

NOTICE

Notice is hereby given that the **Fifteenth** (15th) Annual General Meeting of **THE ADITYA CONSUMER MARKETING LIMITED** (CIN - L52190BR2002PLC009872) will be held on **Thursday, the 21st September, 2017** at 11:00 a.m. at 9 to 9 Banquet Hall, (Shapphire) Nutan Plaza, Bander Bagicha, Patna-800001, Bihar to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet and Statement of Profit and Loss for the year ended 31st March 2017 together with the Reports of the Board of Directors and the Auditors thereon.
2. To appoint Mrs. Vandana Sinha (DIN – 01671087), who retires by rotation and being eligible, offers herself for re-appointment.
3. To appoint M/s O. P. Tulsyan & Co., Chartered Accountants, Lucknow (Registration No. FRN 500028N) as approved by Board at the meeting on 28th August as Statutory Auditors of the Company, to hold office until the conclusion of next Annual General Meeting, and to fix their remuneration for the financial year ending 31st March, 2018.

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

SPECIAL BUSINESS:

4. Appointment of Mrs. Sunita Sinha as Whole-Time Director:

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

"RESOLVED THAT pursuant to provisions of Section 196,197,203 and other applicable provisions, if any, of the Companies Act 2013, with Companies (Appointment and Remuneration) Rules, 2014 and other applicable provision made thereunder (including any statutory modifications or reenactment(s) thereof, for the time being in force), subject to approval of the members in the General meeting and subject to approval of the central government and such other consents and permissions as may be necessary, and subject to such modifications, variations as may be approved and acceptable to the appointee, the consent of the Board of Directors be and is hereby accorded for the appointment of Mrs. Sunita Sinha (DIN – 01636997), Director of the Company as the Whole-Time Director of the Company with effect from 28th August, 2017 for a period of five years on the following terms and conditions:-

1. SALARY: Rs.6,00,000 p.m.
2. LEAVE FACILITIES: Nil

Notes:

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

A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

2. The Register of Members and Share Transfer Book of the company will remain closed from Friday, 15th September, 2017 to Thursday, 21st September, 2017 (both days inclusive) for the purpose of the Meeting.
3. Members desirous of obtaining any information concerning the accounts and operations of the company are requested to send their queries to the company at least seven days before the Meeting at its registered office, so that information required by the members may be available at the meeting.
4. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding share in physical form can submit their PAN details to the Company / Registrars and Transfer Agents, M/s Cameo Corporate Services Limited.
5. Members are requested to notify the change in their address to the Registrar and Share Transfer Agent of the company.
6. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, (Corresponding to Section 173(2) of the Companies Act, 1956) in respect of Special Business set out in the Notice is annexed hereto.
7. Members are requested to hand over the enclosed Attendance Slip, duly signed in accordance with their specimen signature(s) registered with the Company/Depository participants for admission to the meeting hall. Members who hold shares in dematerialized form are requested to bring their Client ID and DP ID Numbers for identification.

8. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change of address immediately to the Company / Registrars and Transfer Agent, M/s Cameo Corporate Services Limited.
9. Corporate Members intending to send their authorised representative to attend the Meeting are requested to send a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Annual General Meeting.
10. Details under clause 49 of the Listing Agreement with the Stock Exchange in respect of the Directors seeking appointment / re-appointment at the Annual General Meeting, forms integral part of the notice. The Directors have furnished the requisite declarations for their appointment / re-appointment.
11. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the company electronically.
12. In case of joint holders attending the Meeting, only such joint holders who are higher in the order of names will be entitled to vote.
13. Members are requested to send their queries at least 10 days before the date of meeting so that information can be made available at the meeting.
14. In terms of Section 72 of the Companies Act, 2013, a member of the company may nominate a person on whom the shares held by him/her shall vest in the event of his/her death. Members desirous of availing this facility may submit nomination in prescribed Form-SH-13 to the company/RTA in case shares are held in physical form, and to their respective depository participant, if held in electronic form.
15. The voting rights of shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date (record date) of September 14, 2017. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. **14th September' 2017**, may obtain the login ID and sequence number by sending a request at investor@cameoindia.com.
16. The members of the Company, whose names appear in the Register of Members / list of Beneficial Owners as on the cut-off date i.e. September 14, 2017 may cast their vote electronically on the Resolution set forth in this Notice as per the instructions for e-voting given hereunder.
17. Electronic copy of Notice of AGM is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hardcopy of

the same. For members who have not registered their email address, physical copies of the Notice of AGM is being sent in the permitted mode.

18. Members may also note that the Notice of EGM will also be available on the Company's website www.adityaconsumer.com for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's email id: cs@adityaconsumer.com.
19. The Company has made arrangements for casting votes by its Equity Shareholders by remote e-voting process in accordance with Rule 20 of the Companies (Management and Administration) Rules, 2014. The Company has made arrangements with Central Depository Services (India) Limited ('CDSL') for facilitating remote e-voting process.
20. The facility of voting through ballot paper shall be made available at the meeting to those members, who have not casted their vote by remote e-voting. The members who have casted their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.

21. Voting Through Electronic Means:

Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide its members the facility of 'remote e-voting' (e-voting from a place other than venue of the AGM) to exercise their right to vote at the AGM. The business may be transacted through e-voting services rendered by Central Depository Services (India) Limited (CDSL).

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

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

The instruction to members for voting electronically are as under:

- I. The voting period begins on Monday, September 18, 2017 at 09.00 a.m. and ends on Wednesday, September 20, 2017 at 5.00 p.m. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Friday, September 14, 2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- II. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- III. The shareholders should log on to the e-voting website www.evotingindia.com.
- IV. Click on Shareholders.
- V. Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- VI. Next enter the Image Verification as displayed and Click on Login.
- VII. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- VIII. If you are a first-time user follow the steps given below:

PAN	<p>For Members holding shares in Demat Form and Physical Form Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none">• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field
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Dividend Bank Details or Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v)
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- IX. After entering these details appropriately, click on "SUBMIT" tab.
- X. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- XI. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- XII. Click on the EVSN for the relevant <Aditya Consumer Marketing Limited>on which you choose to vote.
- XIII. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- XIV. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- XV. After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- XVI. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- XVII. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- XVIII. If a demat account holder has forgotten the login password, then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

XIX. Note for Non-Individual Shareholders and Custodians:

- ❖ Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- ❖ A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- ❖ After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- ❖ The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- ❖ A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favor of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

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

By order of the Board of Directors

Rachna
Company Secretary & Compliance Officer
ACS - 43339

Place: Patna
Date: 28th August, 2017

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

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

ITEM NO. 4

Mrs. Sunita Sinha (DIN – 01636997) is holding bachelor degree in Arts, she is having a vast experience in dealing with Salon business, beauty products and other related areas. She was appointed as an Additional Director w.e.f. 28th August, 2017 in accordance with the provisions of Section 161 of the Companies Act, 2013. She holds office upto the date of Annual General Meeting.

The Company has received a notice in writing from a member along with the deposit of requisite amount under section 160 of the Companies Act, 2013 proposing the candidature of Mrs. Sunita Sinha (DIN – 01636997) for the office of the Director of the Company, liable to retire by rotation.

In the opinion of the Board, Mrs. Sunita Sinha (DIN – 01636997) fulfils the conditions for her appointment as a Executive Director of the Company as specified in the Companies Act, 2013 and the Listing Agreement.

Mrs. Sunita Sinha is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act. 2013 and has given her consent to act as a Director. Mrs. Sunita Sinha as a Director of the Company would be of immense benefit to the Company.

The Board recommends the resolution for your approval.

None of the Directors or Key Managerial Personnel of the Company or their relatives except Mrs. Sunita Sinha and Mr. Yashovardhan Sinha (relative) are considered to be interested or concerned in the above resolution.

ANNEXURE TO ITEM NO. 2 & 4 OF THE NOTICE

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

Name of the Director	Vandana Sinha	Sunita Sinha
DIN	01671087	01636997
Date of Birth	19-11-1965	01-06-1963
Date of Appointment	25-07-2002	28-08-2017
Areas of Specialization	Administration and Supervision of Human resources related functions	Expertise in Salon business, beauty products
Qualifications	(B.A)	(B.A)
No. of Shares Held in the Company	5,61,857	23,04,929
Directorship held in outside Public Limited Companies	-	Non –Executive Director in Aditya Vision Limited
Chairman/member of the Committee of the Board of Directors of this Company	1) Member of Audit Committee	-
	2) Member of Stakeholders Relationship Committee	
	3) Member of Nomination & Remuneration Committee	
Chairman/member of the Committee of the Board of Directors of other Companies	-	1) Non –Executive Director in Aditya Vision Limited
Other information	-	-

By order of the Board of Directors

Rachna
Company Secretary & Compliance Officer
ACS - 43339

Place: Patna
Date: 28th August, 2017

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

15th ANNUAL GENERAL MEETING

Date : Thursday, 21st September, 2017

Time : 11:00 a.m.

Venue : 9 to 9 Banquet Hall, Nutan Plaza, BanderBagicha, Patna-01, Bihar.

Route Map to the venue of AGM

