Director of the Company.  (Mr. Yashovardhan Sinha is husband of Mrs. Sunita Sinha)
<b>Information as required pursuant to BSE Circular with ref. no. LIST/ COMP/ 14/ 2018-19</b>	Mr. Yashovardhan Sinha is not debarred from holding the office of director by virtue of any SEBI order or any other such authority.

**ANNEXURE TO ITEM NO. 5 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)]

<b>Name of the Director</b>	Mr. Ravi Prakash Chamria
<b>DIN</b>	01113278
<b>Date of Birth</b>	23-06-1977
<b>Nationality</b>	Indian
<b>Qualification</b>	Post Graduate Diploma in Management
<b>Terms and Conditions of appointment or re-appointment</b>	Appointed as Non-Executive Director not liable to retire by Rotation.
<b>Date of Appointment on Board</b>	24-06-2016
<b>Shareholding in the Company</b>	NIL
<b>Reason for change viz. appointment, resignation, removal, death or otherwise</b>	Re-appointment of Mr. Ravi Prakash Chamria (DIN: 01113278), as an Independent Director of the Company for a further period of five (5) years w.e.f. July 01, 2021, subject to the approval of the shareholders at the ensuing Annual General Meeting of the Company.
<b>Date of appointment / cessation (as applicable) &amp; term of appointment</b>	Period of five (5) years commencing from July 01, 2021 to June 30, 2026.
<b>Brief profile</b>	Mr. Ravi Prakash Chamria, aged 48 years, is the Additional Independent Director of the Company. He has completed his Post Graduate Diploma in Management from Indian Institute of management Society, Lucknow. He is working as Chief Technology Officer in Biz2Credit Inc. Since 2007. He joined the Company on July 01, 2016.
<b>Disclosure of relationships between directors (in case of appointment of a director).</b>	Not Related to any of the Director.
<b>Information as required pursuant to BSE Circular with ref. no. LIST/ COMP/ 14/ 2018-19</b>	Mr. Ravi Prakash Chamria is not debarred from being appointed as an Independent Director by virtue of any SEBI order or any other such authority.
<b>Membership/ Chairmanship of Committees of this Companies</b>	<ol style="list-style-type: none"> <li>4. Member of Audit Committee</li> <li>5. Member of Stakeholders Relationship Committee</li> <li>6. Member of Nomination &amp; Remuneration Committee</li> </ol>

**By Order of the Board of Directors  
 For Aditya Consumer Marketing Limited**

Place: Patna  
 Date: 10<sup>th</sup> August, 2021

Hridaya Narayan Tiwari  
 Company secretary

## DIRECTORS' REPORT

To  
 The Members of  
**The Aditya Consumer Marketing Limited**

Your Directors are pleased to present the 19<sup>th</sup> Annual Report and the Audited Statement of Accounts for the year ended 31st March, 2021. The Financial results are shown as below.

### 1. Financial Results

( ₹ In Crore)

Particulars	31.03.2021	31.03.2020
Income from Sales (Gross)	104.29	93.12
Less: Taxes	10.58	9.80
Income from Sales (Net)	93.71	83.32
Other Income	0.07	0.14
<b>Total Income</b>	<b>93.78</b>	<b>83.46</b>
Less: Expenditure	91.50	78.45
<b>Profit/(Loss) before interest, depreciation and tax</b>	<b>2.28</b>	<b>5.01</b>
Less: Depreciation	1.89	1.87
Interest	0.36	0.72
Provisions for Taxation	0.02	0.14
Exceptional Items	-	1.91
<b>Profit/(Loss) before extraordinary item</b>	<b>0.01</b>	<b>0.37</b>
<b>Profit/(Loss) after Taxes</b>	<b>0.01</b>	<b>0.37</b>
Profit/(Loss) available for appropriation	0.01	0.37
Profit and Loss Appropriation Account	-	-
Balance carried to Balance sheet	<b>0.01</b>	<b>0.37</b>

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

Your Company is in the business of multi-location Retail Super Market, Beauty and Hair Salon, Food & Beverages (Restaurants and Take-Away) and Banquet. In this financial year your Company has earned gross revenue of Rs. 104.29 Crore against the sale of Rs. 93.12 Crore in the previous year and net revenue of Rs. 93.71 Crore against the sale of Rs. 83.32 in the previous year, registering a growth of 12.47% YOY.

Impact of COVID can be seen directly on profitable businesses like Restaurants, Banquet & Salon, because of which company seen a loss Rs. 2.40 in the H1 of FY 2020-21. Consequently, company saw a decline in Net profit to Rs. 0.01 Crore for FY 2020-21 (Decline of Approx 97%) against Rs. 0.37 Crore in the previous year.

Segmental Performance: -Share sale of Salon and Food & Beverages seen a decline due to COVID, where salon was closed for more than 6 months and restaurants are mostly open with home delivery facility. Retail sale was opened whole year along with the home delivery facility, which in turn gave sale of Rs. 78.33 against the sale of Rs. 62.07, registering a growth of 26% approx.

### 3. Dividend

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



#### **4. Share Capital**

The issued, subscribed and paid-up equity share capital of the company as on 31<sup>st</sup> March, 2021 is Rs.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 a outlet of **YO! China at Darbhanga and a outlet of Take-Away-Express with Dine-In facility at S.K.Puri.**

**Still we are planning to move towards other Districts of Bihar, as we have opened our outlets of Restaurants, Retail Store and salon at Gaya in the year 2018 and we are planning to open new unit of Company in Muzaffarpur very soon.**

#### **8. Material changes and commitment affecting the financial position of the company occurred between the end of the financial year to which these 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 2020-21 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, 2021, 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, 2021 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 2020-21, 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. Anant Upadhyay & Mr. Atul Sinha, Non-Executive Director of your Company was appointed for 5 (Five) years commencing from 16<sup>th</sup> November, 2020 to 15<sup>th</sup> November, 2025.

##### **Resignation:**

During the financial year 2020-21, Mr. Chandra Shekhar Prasad Gupta, Non-Executive Director of the Company has resigned from the Company w.e.f 21<sup>st</sup> December, 2020.

#### **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 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 30, 2020, 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 2021. 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 2020-21, as required under Section 204 of the Companies Act, 2013 and Rules there under. The secretarial audit report for FY 2020-21 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 2020-21.

## **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 2020-21, 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 2020-2021.

### **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)

	<b>31.03.2020</b>	<b>31.03.2021</b>
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 and the Annual Return of the Company in Form MGT-7 has been placed on the website of the Company [www.adityaconsumer.com](http://www.adityaconsumer.com).

**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 2020-21.

**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: 10<sup>th</sup> August, 2021

**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 31<sup>ST</sup> MARCH, 2021****[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 **31<sup>st</sup> March' 2021** 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 **ADITYA CONSUMER MARKETING LIMITED (CIN: L52190BR2002PLC009872)** for the financial year ended on 31<sup>st</sup> March' 2021 according to the provisions of:

- (i) The Companies Act' 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;

- (iii) The Depositories Act, 1996 and the regulations and Bye- Laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (SEBI Act):
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) 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; and
  - (f) The Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998;
- (vi) Employees Provident Funds & Miscellaneous Provisions Act, 1952;
- (vii) Income Tax Act, 1961;
- (viii) Employees State Insurance Act, 1948;
- (ix) Memorandum of Association and Articles 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 the directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance 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 members' 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 to ensure compliance with applicable laws, rules, regulations and guidelines.

**Date: 23<sup>rd</sup> August, 2021**  
**Place: Patna**

**For, K E & Company**  
*Company Secretaries*

**Ekta Kumari**  
Proprietor  
Membership No. - 43392  
CP. No. 16019  
**UDIN: A043392C000816890**

This Report is to be read with our letter of even date which is annexed as '**Annexure -1**' and forms an integral part of this report.

**'Annexure -1'**

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.

**For K E & Company  
Company Secretaries**

**Place: Patna  
Date: 23<sup>rd</sup> August, 2021**

**Ekta Kumari  
Proprietor  
Membership No. - 43392  
CP. No. 16019**

## ANNEXURE 'B' TO BOARD'S REPORT

### EXTRACT OF ANNUAL RETURN

as on the financial year ended 31.03.2021

[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

<b>I. Registration and other details</b>	
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(Bihar) Contact No:-0612 2520854 EMAIL: <a href="mailto:cs@adityaconsumer.com">cs@adityaconsumer.com</a> WEBSITE: <a href="http://www.adityaconsumer.com">www.adityaconsumer.com</a>
Whether listed company	Yes
Name, address and contact details of Registrar and Transfer Agent, if any	Cameo Corporate Services Limited Submaramanian Building, 1 Club House Road, Chennai-600 002. Email:- <a href="mailto:cameo@cameoindia.com">cameo@cameoindia.com</a> Website:- <a href="http://www.cameoindia.com">www.cameoindia.com</a>

<b>II. Principal Business Activities of the Company</b>		
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%

<b>III. Particulars of Holding, Subsidiary and Associate Companies</b>				
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 (01.04.2020)				No. of shares held at the end of the year (31.03.2021)				% change during the year
	Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	
<b>A. Promoters</b>									
<b>1. Indian</b>									
a. Individual/HUF	7913315	0	7913315	54.0752%	8084315	0	8084315	55.2437%	1.1685%
b. Central/State Govt.	0	0	0	0.00	0	0	0	0.00	0.00
c. Bodies Corporate	0	0	0	0	0	0	0	0	0.00
d. Banks/FIs	0	0	0	0.00	0	0	0	0.00	0.00
e. Any other...	0	0	0	0.00	0	0	0	0.00	0.00
<b>Sub-Total A(1)</b>	<b>7913315</b>	<b>0</b>	<b>7913315</b>	<b>54.0752%</b>	<b>8084315</b>	<b>0</b>	<b>8084315</b>	<b>55.2437%</b>	<b>1.1685%</b>
<b>2. Foreign</b>									
a. NRI-Individual	0	0	0	0.00	0	0	0	0.00	0.00
b. Bodies Corporate	0	0	0	0.00	0	0	0	0.00	0.00
c. Institutions	0	0	0	0.00	0	0	0	0.00	0.00
d. Banks/FIs	0	0	0	0.00	0	0	0	0.00	0.00
e. Any other...	0	0	0	0.00	0	0	0	0.00	0.00
<b>Sub-Total A(2)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>
<b>Total shareholding of Promoter &amp; Group (A)=A(1)+A(2)</b>	<b>7913315</b>	<b>0</b>	<b>7913315</b>	<b>54.0752%</b>	<b>8084315</b>	<b>0</b>	<b>8084315</b>	<b>55.2437%</b>	<b>1.1685%</b>
Category of shareholders	No. of shares held at the beginning of the year (01.04.2020)				No. of shares held at the end of the year (31.03.2020)				% change during the year
	Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	
<b>B. Public shareholding</b>									
<b>1. Institutions</b>									
a. Mutual Funds	0	0	0	0	0	0	0	0	0
b. Fins/Bank	0	0	0	0	0	0	0	0	0
c. Central/State Govt;	0	0	0	0	0	0	0	0	0
d. Venture Capital Fund	0	0	0	0	0	0	0	0	0
e. Insurance Companies	0	0	0	0	0	0	0	0	0
f. FIs	0	0	0	0	0	0	0	0	0
g. Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
h. Qualified Foreign Investment	0	0	0	0	0	0	0	0	0
i. Others	0	0	0	0	0	0	0	0	0
<b>Sub-Total B(1)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>2.Non-Institutions</b>									
a. Body Corporate	3164000	0	3164000	21.6210%	1571000	0	1571000	10.7353%	(10.8856%)
b. Individual Holding									
i)Up to Rs.1 Lakh	174000	0	174000	1.1890%	338000	0	338000	2.3097%	1.1206%
ii) Above Rs. 1 Lakh	2518129	0	2518129	17.2075%	3745001	0	3745001	25.5912%	8.3837%
c. Qualified Foreign Investors	0	0	0	0.0000	0	0	0	0.0000	0.0000
d. Any Other									
i) Clearing Members	1000	0	1000	0.0068	128	0	128	0.0008	(0.0059%)
ii) HUF	863443	0	863443	5.9002%	893443	0	893443	6.1053%	0.2050%
iii) Non-Resident Indians	0	0	0	0.0000	2000	0	2000	0.0136%	0.0136%
<b>Sub-Total B(2)</b>	<b>6720572</b>	<b>0</b>	<b>6720572</b>	<b>45.9247%</b>	<b>6549572</b>	<b>0</b>	<b>6549572</b>	<b>44.7562%</b>	<b>(1.1685%)</b>
<b>Total Public Shareholding (B)=B(1)+B(2)</b>	<b>6720572</b>	<b>0</b>	<b>6720572</b>	<b>45.9247%</b>	<b>6549572</b>	<b>0</b>	<b>6549572</b>	<b>44.7562%</b>	<b>(1.1685%)</b>
<b>C. Shares Held by Custodian for GDR's and ADR's</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Grand Total (A+B+C)</b>	<b>14633887</b>	<b>0</b>	<b>14633887</b>	<b>100.00</b>	<b>14633887</b>	<b>0</b>	<b>14633887</b>	<b>100.00</b>	<b>0.0000</b>

**ii) Shareholding of Promoters**

Sr. No.	Name of Shareholder	Shareholding at the beginning of the year			Shareholding at the end of the Year			% change in shareholding during the year
		No. of shares	% of total shares of the company	% of Shares Pledged / encumbered to total shares	No. of shares	% of total shares of the company	% of Shares Pledged / encumbered to total shares	
1	Yashovardhan Sinha	3214086	22%	0	3385086	23%	0	1%
2	Sunita Sinha	2304929	15.8%	0	2304929	15.8%	0	0
3	Meena Sharma	561857	3.8%	0	561857	3.8%	0	0
4	Vandana Sinha	561857	3.8%	0	561857	3.8%	0	0
	<b>TOTAL</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>

**iii) Change in Promoters Shareholding**

Date wise Increase/Decrease in Promoters Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc):

Name of Promoter:-YASHOVARHDAN SINHA

Date	No. of Share (Increase /Decrease)
At the beginning of the year	3214086- 22%
24-02-2021	293000(Increase)-Purchase
01-03-2021	-40000(Decrease)- Sale
02-03-2021	-39000(Decrease)- Sale
03-03-2021	-40000(Decrease)- Sale
04-03-2021	-1000(Decrease)- Sale
05-03-2021	-2000(Decrease)- Sale
At the end of the year_31-03-2021	3385086- 23%

**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	RINU SINHA				
	At the beginning of the year 01-Apr-2020	1095129	7.4835	1095129	7.4835
	At the end of the Year 31-Mar-2021	1095129	7.4835	1095129	7.4835
2	FANCOS TRADEMART PRIVATE LIMITED				

	At the beginning of the year 01-Apr-2020	1046000	7.1477	1046000	7.1477
	Sale 10-July-2020	-500000	3.4167	546000	3.7310
	Sale 17-July-2020	-546000	3.7310	0	0.0000
	At the end of the Year 31-Mar-2021	0	0.0000	0	0.0000
3	AJAY KUMAR HUF				
	At the beginning of the year 01-Apr-2020	825443	5.6406	825443	5.6406
	At the end of the Year 31-Mar-2021	825443	5.6406	825443	5.6406
4	ANGAD KUMAR				
	At the beginning of the year 01-Apr-2020	800000	5.4667	800000	5.4667
	At the end of the Year 31-Mar-2021	800000	5.4667	800000	5.4667
5	WAYS WINIMAY PRIVATE LIMITED				
	At the beginning of the year 01-Apr-2020	758000	5.1797	758000	5.1797
	Sale 22-Jan-2021	-758000	5.1797	0	0.0000
	At the end of the Year 31-Mar-2021	0	0.0000	0	0.0000
<b>HAVING SAME PAN</b>					
5	WAYS WINIMAY PRIVATE LIMITED				
	At the beginning of the year 01-Apr-2020	0	0.0000	0	0.0000
	Purchase 22-Jan-2021	758000	5.1797	758000	5.1797
	At the end of the Year 31-Mar-2021	758000	5.1797	758000	5.1797
6	MONOTYPE INDIA LTD				
	At the beginning of the year 01-Apr-2020	387000	2.6445	387000	2.6445
	Sale 21-Aug-2020	-360000	2.6400	27000	0.1845
	Sale 28-Aug-2020	-27000	0.1845	0	0.0000
	At the end of the Year 31-Mar-2021	0	0.0000	0	0.0000
7	NORTH END FOODS MARKETING PVT LTD				

	At the beginning of the year 01-Apr-2020	250000	1.7083	250000	1.7083
	Sale 30-June-2020	-40000	0.2733	210000	1.4350
	Sale 03-July-2020	-185000	1.2641	25000	0.1708
	Sale 10-July-2020	-25000	0.1708	0	0.0000
	At the end of the Year 31-Mar-2021	0	0.0000	0	0.0000
8	<b>PADMAWATI REALCON PRIVATE LIMITED</b>				
	At the beginning of the year 01-Apr-2020	153000	1.0455	153000	1.0455
	Purchase 11-Dec-2020	1000	0.0068	154000	1.0523
	Purchase 18-Dec-2020	1000	0.0068	155000	1.0591
	Sale 26-Feb-2021	-154000	1.0523	1000	0.0068
	At the end of the Year 31-Mar-2021	1000	0.0068	1000	0.0068
9	<b>ALTIUS GLOBAL FINANCE PRIVATE LIMITED</b>				
	At the beginning of the year 01-Apr-2020	84000	0.5740	84000	0.5740
	At the end of the Year 31-Mar-2021	84000	0.5740	84000	0.5740
10	<b>ELAN CAPITAL ADVISORS PRIVATE LIMITED</b>				
	At the beginning of the year 01-Apr-2020	81000	0.5535	81000	0.5535
	At the end of the Year 31-Mar-2021	81000	0.5535	81000	0.5535
<b>NEW TOP 10 AS ON 31-03-2021</b>					
11	<b>TARIQ ALI</b>				
	At the beginning of the year 01-Apr-2020	0	0.0000	0	0.0000
	Purchase 18-Sep-2020	285000	1.9475	285000	1.9475
	Purchase 23-Sep-2020	441000	3.0135	726000	4.9610
	At the end of the year 31-Mar-2021	726000	4.9610	726000	4.9610
12	<b>MEENA AGARWAL</b>				

	At the beginning of the year 01-Apr-2020	0	0.0000	0	0.0000
	Purchase 11-Dec-2020	200000	1.3666	200000	1.3666
	At the end of the Year 31-Mar-2021	200000	1.3666	200000	1.3666
13	ARVINDER KAUR				
	At the beginning of the year 01-Apr-2020	0	0.0000	0	0.0000
	Purchase 17-July-2020	50000	0.3416	50000	0.3416
	Sale 07-Aug-2020	-50000	0.3416	0	0.0000
	Purchase 12-Sep-2020	120000	0.8200	120000	0.8200
	At the end of the Year 31-Mar-2021	120000	0.8200	120000	0.8200
14	DHARA TECHNOSYSTEM LLP				
	At the beginning of the year 01-Apr-2020	0	0.0000	0	0.0000
	Purchase 16-Oct-2020	50000	0.3416	50000	0.3416
	Purchase 13-Nov-2020	60000	0.4100	110000	0.7516
	At the end of the Year 31-Mar-2021	110000	0.7516	110000	0.7516
15	ZISTA FINVEST LLP				
	At the beginning of the year 01-Apr-2020	0	0.0000	0	0.0000
	Purchase 13-Nov-2020	108000	0.7380	108000	0.7380
	At the end of the Year 31-Mar-2021	108000	0.7380	108000	0.7380
16	KESHAV GARG				
	At the beginning of the year 01-Apr-2020	0	0.0000	0	0.0000
	Purchase 04-Sep-2020	1000	0.0068	1000	0.0068
	Purchase 04-Dec-2020	2000	0.0136	3000	0.0205
	Purchase 11-Dec-2020	5000	0.0341	8000	0.546
	Purchase 25-Dec-2020	3000	0.0250	11000	0.0751
	Purchase 31-Dec-2020	11000	0.0751	22000	0.1503
	Purchase 01-Jan-2021	2000	0.0136	24000	0.1640



Purchase 08-Jan-2021	8000	0.0546	32000	0.2186
Purchase 15-Jan-2021	1000	0.0068	33000	0.2255
Purchase 22-Jan-2021	4000	0.0273	37000	0.2528
Purchase 29-Jan-2021	5000	0.0341	42000	0.2870
Purchase 12-Feb-2021	3000	0.0205	45000	0.3075
Purchase 19-Feb-2021	1000	0.0068	46000	0.3143
Purchase 26-Feb-2021	4000	0.0273	50000	0.3416
Purchase 05-Mar-2021	47000	0.3211	97000	0.6628
Purchase 12-Mar-2021	3000	0.0250	100000	0.6833
Purchase 26-Mar-2021	1000	0.0068	101000	0.6901
At the end of the Year 31-Mar-2021	101000	0.6901	101000	0.6901

**v) Shareholding of Directors and Key Managerial Personnel**

For Each of the Directors and KMP		Shareholding at the beginning of the year		Shareholding At the end of the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
<b>Directors and KMP</b>					
<b>Sr. No.</b>	<b>Name of Director and KMP</b>				
1	Yashovardhan Sinha	3214086	22%	3385086	23%
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
<b>Date wise Increase/Decrease in Promoters Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc):</b>					
<b>Name of Promoter:-YASHOVARDHAN SINHA</b>					
<b>Date</b>	<b>No. of Share (Increase /Decrease)</b>				
<b>At the beginning of the year</b>	<b>3214086- 22%</b>				
24-02-2021	293000(Increase)-Purchase				
01-03-2021	-40000(Decrease)- Sale				
02-03-2021	-39000(Decrease)- Sale				
03-03-2021	-40000(Decrease)- Sale				

04-03-2021	-1000(Decrease)- Sale
05-03-2021	-2000(Decrease)- Sale
<b>At the end of the year_31-03-2021</b>	<b>3385086- 23%</b>

#### V) INDEBTEDNESS

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

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness ( in Rs)
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	43,989,583.15	42,671,244.93	0	86,660,828.08
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	<b>43,989,583.15</b>	<b>42,671,244.93</b>	<b>0</b>	<b>86,660,828.08</b>
<b>Change in Indebtedness during the financial year</b>				
Addition	4,857,646.51	17,187,878.53	-	22,045,525.04
Reduction	-	0	0	0
<b>Net Change</b>	<b>4,857,646.51</b>	<b>17,187,878.53</b>	<b>0</b>	<b>22,045,525.04</b>
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	48,847,229.66	59,859,123.46	0	108,706,353.12
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	<b>48,847,229.66</b>	<b>59,859,123.46</b>	<b>0</b>	<b>108,706,353.12</b>

#### VI) REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

Sr. No.	Particulars of Remuneration	Name of MD/WTD/Manager				Total amount ( in Rs)
		Yashovardhan Sinha	Meena Sharma	Vandana Sinha	Sunita Sinha	
<b>1</b>	<b>Gross Salary</b>					
	a. Salary as per provisions contained u/s 17(1) of the Income Tax Act, 1961	4,262,0000	840,000	1,140,000	12,000,000	18,240,000
	b. Value of perquisites u/s 17(2) of the Income Tax Act, 1961	1,800,000	-	-	-	1,800,000
	c. Profits in lieu of salary u/s 17(3) of the Income Tax Act, 1961	-	-	-	-	-
1.	Stock Option	-	-	-	-	-
2.	Sweat Equity	-	-	-	-	-
3.	Commission	-	-	-	-	-
	- As % of profit	-	-	-	-	-
4.	Others, please specify	-	-	-	-	-
	<b>TOTAL</b>	<b>6,060,000</b>	<b>840,000</b>	<b>1,140,000</b>	<b>12,000,000</b>	<b>18,240,000</b>

Ceiling as per the Act	Managerial remuneration is paid as per schedule V of the Companies Act, 2013 and ceiling is based on the effective capital of the Company.
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**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 (As Resigned on 21 <sup>st</sup> December, 2020)	Anant Upadhyay (As Appointed on 16 <sup>th</sup> November, 2020)	Atul Sinha (As Appointed on 16 <sup>th</sup> November, 2020)	
1	Independent Directors					
	Fee for attending Board/Committee Meeting	-	-	-	-	-
	Commission	-	-	-	-	-
	Others, please specify	-	-	-	-	-
	<b>TOTAL B(1)</b>	-	-	-	-	-

**2. Other Non-Executive Directors**

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

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

Sr. No.	Particulars of Remuneration	Key Managerial personnel		Total amount ( in Rs)
		CS	CFO	
		Hridaya Narayan Tiwari	Anil Kumar Singh	
1	<b>Gross Salary</b>			
	d. Salary as per provisions contained u/s 17(1) of the Income Tax Act, 1961	2,38,000	1,105,099	1,343,099
	e. Value of perquisites u/s 17(2) of the Income Tax Act, 1961	-	-	-
	f. Profits in lieu of salary u/s 17(3) of the Income Tax Act, 1961	-	-	-
	Stock Option	-	-	-
	Sweat Equity	-	-	-
	Commission	-	-	-
	- As % of profit	-	-	-

Others, please specify	-	-	-
<b>TOTAL(C)</b>	<b>2,38,000</b>	<b>1,105,099</b>	<b>1,343,099</b>

**VII) PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES:**

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

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

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

- i. The ratio of the remuneration of each Director to the Median Remuneration of the Employees of the Company for the Financial Year 2014-15 and
- ii. The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the Financial Year.

Sr. No.	Name of Director/KMP and Designation	Remuneration for the FY 2020-21	Percentage Increase/ decrease in remuneration in the Financial Year 2020-21	Ratio of Remuneration of each director to the Median Remuneration of Employees
1	Yashovardhan Sinha (Managing Director)	4,260,000	NA	2551.20%
2	Sunita Sinha (Whole Time Director)	12,000,000	66.66%	7186.49%
3	Meena Sharma (Non-Executive Director)	840,000	NA	503.05%
4	Vandana Sinha (Non-Executive Director)	1,140,000	NA	682.72%
5	Anil Kumar Singh (Chief Financial Officer)	1,105,099	-3.67%	-
6	Hridaya Narayan Tiwari (Company Secretary)	238,000	-28.96%	-

**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: 10<sup>th</sup> August, 2021

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

## **MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

### **Industry Overview**

#### **Indian Retail Industry**

In the COVID-led Financial Year 2020-21, Central Statistical Organization (CSO), in its third advanced estimates, projected India's annual Gross Domestic Product (GDP) to contract by 7.3%. Considering the sector-wise growth, while the output for all the sectors declined over the previous year (except agriculture), construction and trade/hotels have been more severely hit and have seen a sharper decline in output.

In the first half of the Financial Year 2020-21, demand was lower across sectors due to lockdown and the supply of goods and services was disrupted mainly due to the non-availability of labor and logistics constraints. However, the gradual opening of the economy from October 2020, resulted in a faster-than-expected recovery in the second half of the Financial Year 2020-21. As we know that the Indian retail industry is the fifth largest in the world and is one of the fastest growing industries in India, comprising of organized and unorganized sectors. Though initially, the retail industry in India was mostly unorganized, however with the change of tastes and preferences of the consumers, the industry is getting more popular these days and getting organized as well. Global Retail Development Index has identified India as the most attractive destination for retail business.

#### **Our Segments**

- **Retail Store**- 9to9 Super Market (Retail trading in leading brands)
- **Food & Beverages**-
  - **Two Leading Brand of Restaurants with Dine-in as well as Home Delivery Facility**
    - 1) Take-Away-Express
    - 2) YO! China
    - 3) Banquet & Conference Hall
- **Salon & Spa**- 9to9 Salon uses leading brands of products to provide best services

#### **Opportunities - Growth Drivers of Indian Retail Industry**

Retail industry in India has a huge growth potential, with opportunities existing in multiple sectors and segments. Organized retailing in India in the near future would be driven by:

- o Liberalization of the Indian Economy
- o Rapid Urbanization
- o Sharp rise in the Earnings & Income
- o Changing lifestyles
- o Shift in the consumer shopping behavior pattern
- o Increase of dual income nuclear families
- o Internet revolution opening new doors to the global market
- o Increasing population of young working people under 25
- o Availability of great quality commercial real estate
- o A billion population (and rising)

#### **Threat - Challenges facing Indian Retail Industry**

- o The tax structure in India favors small retail business
- o Lack of adequate infrastructure facilities

- o High cost of real estate
- o Dissimilarity in consumer groups
- o Shortage of retail study options
- o Shortage of trained manpower
- o Low retail management skill

### **Business Review**

COVID-19 pandemic affected our growth expectation and profitability in H1FY2020-21 and have incurred a loss of Rs. (2.40) crore. But in this challenging environment we added one outlet, of Yo! China at Darbhanga. Despite of the threats company even earned a net revenue of Rs. 49.37 crore in H2 FY 2020-21 and a net profit of Rs. 2.42 crore, in comparison to H1 FY2020-21 this was an increase of 100% in profits. This reflects the determination of our team who have worked relentlessly as frontline workers to provide door step delivery service during this pandemic.

### **A Quick Review of Financial Performance for the FY 2020-21**

- Gross Revenue of Rs. 104.29 Crore & Net Revenue of Rs.93.71 Crore.
- Net Profit of Rs.0.01 crore
- Earnings Per Share- 0.01
- New Addition- 5<sup>th</sup> Outlet of Yo! China
- EBITDA- Rs.2.28 Crore

### ***\*All Figures are in INR Crore except EPS***

- Our profitable business segments like food & beverage, Banqueting and beauty & wellness suffered the most during Covid-19 pandemic as social distancing norms and government notified lockdown compelled us either to remain shut or operate with limited hours and days for most of time during the year. Pandemic and restrictions completely marred the marriage season and overall demand for banqueting, catering and beauty/grooming demand dried up and most of our bookings were cancelled. However, as per our customer-oriented policy we made full refund of deposits/advances to hundreds of booking cancelled during this period our profitability took a hit as these profitable business segments suffered the most, which are crucial to our profitability of overall business bouquet. However, our supermarket business did very well which increased our customer base and translated into increased sales and Company earned Net Revenue of **Rs.93.71** crore against **Rs.83.32** crore in the last year. Our same stores sales growth stood at healthy **12.47% YOY due to increased business of supermarket.**

### **Business Outlook**

#### **Strengths**

The Company believes that following are some strengths of the Company which provides it competitive advantage.

#### **Strong management team**

We have an experienced professional management team possessing strong capabilities in various aspects of retail and wholesale business and strong relationships with its various stakeholders as well as in-depth knowledge of the localities in which the Company has

expansion plans. Our Management team is complemented by a committed work force which enables us to operate, synergize and integrate our front and backend operations efficiently.

### **Strong Systems and Process**

We believe that our systems and processes are our major strength. The Company has strong focus on systems and processes. We continue to invest in our front and backend processes and systems and believe that continuous investment in process, systems and technology results in substantial growth. Our investments in systems and processes give us the vital edge to be able to predict consumer trends and requirement to hold inventory at optimum levels and to control the financial performance of the Company.

### **Business Strategy**

Over the last few months, we have put a lot of effort in getting our systems and processes sorted and today we are amongst the best on that front. Now our next challenge is to become the preferred shopping destination. In this area, the Company plans to focus on following:

1. Expanding our product and format range - We intend to cater to various segments of consumer in Bihar by providing extensive product range through various lines of the business and formats of retail trading.
2. Customer Satisfaction - The Company imparts special training to its employees and sales executives to ensure that quality service is provided to customers.
3. Improving the store level profitability - To devise innovative Revenue Share formats for controlled operational expenses e.g. low rental cost.
4. Maximum utilization of I.T. for low operational overheads and better supply chain benefits.
5. Streamlining the backend operations.
6. Increasing presence in cities where the Company already has commercially viable operations & the cities which reflect high potential and commercial viability.
7. Focusing on high margin/high volume products.

### **Risks and concerns**

**Execution:** Although the Industry growth potentially appears to be immense, we believe the key risk to our growth is execution risk. The Company has a strong management team and we believe it would be capable enough to execute varied retail trading formats.

**Employee retention:** With the entry of new players and Indian economy back on growth path, we believe that employee retention has become very important.

**Low margins due to increase in competition:** With the entry of new players, the competition in the retail industry has become intense, resulting in pressure on the margins and introduction of new promotions/discount schemes to attract and retain the customers.

### **Internal Controls and their Adequacy**



Your Company remains committed to improve the effectiveness of internal control systems for business processes with regard to its operations, financial reporting and compliance with applicable laws and regulations. The Company has a proper system of internal controls to ensure that all assets are safeguarded and protected against loss from unauthorized use or disposition and that all transactions are authorized, recorded and reported correctly.

**MATERIAL DEVELOPMENTS IN HUMAN RESOURCES/INDUSTRIAL RELATIONS FRONT, INCLUDING NUMBER OF PEOPLE EMPLOYED:**

The workforce is a critical factor in maintaining quality and safety, which strengthens the competitive position and the human resource policies focus on training and retaining the employees of the Company. The Company trains employees regularly to increase the level of operational excellence, improve service and maintain compliance standards on quality and safety. Employees are offered performance-linked incentives and benefits and the Company conducts employee engagement programs from time to time.

The Company would like to sincerely appreciate the valuable contribution and support of employees towards the performance and growth of the Company. The management team comprises of professionals with a proven track record.

**DETAILS OF SIGNIFICANT CHANGES IN KEY FINANCIAL RATIOS & RETURN ON NET WORTH**

Particulars	Financial Year 2020-21	Financial Year 2019-20	% in change	Reason (change of 25% or more)
Debtors Turnover Ratio	1.48	2.11	29.94	Improved Recovery
Inventory Turnover Ratio	6.18	5.30	16.47	Not Applicable
Interest Coverage Ratio	1.10	4.39	74.83	Declined in revenue due to COVID-19
Current Ratio	2.66	2.86	6.97	Not Applicable
Debt Equity Ratio	0.56	0.42	32.69	Adverse impact due to COVID-19
Operating Profit Margin (%)	0.42	3.77	88.80	Adverse impact due to COVID-19
Net Profit Margin (%)	0.04	0.62	93.57	Adverse impact due to COVID-19
Return on Net worth (%)	0.06	1.43	95.83	Adverse impact due to COVID-19

### **CAUTIONARY STATEMENT**

Statements made in this Management Discussion and Analysis Report may contain certain forward -looking statements based on various assumptions on the Company's present and future business strategies and the environment in which it operates. Actual results may differ substantially or materially from those expressed or implied due to risk and uncertainties. These risks and uncertainties include the effect of economic and political conditions in India and abroad, volatility in interest rates and in the securities market, new regulations and Government policies that may impact businesses as well as the ability to implement its strategies.

## **CORPORATE GOVERNANCE**

The Directors present the Company's Report on Corporate Governance for the year ended March 31, 2021 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, 2021, the Board consists of seven (07) Directors comprising three (03) are Independent & Non- Executive Directors, three women Directors 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, 2021, six (06) 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:-

29-06-2020, 29-07-202, 03-09-2020, 06-11-2020, 16-11-2020, and 26-12-2020

### 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	Anant Upadhyay	Atul Sinha
1.	29-06-2020	Present	Present	Present	Present	Present	Leave Sought	-	-
2.	29-07-2020	Present	Present	Present	Present	Present	Present	-	-
3.	03-09-2020	Present	Present	Present	Present	Present	Present	-	-
4.	30-09-2020 (AGM)	Present	Present	Present	Present	Present	Leave Sought	-	-
5.	06-11-2020	Present	Present	Present	Present	Present	Present	-	-
6.	16-11-2020	Present	Present	Present	Present	Present	Leave Sought	-	-
7.	26-12-2020	Present	Present	Present	Present	Present	Leave Sought	Present	Present

#### \*Notes-

- Anant Upadhyay and Atul Sinha, Independent Directors was appointed as on 16<sup>th</sup> November, 2020.

- Chandra Shekhar Prasad Gupta, Independent Director resigned as on 21<sup>st</sup> December, 2020.

### **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 31<sup>st</sup> March, 2021, 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 Program for Independent Directors:**

The Company will impart Familiarization Programs for Independent Directors inducted on the Board of the Company. Familiarization - immediately upon appointment of Director the Familiarization Program 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 Program intends to improve awareness of the Independent Directors on their roles, rights, responsibilities towards the Company. Further, the Familiarization Program 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 Program. The KMPs or Senior Management Personnel may participate in the Program for providing various inputs.

### **GOVERNANCE CODES**

#### **Code of Business Conduct & Ethics**

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

#### **Conflict of Interest**

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

#### **Insider Trading Code**

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

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

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

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

## COMMITTEES OF THE BOARD

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

The Board currently has the following Committees:

### 1. AUDIT COMMITTEE

#### Composition

Audit Committee of the Board of Directors is entrusted with the responsibility to supervise the company's internal controls and financial reporting process. The Audit Committee before the resignation of the Chandra Shekhar Prasad Gupta the committee is headed by Mr. Gupta and has Mr. Ravi Prakash Chamria, Mrs. Vandana Sinha, Mrs. Meena Sharma as its Members. After the resignation of Mr. Chandra Shekhar Prasad Gupta, Mr. Atul Sinha headed the committee and another member added Mr. Anant Upadhyay in the Audit Committee. 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 2020-21. The Committee met on April 22, 2020, June 29, 2020, September 03, 2020, November 06, 2020, November 16, 2020 and March 26, 2021, 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 6
2.	Ravi Prakash Chamria	Member	3 of 6
3.	Vandana Sinha	Member	5 of 6
4.	Meena Sharma	Member	5 of 6
5.	Anant Upadhyay	Member	1 of 6
6.	Atul Sinha	Chairman (W.e.f 26-12-2020)	1 of 6

In view of resignation of Mr. Chandra Shekhar Prasad Gupta Independent Director with effect from 21<sup>st</sup> December, 2020 and appointment of Mr. Atul Sinha & Mr. Anant Upadhyay as Independent Director of the Company through Resolution passed through Postal Ballot/E-Voting on December 23, 2020, the Board of Directors of the Company at its meeting held on December 26, 2020, have approved and reconstituted the following Committees of the Board with immediate effect:

### 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 comprised Mr. Chandra Shekhar Prasad Gupta as the Chairman along with Mr. Ravi Prakash Chamria, 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.

After the resignation of Mr. Chandra Shekhar Prasad Gupta w.e.f 21<sup>st</sup> December, 2020 and appointment of Mr. Atul Sinha & Mr. Anant Upadhyay as on 16<sup>th</sup> November, 2020, the composition of the committee changed as, Mr. Atul Sinha appointed as the chairman of the committee and in addition to the other members of the committee, Mr. Anant Upadhyay became the member 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 2020-21. The Committee met on November 16 2020. 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
5	Anant Upadhyay	Member	-
6	Atul Sinha	Chairman(w.e.f 26-12-2020)	-

In view of resignation of Mr. Chandra Shekhar Prasad Gupta Independent Director with effect from 21<sup>st</sup> December, 2020 and appointment of Mr. Atul Sinha & Mr. Anant Upadhyay as Independent Director of the Company through Resolution passed through Postal Ballot/E-Voting on December 23, 2020, the Board of Directors of the Company at its meeting held on December 26, 2020, have approved and reconstituted the following Committees of the Board with immediate effect:

### 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 31<sup>st</sup> March, 2021:

Name	Salary, benefits, bonus etc.	Commission	Sitting Fees
<b>Mr. Yashovardhan Sinha</b> Chairman & Managing Director	42,60,000	-	-
<b>Mrs. Sunita Sinha</b> Whole-Time Director	12,000,000	-	-
<b>Mrs. Meena Sharma</b> Non-Executive Director	840,000	-	-
<b>Mrs. Vandana Sinha</b> Non-Executive Director	1,140,000	-	-
<b>Mr. Chandra Shekhar Prasad Gupta</b> Independent Director	-	-	-

Name	Salary, benefits, bonus etc.	Commission	Sitting Fees
<b>Ravi Prakash Chamria</b> Independent Director	-	-	-
<b>Anant Upadhyay</b> Independent Director	-	-	-
<b>Atul Sinha</b> Independent Director	-	-	-

### Performance Evaluation

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

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

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

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

#### Composition

In view of resignation of Mr. Chandra Shekhar Prasad Gupta Independent Director with effect from 21<sup>st</sup> December, 2020 and appointment of Mr. Atul Sinha & Mr. Anant Upadhyay as Independent Director of the Company through Resolution passed through Postal Ballot/E-Voting on December 23, 2020, the Board of Directors of the Company at its meeting held on December 26, 2020, have approved and reconstituted the following Committees of the Board with immediate effect.

The Shareholder's/Investors Grievance Committee comprises Mr. Atul Sinha, Independent Director as the Chairman & Mr. Ravi Prakash Chamria, Mrs. Meena Sharma, Mrs. Vandana Sinha and Mr. Anant Upadhyay 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 Committee meeting held on 26<sup>th</sup> August, 2020, as per the requirement but there were no such Shareholder's/Investors Grievance during the FY 2020-21.

### **Details of Shareholders' Complaints Received, Solved and Pending as on March 31, 2021**

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, 2021.

### **AFFIRMATIONS AND DISCLOSURES:**

#### **1. Compliance with Governance Framework**

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

#### **2. Related Party Transactions**

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

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

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

### 3. CEO/CFO Certification

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

### 4. Auditors' Certificate on Corporate Governance

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

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

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

#### Vigil Mechanism/Whistle Blower Policy

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

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

### 6. Disclosure of Accounting Treatment

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

### 7. Risk Management

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

### 8. Non-mandatory requirements

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

## 9. DEMATERIALIZATION OF SHARES:

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

## 10. Number of Shareholders (As at 31<sup>st</sup> March, 2021): 174

### GENERAL SHAREHOLDER INFORMATION: -

1.	19 <sup>th</sup> AGM date, Time and Venue	Thursday, September 23, 2021 Through Audio Video/ Other Audio-Visual Means at 03.30 PM.
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 <sup>st</sup> April 2020 to 31 <sup>st</sup> March, 2021
5.	Book closure date	Friday, September 17, 2021 to Thursday, September 23, 2021.
6.	Dividend Payment	Not declared in the Financial year 2020-21
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 2020-21 to BSE within due date.
10.	Payment of Depository Fees:	Annual Custody/Issuer fee for the year 2020-21 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, 2021

Particulars	Number of Shares	% of shares
<b>Physical Segment</b>	<b>Nil</b>	<b>Nil</b>
<b>Demat Segment</b>		
A. NSDL	3651786	24.9543
B. CDSL	10982101	75.0457
<b>Total (A)+(B)</b>	<b>1,46,33,887</b>	<b>100</b>

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

### 13. Distribution of Shareholding as on March 31, 2021

Holding Rs. - Rs.	Shareholders		Shares Amount	
	Number	% of total	Rs.	% of total
1 - 100	0	0.00	0	0.00
101 - 500	1	0.5714	128	0.0008
501 - 1000	54	30.8571	54000	0.3690
1001 - 2000	22	12.5714	44000	0.3006
2001 - 3000	12	6.8571	36000	0.2460
3001 - 4000	4	2.2857	16000	0.1093
4001 - 5000	9	5.1428	45000	0.3075
5001 - 10000	23	13.1428	184000	1.2573
10001 - And Above	50	28.5714	14254759	97.4092
<b>Grand Total</b>	<b>175</b>	<b>100.0000</b>	<b>14633887</b>	<b>100.0000</b>

### 14. SHARE HOLDING PATTERN AND DISTRIBUTION OF SHAREHOLDINGS AS ON 31ST MARCH, 2021

Category	Number of Shares held	% of Shareholding
1. Promoter & Promoter Group	8084315	55.24%
2. Mutual Funds	Nil	Nil
3. Banks, FI, Insurance Companies	Nil	Nil
4. Private bodies Corporate	1571000	10.74%
5. Clearing Members	128	0%
6. HUF	893443	6.11%
7. Non-Resident Indians	2000	0.01
8. Indian Public	4083001	27.90%

### 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, 2021 are as under:

Month	BSE		
	High (Rs.)	Low (Rs.)	Volume (Nos.)
Apr-20	26	19.85	5000
May-20	31.2	16.7	85000



Jun-20	21	15.5	97000
Jul-20	17.35	10.2	580000
Aug-20	12.48	10.43	658000
Sep-20	12.19	9.36	76000
Oct-20	11.8	9.16	84000
Nov-20	11.8	8.82	225000
Dec-20	16.48	10.16	248000
Jan-21	19.8	14.25	81000
Feb-21	25.9	15.1	434000
Mar-21	27	17	221000
<b>Closing Share Price as on March 31, 2021 (In Rs.)</b>			<b>17.50</b>

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

Particulars	FY 2017-18	FY 2018-19	FY 2019-20
<b>Day</b>	Thursday	Monday	Wednesday
<b>Date</b>	20 <sup>th</sup> September, 2018	23 <sup>rd</sup> September, 2019	30 <sup>th</sup> September, 2020
<b>Time</b>	02.00 PM	01.00 PM	3.30 PM
<b>Venue</b>	9 to 9 Banquet Hall (Sapphire), Nutan Plaza, Belinda: Bagicha, Patna-800001, Bihar	9 to 9 Banquet Hall (Sapphire), Nutan Plaza, Belinda: Bagicha, Patna-800001, Bihar	Through-Audio Video/Other Audio-Visual Means (OAVM)
<b>Special Resolution</b>	NIL	NIL	NIL

#### Details of Resolutions Passed Through Postal Ballot During FY-2020-21

Board Meeting held on 16<sup>th</sup> November, 2021 for the following Resolution

1. Approval for payment of remuneration of Mrs. Sunita Sinha (DIN: 01636997), Whole Time Director of the Company.
2. Approval of appointment of Mr. Anant Upadhyay (DIN- 08847156) as an Independent Director of the Company, to hold office for a term of 5 (five) consecutive years from November 16, 2020 to November 15, 2025.
3. Approval of appointment of Mr. Atul Sinha (DIN- 08948807) as an Independent Director of the Company, to hold office for a term of 5 (five) consecutive years from November 16, 2020 to November 15, 2025.

**Postal Ballot Period/e-voting period Tuesday, 24th November, 2020 at 09:00 A.M to Wednesday, 23rd December, 2020 at 05:00 P.M.**

### **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 channels of communication such as results announcement, annual report, media releases, Company's website.

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

### **SHARE TRANSFER SYSTEM**

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

### **NOMINATION**

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

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

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

**MD/CFO CERTIFICATION TO THE BOARD**

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

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

- a) We have reviewed Financial Statements and the Cash Flow Statement for the Financial Year ended March 31, 2021 and that to the best of our knowledge and belief, we state that:
  - (i) These statements do not contain any materially untrue statements or omit any material fact or contain any statements that might be misleading;
  - (ii) These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b) We further state that to the best of our knowledge and belief, there are no transactions entered into by the Company during the year, which are fraudulent, illegal or violative of the Company's Code of Conduct.
- c) We hereby declare that all the members of the Board of Directors and Executive Committee have confirmed compliance with the Code of Conduct as adopted by the Company.
- d) We are responsible for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting of the Company and have disclosed to the Auditors and Audit Committee, deficiencies in the design or operation of internal controls, if any, of which we are aware and the steps we have taken or proposed to take to rectify these deficiencies.
- e) We have indicated, based on our most recent evaluation, wherever applicable, to the Auditors and the Audit Committee:
  - (i) significant changes, if any, in internal control over financial reporting during the year;
  - (ii) significant changes, if any, in accounting policies during the period and that the same have been disclosed in the notes to the financial statements; and
  - (iii) Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having significant role in the Company's internal control system over the financial reporting.

**By Order of the Board of Directors  
For Aditya Consumer Marketing Limited**

**Anil Kumar Singh**  
Chief Financial Officer

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

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

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

We have examined the compliance of conditions of Corporate Governance by **Aditya Consumer Marketing Limited** for the year ended 31<sup>st</sup> March, 2021 as stipulated in Chapter IV of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 pursuant to the Listing Agreement of the said Company with the Stock Exchanges. (The Members hereby noted that according to the SEBI (LODR) Regulations, 2015 the company (being a SME Listed Company of BSE Ltd) is exempted from the compliance of corporate governance requirements as provided under regulations 17 to 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 and para C, D and E of Schedule V.)

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

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

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

Yours Faithfully

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

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Sanjay Kumar Agarwal  
Partner

Firm's registration No. 500028N  
Membership No. 044173 of 1990  
UDIN - 21044173AAAAFN1622

## **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](http://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 31<sup>st</sup> March, 2021 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.	Anant Upadhyay	08847156	16/11/2020
6.	Atul Sinha	08948807	16/11/2020
7.	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: 10<sup>th</sup> August, 2021

Name of Company Secretary  
 Ekta Kumari  
 ACS No.: 43392  
 C.P. No.: 16109  
 UDIN- A043392C000764387

*O.P. Tulsyan & Co.  
chartered accountant*

**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<sup>st</sup> March 2021, 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<sup>st</sup> March 2021, 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.

*O.P. Tulsyan & Co.  
chartered accountant*

## **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 for exclusion of GST as such has not explained anywhere.

Any variation in method of such computation may adversely affect the financial health of the company.

### **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.

*O.P. Tulsyan & Co.  
chartered accountant*

## **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



O.P. Tulsyan & Co.  
chartered accountant

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, 2021**;
- 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.

O.P. Tulsyan & Co.  
chartered accountant

## 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 paragraph 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, 2021** taken on record by the Board of Directors, none of the directors is disqualified as on **31st March, 2021** 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.

*O.P. Tulsyan & Co.  
chartered accountant*

(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.

Place: Patna  
Date: 10.08.2021

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

**Ca Sanjay Kumar Agarwal**  
Partner  
Membership No 044173 of 1990  
**UDIN - 21044173AAAAFC7861**

O.P. Tulsyan & Co.  
chartered accountant

### 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, 2021** (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,

O.P. Tulsyan & Co.  
chartered accountant

“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,

O.P. Tulsyan & Co.  
chartered accountant

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;

*O.P. Tulsyan & Co.  
chartered accountant*

“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

*O.P. Tulsyan & Co.  
chartered accountant*

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: 10.08.2021

**Ca Sanjay Kumar Agarwal**  
Partner  
Membership No 044173 of 1990  
**UDIN - 21044173AAAAFC7861**



*O.P. Tulsyan & Co.  
chartered accountant*

## **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<sup>st</sup> March 2021** 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.

*O.P. Tulsyan & Co.  
chartered accountant*

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

*O.P. Tulsyan & Co.  
chartered accountant*

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<sup>st</sup> March 2021, 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: 10.08.2021

**Ca Sanjay Kumar Agarwal**  
Partner  
Membership No 044173 of 1990  
**UDIN - 21044173AAAAFC7861**



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

Particulars	Note No.	2021	2020
<b>A CONTINUING OPERATIONS</b>			
<b>1</b>			
Revenue from operations (gross)		1,042,927,942.00	931,225,191.47
Less: Taxes		-105,802,782.39	-97,957,635.50
Revenue from operations (net)		<b>937,125,159.61</b>	<b>833,267,555.97</b>
<b>2</b>			
Other income	23	688,159.00	1,371,855.00
<b>3</b>			
<b>Total revenue (1+2)</b>		<b>937,813,318.61</b>	<b>834,639,410.97</b>
<b>4</b>			
<b>Expenses</b>			
(a) Cost of materials consumed		-	-
(b) Purchases of stock-in-trade (net of taxes)		714,674,671.61	567,091,971.96
(c) Changes in inventories of finished goods, work-in-progress and stock-in-trade		-12,521,282.13	-1,547,364.59
(d) Employee benefits expense	24	121,069,255.00	145,255,404.00
(e) Finance costs	26	3,581,992.00	7,159,448.61
(f) Depreciation and amortisation expense		18,882,871.00	18,637,214.00
(g) Operating & Other expenses	25	91,750,545.13	73,774,781.18
<b>Total expenses</b>		<b>937,438,052.61</b>	<b>810,371,455.16</b>
<b>5</b>			
<b>Profit / (Loss) before exceptional and extraordinary items and tax (3 - 4)</b>		375,266.00	24,267,955.81
<b>6</b>			
Exceptional items			
- Exceptional items		-	-19,080,170.00
Sub Total :		-	-19,080,170.00
<b>7</b>			
<b>Profit / (Loss) before extraordinary items and tax (5 ± 6)</b>		375,266.00	5,187,785.81
<b>8</b>			
Extraordinary items		-	-
<b>9</b>			
<b>Profit / (Loss) before tax (7 ± 8)</b>		375,266.00	5,187,785.81
<b>10</b>			
<b>Tax expense:</b>			
(a) Current tax expense for current year		-	1,333,689.00
(b) (Less): MAT credit (where applicable)		-	-
(c) Current tax expense relating to prior years		-	-
(d) Excess Provision		-	-
(e) Net current tax expense		-	-
(f) Deferred tax		218,239.00	102,387.00
		<b>218,239.00</b>	<b>1,436,076.00</b>
<b>11</b>			
<b>Profit/(Loss) from continuing operations (9 ±10)</b>		157,027.00	3,751,709.81

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

Particulars	Note No.	2021	2020
<b>B DISCONTINUING OPERATIONS</b>			
12.i Profit / (Loss) from discontinuing operations (before tax)		-	-
12.ii Gain / (Loss) on disposal of assets / settlement of liabilities attributable to the discontinuing operations		-	-
12.iii Add / (Less): Tax expense of discontinuing operations		-	-
(a) on ordinary activities attributable to the discontinuing operations		-	-
(b) on gain / (loss) on disposal of assets / settlement of liabilities		-	-
<b>13 Profit / (Loss) from discontinuing operations (12.i ± 12.ii ± 12.iii)</b>		-	-
<b>C TOTAL OPERATIONS</b>			
<b>14 Profit / (Loss) for the year (11 ± 13)</b>		157,027.00	3,751,709.81
<b>15.i Earnings per share (of Rs 10/- each):</b>			
(a) Basic			
(i) Continuing operations		0.01	0.26
(ii) Total operations		0.01	0.26
(b) Diluted			
(i) Continuing operations		0.01	0.26
(ii) Total operations		0.01	0.26
<b>15.ii Earnings per share (excluding extraordinary items) (of Rs 10/- each):</b>			
(a) Basic			
(i) Continuing operations		0.01	0.26
(ii) Total operations		0.01	0.26
(b) Diluted			
(i) Continuing operations		0.01	0.26
(ii) Total operations		0.01	0.26

**Please see accompanying notes forming part of the financial statements**

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

**Ca Sanjay Kumar Agarwal**  
 Partner  
 Membership No 044173  
 Place : Patna  
 Date : 10.08.2021

**For and on behalf of the Board of Directors**  
 L52190BR2002PLC009872

	<b>Yashovardhan Sinha</b> (Mg. Director) 01636599	<b>Meena Sharma</b> (Director) 02004554
DIN :		
	<b>Anil Kumar Singh</b> (Chief Financial Officer)	<b>Hridaya Narayan Tiwari</b> ( Company Secretary)

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

	<b>2021</b>	<b>2020</b>
	Rs _____ P	Rs _____ P
<b>Cash flows from operating activities</b>		
Profit before taxation	375,266.00	5,187,785.81
<b>Adjustments for:</b>		
Depreciation	18,882,871.00	18,637,214.00
Investment income	-688,159.00	-1,371,855.00
Interest expense	3,581,992.00	7,159,448.61
IPO expense W/off	700,000.00	700,000.00
Profit / (Loss) on the sale of plant & equipment	-	-
<b>Working capital changes:</b>		
(Increase) / Decrease in trade and other receivables	11,101,139.05	10,378,119.35
(Increase) / (Decrease) in inventories	-12,521,282.13	-1,547,364.59
Increase / (Decrease) in trade payables	26,444,151.44	1,288,335.66
Cash generated from operations	47,875,978.36	40,431,683.84
Interest paid	-3,581,992.00	-7,159,448.61
Income taxes paid	-809,295.51	-12,955,830.00
Dividends paid	-	-
<b>Net cash from operating activities</b>	<b>43,484,690.85</b>	<b>20,316,405.23</b>
<b>Cash flows from investing activities</b>		
Business acquisitions, net of cash acquired	-	-
Purchase of property, plant and equipment	-3,440,818.00	-45,000,000.00
IPO Issue Expenses	-	-
Proceeds from sale of equipment	-	-
Acquisition of portfolio investments	-	-
Investment income	688,159.00	1,371,855.00
<b>Net cash used in investing activities</b>	<b>-2,752,659.00</b>	<b>-43,628,145.00</b>
<b>Cash flows from financing activities</b>		
Proceeds from issue of share capital/share premium	-	-
Proceeds from / (Payment of) long-term borrowings	11,744,614.85	18,635,563.71
<b>Net cash used in financing activities</b>	<b>11,744,614.85</b>	<b>18,635,563.71</b>
<b>Net increase in cash and cash equivalents</b>	<b>52,476,646.70</b>	<b>-4,676,176.06</b>
<b>Cash and cash equivalents at beginning of period</b>	<b>30,728,955.30</b>	<b>35,405,131.36</b>
<b>Cash and cash equivalents at end of period</b>	<b>83,205,602.00</b>	<b>30,728,955.30</b>

Cash Balances Control Total

Please see accompanying notes forming part of the financial statements

For and on behalf of the Board of Directors

L52190BR2002PLC009872

In terms of our report attached.

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

**Ca Sanjay Kumar Agarwal**  
 Membership No 044173  
 Place : Patna  
 Date : 10.08.2021

**Yashovardhan Sinha**  
 (Mg. Director)  
 01636599

**Meena Sharma**  
 (Director)  
 02004554

**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, 2021

**A. Equity Share Capital**

Rs. \_\_\_\_\_ P

Balance at the beginning of the reporting period  
Add : Fresh Allotment of shares  
Balance at the end of the reporting period

146,338,870.00  
-  
146,338,870.00

	Share Application Money pending for Allotment	Equity Component of Compound Financial Instruments	Reserves & Surplus				Debt instruments through Other Comprehensive Income	Equity Instruments through Other Comprehensive Income	Effective Portion of Cash Flow Hedges	Revaluation surplus	Exchange differences on translating the financial statements of a foreign operation.	Other Items of Comprehensive Income	Money received against share warrants	Total
			Capital Reserve	Securities Premium Reserve	Other Reserves	Retained Earnings								
Balance at the beginning of the reporting period	-	-	-	-	-	115,563,647.32	-	-	-	-	-	-	-	115,563,647.32
Changes in the accounting policy or prior period errors	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Restated Balance at the beginning of the reporting period	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Total Comprehensive Income for the year	-	-	-	-	-	-	-	-	-	-	-	-	-	157,027.00
Dividends Transferred to retained earnings	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Any other changes	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Balance at the end of the reporting period	-	-	-	-	-	116,245,068.32	157,027.00	-	-	-	-	-	-	116,245,068.32
														524,394.00
														116,245,068.32



**Aditya Consumer Marketing Limited**  
**Notes to Financial Statements for the year ended 31 March , 2021**

**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.

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**

	<b>2021</b>	<b>2020</b>
	<b>Rs_____P</b>	<b>Rs_____P</b>
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 2021.

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

Name of Share Holder (% of Shareholding)	31-Mar-21	31-Mar-20
Yashovardhan Sinha (23.13%) (21.96%)	3385086	3214086
Ajay kumar HUF (5.64%) (5.64%)	825443	825443
Rashi Vardhan (5.61%) (5.61%)	821429	821429
Angad Kumar (5.47%) (5.47%)	800000	800000
Rinu Sinha (7.48%) (7.48%)	1095129	1095129
Sunita Sinha (15.75%) (15.75%)	2304929	2304929
Fancos Trademart Private Limited (0.00%) (7.15%)	-	1046000
Ways Vinimay Pvt Ltd (5.18%) (5.18%)	758000	758000

#### 4.00 Reserves and surplus

	2021 Rs_____P	2020 Rs_____P
<b>Surplus in Statement of Profit and Loss</b>		
Opening Balance	115,563,647.32	111,811,945.51
Add : Profit for the year	157,027.00	3,751,709.81
Add/(Less) : Excess/(Short) Provision for IT Last Year	524,394.00	-8.00
Add: Share Premium	-	-
Closing Balance	116,245,068.32	115,563,647.32

**5.00 Long-term borrowings**

	<b>2021</b>	<b>2020</b>
	Rs _____ P	Rs _____ P
Term Loan I (Secured) (New)	18,350,000.00	30,223,018.00
Term Loan II (Secured)	24,000,000.00	10,892,437.00
Term Loan (VL I) ((Secured)	13,052,059.00	1,213.00
Term Loan (VL II) ((Secured)	6,214.00	-
Term Loan (VL III) ((Secured)	4,598.90	1,742,483.03
Term Loan (VL IV) ((Secured)	9,099.03	45,517.02
Term Loan (VL V) ((Secured)	143,956.34	63,767.10
Term Loan (VL VI) ((Secured) - New	768,270.73	1,021,148.00
	<u>56,334,198.00</u>	<u>43,989,583.15</u>

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

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

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

**6.00 Deferred tax liabilities (net)**

	<b>2021</b>	<b>2020</b>
	Rs _____ P	Rs _____ P
<b>Deferred tax liability arising out of timing differences on:</b>		
Difference between Accounting & Tax Dep	839,379.37	393,796.00
<b>Total deferred tax liabilities (A)</b>	<u>839,379.37</u>	<u>393,796.00</u>
<b>Deferred tax assets arising out of timing differences on:</b>		
Provision for doubtful trade receivables	-	-
Provision for Leave encashment	-	-
Provision for Bonus	-	-
Expenditure disallowed u/s. 40 (a) (ia)	-	-
Unearned income and deferred revenues	-	-
Intt received on provisional IT Assessment	-	-
Revaluation loss on buyers credit	-	-
Others	-	-
<b>Total deferred tax assets (B)</b>	<u>-</u>	<u>-</u>
<b>Deferred tax liabilities (net) (A - B)</b>	218,239.00	102,387.00
<b>Opening Balance</b>	7,085,362.00	6,982,975.00
<b>Deferred tax liabilities c/fd to Balance Sheet</b>	7,303,601.00	7,085,362.00

**7.00 Other long-term liabilities**

	2021 Rs _____ P	2020 Rs _____ P
Sunita Sinha (ACRPS7311P)	-	600,000.00
	-	600,000.00

**8.00 Long term Provisions**

	2021 Rs _____ P	2020 Rs _____ P
<b>A. Provision for Employees</b>		
Provision for employee benefits (Refer note 24)	-	-
Provision for Compensated absences	-	-
Provision for Post-employment medical benefits	-	-
Others (Pension and Super annuation)	-	-
	-	-
<b>B. Provision for contingencies (Refer note 33)</b>	-	-
<b>C. Others</b>	-	-
	-	-

**9.00 Other Short term borrowings**

	2021 Rs _____ P	2020 Rs _____ P
Cash Credit from Bank	61,495,632.00	42,671,244.93
	61,495,632.00	42,671,244.93

**10.00 Trade payables**

	2021 Rs _____ P	2020 Rs _____ P
Sundry Creditors	17,314,997.00	11,304,662.63
TDS Payable	1,815,400.00	744,539.00
EPF\ESIC Payable	710,208.00	730,578.00
Salary Payable	7,688,870.00	6,969,496.00
Audit Fee Payable	638,000.00	798,435.00
	28,167,475.00	20,547,710.63

**11.00 Other current liabilities**

	2021 Rs _____ P	2020 Rs _____ P
Current maturities of long term borrowing (Refer note 5)	-	-
Deferred revenues and advances (recd from customers)	-	-
Interest accrued but not due on loans:	-	-
	-	-

**12.00 Short-term provisions**

	2021 Rs_____P	2020 Rs_____P
Provision for Compensated absences	-	-
Provision for Post-employment medical benefit	-	-
Provision for Taxes	-	1,333,689.00
	<u>-</u>	<u>1,333,689.00</u>

**13.00 Fixed Assets**

As per Separate Sheet Attached	176,802,097.00	192,244,149.49
	<u>176,802,097.00</u>	<u>192,244,149.49</u>

**14.00 Non-Current Investments**

	2021 Rs_____P	2020 Rs_____P
Quoted Shares	-	-
Unquoted Shares	-	-
Government Securities	-	-
	<u>-</u>	<u>-</u>

**15.00 Long Term Loans and Advances**

	2021 Rs_____P	2020 Rs_____P
Advance Franchisee Fee	-	-
	<u>-</u>	<u>-</u>

**16.00 Other Non-Current Assets**

	2021 Rs_____P	2020 Rs_____P
IPO Issue Expenses (to the extent not written off)	700,000.00	1,400,000.00
	<u>700,000.00</u>	<u>1,400,000.00</u>

**17.00 Current Investments**

	2021 Rs_____P	2020 Rs_____P
Current Investments	-	-
	<u>-</u>	<u>-</u>



**18.00 Trade Receivables (Unsecured)**

	2021 Rs_____P	2020 Rs_____P
i. Trade receivables outstanding for a period <b>not exceeding</b> six months from the date they were due for payment		
Considered good	2,951,065.00	4,639,035.14
Doubtful	-	-
Less: Prov. for doubtful trade receivables	-	-
	<u>2,951,065.00</u>	<u>4,639,035.14</u>
ii. Other Receivables		
Considered good	-	-
Doubtful	-	-
Less: Prov. for doubtful trade receivables	-	-
	<u>-</u>	<u>-</u>
	<u>2,951,065.00</u>	<u>4,639,035.14</u>

**19.00 Cash & Bank Balances**

	2021 Rs_____P	2020 Rs_____P
<b>Cash and Cash Equivalents</b>		
Cash on hand	4,297,318.00	18,420,791.03
Cheques on hand	-	-
Remittances in transit	-	-
In Bank accounts with scheduled banks	78,908,284.00	12,308,164.27
<b>Other Bank Balances</b>		
Earmarked funds	-	-
	<u>83,205,602.00</u>	<u>30,728,955.30</u>

**20.00 Short Term Loans and Advances**

	2021 Rs_____P	2020 Rs_____P
Loans and Advances	30,531,864.93	30,856,423.23
MAT Credit	494,349.00	609,850.00
Advance Tax	1,000,000.00	10,000,000.00
TDS & TCS	262,856.39	235,966.00
	<u>32,289,070.32</u>	<u>41,702,239.23</u>

**21.00 Other Current Assets**

	2021 Rs_____P	2020 Rs_____P
Interest receivable	-	-
Others	-	-
	<u>-</u>	<u>-</u>

22.00 Revenue from Operations for the current year includes Rs Nil (2020: Rs Nil) pertaining to previous years.

23.00 Other Income

	2021 Rs _____ P	2020 Rs _____ P
Interest on Bank Deposits	688,159.00	1,371,855.00
Any Other Income	-	-
	<u>688,159.00</u>	<u>1,371,855.00</u>

24.00 Employee Benefits

	2021 Rs _____ P	2020 Rs _____ P
Salary not coverable under ESI & PF	30,049,537.00	20,339,363.00
Salary covered under ESI & PF	43,671,300.00	48,271,947.00
Salary covered under PF but not ESI	9,760,979.00	9,548,163.00
Staff welfare expenses	37,587,439.00	67,095,931.00
	<u>121,069,255.00</u>	<u>145,255,404.00</u>

25.00 Operating & Other Expenses

	2021 Rs _____ P	2020 Rs _____ P
Advertising and publicity	105,230.16	974,490.50
Auditor's remuneration and expenses	638,000.00	554,084.50
Commission	1,805,525.00	1,787,656.50
Conveyance	1,643,022.00	1,123,599.50
Donations	61,979.00	212,880.50
Light and power	19,314,486.63	15,075,611.00
Misc Consumables	4,131,425.34	2,006,039.00
Misc Expenses	953,468.18	623,020.00
Printing, postage and stationery	1,391.00	178,124.00
Rent	47,123,250.00	42,468,683.50
Telephone expenses	1,785,526.91	1,392,614.00
Travelling expenses	624,817.00	639,198.00
Vehicles Running Expenses	3,451,061.16	1,929,289.50
IPO Issue Expenses	700,000.00	700,000.00
Credit Card & Meal Coupons Commission	6,974,177.73	3,070,012.50
Office Expenses	2,437,185.02	1,039,478.18
	<u>91,750,545.13</u>	<u>73,774,781.18</u>

26.00 Finance Cost

	2021 Rs _____ P	2020 Rs _____ P
Interest on Loans	3,581,992.00	7,159,448.61
	<u>3,581,992.00</u>	<u>7,159,448.61</u>

**27.00 Change in Inventories**

	<b>2021</b>	<b>2020</b>
	Rs _____ P	Rs _____ P
Closing Stock	119,937,010.00	107,415,727.87
Less: Opening Stock	<u>-107,415,727.87</u>	<u>-105,868,363.28</u>
	<u>12,521,282.13</u>	<u>1,547,364.59</u>

**28.00 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.

**29.00 Auditor's remuneration and expenses**

	<b>2021</b>	<b>2020</b>
	Rs _____ P	Rs _____ P
Audit fees	638,000.00	554,084.50
	<u>638,000.00</u>	<u>554,084.50</u>

### 30.00 Earnings per share

	2021 Rs_____P	2020 Rs_____P
Net Profit after tax attributable to the equity shareholders (A)	157,027.00	3,751,709.81
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)	0.01	0.26

### 31.00 Segmental Reporting (AS 17)

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

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

### 32.00 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.

### 33.00 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.

### 34.00 Provision for Contingencies

Not ascertained

### 35.00 Contingent Liabilities and Commitments

	2021 Rs_____P	2020 Rs_____P
<b>A. Contingent Liabilities</b>		
Guarantees given on behalf of subsidiaries	-	-
Claims for taxes on income		
Income tax disputes where <b>department is in appeal</b> against the Company	-	-
Income tax disputes where <b>company is in appeal</b> against the department	-	-
Income tax disputes where the <b>Company has a favourable decision</b> in other assessment years for the same issue	-	-
Income tax disputes other than above	-	-
	-----	-----
	-----	-----

**B. Commitments:**

Capital Commitments	-	-
Guarantees extended	-	-
Other Commitments	-	-
	<u>-</u>	<u>-</u>

**36.00 Supplementary statutory information**

	2021	2020
	Rs _____ P	Rs _____ P
a. Value of imports calculated on CIF basis (on accrual basis)	-	-
b. Earnings in Foreign Currency	-	-
c. Expenditure in foreign currency (on accrual basis)	-	-
	<u>-</u>	<u>-</u>

**37.00 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 2021.

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

39.00 Derivative Transactions are not applicable to the company

40.00 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

<b>Yashovarshan Sinha</b> (Mg. Director) 01636599	<b>Meena Sharma</b> (Director) 02004554
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<b>Anil Kumar Singh</b> (Chief Financial Officer)	<b>Hridaya Narayan Tiwari</b> ( Company Secretary)
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**Aditya Consumer Marketing Limited**

Annexure to Note No. 32: Forming part of balance Sheet for the year ended 31st March, 2021

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	12,000,000.00	Director's Remuneration
4	Yashovardhan Sinha (HUF)	Son of RNP Sinha, (Karta of Yashovardhan Sinha HUF)	1,805,525.00	Commission
5	Nishant Prabhakar (HUF)	Son of Meena Sharma, (Karta of Nishant Prabhakar HUF)	214,707.00	Commission
6	Meena Sharma	Director	840,000.00	Director's Remuneration
7	Hridaya Narayan Tiwari	Company Secretary	238,000.00	Remuneration
8	Anil Kumar Singh	Chief Financial officer	1,105,099.00	Remuneration
9	Vandana Sinha	Director	1,140,000.00	Director's Remuneration
10	Yosham Vardhan	Daughter of Yashovardhan Sinha	2,280,000.00	Professional Fee and Remuneration
11	Rashi vardhan	Daughter of Yashovardhan Sinha	5,880,000.00	Professional Fee and Remuneration
12	Nripendra Narain	Husband of Meena Sharma	840,000.00	Remuneration
13	Aditya Vision Limited	Concern in which management and/or shareholders are substantially interested	2,460,408.00	Sale/Purchase

**Aditya Consumer Marketing Limited**  
**Schedule of Fixed Assets as on 31.03.2021**

Particulars	Gross Block		Accumulated Depreciation		Net Block	
	31 <sup>st</sup> March 2020	Addition	31 <sup>st</sup> March 2021	31 <sup>st</sup> March 2020	31 <sup>st</sup> March 2021	31 <sup>st</sup> March 2021
<b>Tangible Fixed Assets</b>						
Computer	70,137,173.17	1,014,798.90	71,151,972.07	29,209,698.00	5,958,079.00	40,927,675.17
Generator	10,318,007.00	-	10,318,007.00	4,081,706.00	532,277.00	6,236,301.00
Kitchen Equipments	9,364,155.60	632,514.00	9,996,669.60	2,930,038.00	551,256.00	6,426,117.60
Mobile	514,306.90	1,083,009.12	1,597,316.02	285,650.00	173,544.00	228,656.90
Furniture & Fixtures	179,263,811.79	710,495.98	179,974,307.77	44,752,960.00	10,818,975.00	134,510,851.79
Car	7,822,413.54	-	7,822,413.54	4,352,454.00	790,154.00	5,142,608.00
Motor Cycle	804,987.00	-	804,987.00	360,199.00	58,586.00	444,788.00
	<b>278,224,855.00</b>	<b>3,440,818.00</b>	<b>281,665,673.00</b>	<b>85,980,705.00</b>	<b>18,882,871.00</b>	<b>192,244,150.00</b>
<b>Intangible Fixed Assets</b>						
Goodwill	-	-	-	-	-	-
<b>Total</b>	<b>278,224,855.00</b>	<b>3,440,818.00</b>	<b>281,665,673.00</b>	<b>85,980,705.00</b>	<b>18,882,871.00</b>	<b>192,244,150.00</b>
<b>Previous Year</b>	<b>233,224,854.49</b>	<b>45,000,000.00</b>	<b>278,224,854.49</b>	<b>67,343,491.00</b>	<b>18,637,214.00</b>	<b>165,881,363.49</b>
Capital Work in Progress in Previous Year	-	-	-	-	-	-
Capital Work in Progress in Current Year	-	-	-	-	-	-
Intangible assets under development in Previous Year	-	-	-	-	-	-
Intangible assets under development in Current Year	-	-	-	-	-	-



🏠 Lower Ground & Ground Floor,  
Aditya House, M-20, Road no.-26,  
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