

# 21<sup>st</sup> ANNUAL REPORT 2022-23



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**Board of Director's**



**Mr. Yashovardhan Sinha**  
Managing Director



**Mrs. Sunita Sinha**  
Wholetime Director



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



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



**Atul Sinha**  
(Independent Director)



**Nusrat Syed Hassan**  
(Independent Director)



**Hridaya Narayan Tiwari**  
Company Secretary & Compliance Officer



**Mr. Anil Kumar Singh**  
Chief Financial Officer



## **CORPORATE INFORMATION**

### **BOARD OF DIRECTORS**

Yashovardhan Sinha  
Sunita Sinha  
Vandana Sinha  
Meena Sharma  
Nusrat Syed Hassan  
Atul Sinha

Chairman and Managing Director  
Whole-Time Director  
Non-Executive Director  
Non-Executive Director  
Independent Director  
Independent Director

### **COMMITTEES OF THE BOARD**

#### **Audit Committee**

Atul Sinha - Chairman  
Meena Sharma - Member  
Nusrat Syed Hassan - Member

#### **Stakeholders Relationship Committee**

Atul Sinha - Chairman  
Vandana Sinha - Member  
Meena Sharma - Member  
Nusrat Syed Hassan - Member

#### **Nomination & Remuneration Committee**

Atul Sinha - Chairman  
Meena Sharma - Member  
Nusrat Syed Hassan - Member

#### **Chief Financial Officer**

Anil Kumar Singh

#### **Registrar and Share Transfer Agent**

Cameo Corporate Services Limited

#### **Secretarial Auditor**

Deepak Dhir & Associates

#### **Registered Office Address:-**

Lower Ground & Ground Floor,  
Aditya House, M-20, Road No.26  
S.K.Nagar, Patna-800001(Bihar)  
Website:-[www.adityaconsumer.com](http://www.adityaconsumer.com)  
Tel. No.: +91-612-2520874/54  
Email:-[cs@adityaconsumer.com](mailto:cs@adityaconsumer.com)

#### **Company Secretary**

Hridaya Narayan Tiwari

#### **Statutory Auditors**

Nirmal & Associates

## Chairman Speech



**Mr. Yashovardhan Sinha**  
Managing Director

Good Afternoon Everyone.

I Yashovardhan Sinha Chairman & Managing Director of your Company welcome you all to the 21<sup>st</sup> Annual General Meeting of your Company.

In the Financial Year 2022-23, post COVID your Company Aditya Consumer Marketing Limited demonstrated a good performance in comparison to previous Financial Year. In Financial Year 2022-23, your company's turnover crossed the Rs. 100-crore mark, despite a volatile and inflationary external environment. Our performance has been impressive especially considering the challenges every peer competitor in this industry faces today.

As our country celebrated "**Amrit Mahotsav**" last year on completion of 75 years of Independence, India comes out as a bright spot in the global economy. We are marching ahead at a fast pace to take our place as one of the leading economies in the world. The nation is undergoing a social and economic transformation that is unmatched in history. It recently became the 5th largest economy in the world.

Despite cut throat competition in the Industry your Company being a leading consumer retail, salon & Restaurants chain in Bihar and is well placed to partner the Customer Satisfaction and is committed to play its role in creating a sustainable and equitable future for its employees.

### PERFORMANCE IN THE FINANCIAL YEAR 2022-23

#### Financial Highlights

I am happy to inform you all that your Company's turnover crossed the milestone of Rs. 100 Crores sales since its year of incorporation. Year ended with a turnover of Rs. 107.60 Cr. and a net profit of Rs. 1.22 Cr. which is better than the previous Financial Year. Despite strong competition, our employee's hard work and customer's continued faith in our product and services we could achieve these figures.

At Rs. 4.61 crore, the EBIDTA registered a growth of 53.16% as against the previous financial year.

#### Embedding Purpose and Values

Aditya Consumer Marketing Limited, over its 21 years of existence, has always believed 'what is good for its customers, shareholders, employees, society and Country, is good for the Company.' This belief has shaped our governance framework over the years. Values of Respect, Integrity, Responsibility & Pioneering is at the core of our business. We have been conducting our operations with integrity and respect for the many people, organizations and environment the business touches.

At the same time, we believe that businesses must have a purpose beyond profits, and that b with purpose grow, companies with purpose last and people with purpose thrive. Driven by purpose and with values embedded deeply into the business, we are well-placed to continue to deliver growth that is consistent, competitive, profitable and responsible.

***Gratitude to all***

Like every year, it is my pleasure that I am getting a chance to share my warm regards for our team who is always with me in every situation.

First of all, our Board Members, whose leadership gave new opportunities to move forward and get new dimension of growth and in the year 2022-23 we opened 7<sup>th</sup> outlet of Yo! China restaurant at Kankarbagh (Patna).

Employees of the Company whose hard work, dedication, commitment and sincere services gave this profit figure and without their support we can't even sustain in this competitive market.

Suppliers to our Company have faith in our team, they always provide essentials on time without thinking about the payment. I am thankful to them as they have stood by our side in every situation.

I would like to thank you, our shareholders, for their support and continued trust in Aditya Consumer Marketing Limited.

Thanking all of you who have joined today's AGM through Video Conferencing.

**Regards,**

***Yashovardhan Sinha***

***Chairman***



**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. +91-612-2520874/54, Email: cs@adityaconsumer.com

Website: www.adityaconsumer.com

**NOTICE OF 21<sup>st</sup> ANNUAL GENERAL MEETING**

Notice is hereby given that the **Twenty First (21<sup>st</sup>)** Annual General Meeting of the members of **ADITYA CONSUMER MARKETING LIMITED** will be held on **Thursday, August 17, 2023** 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 Statements of the Company for the financial year ended 31<sup>st</sup> March, 2023 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 herself for re-appointment.

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

**Place: Patna  
Date: 21<sup>st</sup> July, 2023**

**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, August 11, 2023 to Thursday, August 17, 2023** (both days inclusive) for the purpose of the 21<sup>st</sup> Annual General Meeting. **Thursday, August 10, 2023** 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 **"M/S Deepak Dhir & Associates"**. Practicing Company Secretaries, as the Scrutinizer for scrutinizing the e-Voting process in a fair and transparent manner.
6. The Scrutinizer shall after the conclusion of voting at the AGM, will count the votes cast at the meeting through e-voting and thereafter unblock the votes cast through remote e-voting and shall not later than two working days of the conclusion of the AGM, make a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the results of the voting forthwith.

#### **7. CDSL e-Voting System - For e-voting and Joining Virtual AGM meeting**

- (i) In accordance to the provisions of the Act, read with the rules made thereunder and General Circular No. No. 10/2022 dated December 28, 2022 and other Circulars issued by the Ministry of Corporate Affairs ("MCA") from time to time and Circular Nos. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 05<sup>th</sup> January, 2023 issued by the SEBI ("the Circulars"), Companies are allowed to hold the Annual General Meeting ("AGM") through VC or OAVM without the physical presence of the Members at a common venue up to 30<sup>th</sup> September, 2023. In compliance with the relevant provisions of the Companies Act, 2013 ("Act"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and these aforesaid MCA Circulars, the AGM of the Company is being held through VC/OAVM and members can attend and participate in the ensuing AGM through VC/OAVM.. The venue of the Meeting shall be deemed to be the Registered Office of the Company i.e. Lower Ground & Ground Floor, Aditya House, M-20, Road No.26, S.K.Nagar, Patna-800001(Bihar).
- (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 2021-22 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.

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

- (i) The voting period begins on **Monday, August 14, 2023 at 9.00 a.m. and ends on Wednesday, August 16, 2023 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, August 10, 2023** 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 your vote during the remote e-Voting period or joining virtual AGM meeting &amp; voting during the meeting.</li> </ol>

	<p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select "Register Online for IDeAS "Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.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.nsd.com/">https://www.evoting.nsd.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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

- (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	<p>Enter your 10digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>• 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)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> <li>• If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.</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](mailto: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@adityconsumer.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 Futorex, 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.





## BOARDS' REPORT 2022-2023

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

Your Directors are pleased to present the 21<sup>st</sup> Annual Report and the Audited Statement of Accounts for the year ended 31<sup>st</sup> March, 2023. The Financial results are shown as below.

### 1. **Financial Results**

(Rs. in Crore)

Particulars	31.03.2023	31.03.2022
Income from Sales ( <b>Gross</b> )	107.60	97.07
Less: Taxes	10.74	09.61
Income from Sales ( <b>Net</b> )	96.86	87.46
Other Income	00.84	00.15
<b>Total Income</b>	97.70	87.61
Less: Expenditure	93.09	84.61
<b>Profit/(Loss) before interest, depreciation and tax</b>	<b>04.61</b>	<b>03.00</b>
Less: Depreciation	02.27	01.94
Interest	00.77	00.87
Provisions for Taxation	00.35	00.05
Exceptional Items	-	-
<b>Profit/(Loss) before extraordinary item</b>	<b>01.22</b>	<b>0.14</b>
<b>Profit/(Loss) after Taxes</b>	<b>01.22</b>	<b>0.14</b>
Profit/(Loss) available for appropriation	01.22	0.14
Profit and Loss Appropriation Account	-	-
Balance carried to Balance sheet	01.22	0.14

### 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. 107.60 Crore against the sale of Rs. 97.07 Crore in the previous year and net revenue of Rs. 96.86 Crore against the sale of Rs. 87.46 in the previous year, registering a growth of 10.75% YOY.

#### **Segmental Performance: -**

EBITDA registered a growth by 53.16% in comparison to previous year and in absolute terms we can say that EBITDA increased to Rs. 4.61 Crore from Rs. 3.01 Crore in previous financial year.

The increase in EBITDA has been possible due to continued focus in increasing the share of profitable segment sale. Share of salon business grew by 24.57% to 5.92% of total sales. Similarly, sale of Food & Beverages grew by 26.18% of 24.48% of total sales & Retail have also seen an increase in sales by 5.23%.

### **3. Dividend**

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

### **4. Share Capital**

The issued, subscribed and paid-up equity share capital of the company as on 31<sup>st</sup> March, 2023 is 14,63,38,870. During the year under review, the Company has not issued shares with differential voting rights, nor granted stock options nor sweat equity.

### **5. Transfer to Reserves**

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

### **6. Change in nature of business**

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

### **7. Review of Operation**

During the year under review new activities was started by the company. In order to expand the operations of your company, the Company has opened 7<sup>th</sup> outlet of **YO! China Restaurant at Patna.**

Our planning of expansion is still going on and after our openings at Darbhanga and Muzaffarpur, we will move to other districts of Bihar also with our new projects of expansion.

### **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 2022-23 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, 2023, 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, 2023 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 2022-23, 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:**

The Board of Directors at its meeting held on 01<sup>st</sup> July, 2022, appointed Mr. Nusrat Sayed Hassan (DIN: 01885538) as an Additional Director designated as a Non-Executive Independent Director on the Board of Directors of the Company w.e.f. 01<sup>st</sup> July, 2022 and was regularized in AGM held on 30<sup>th</sup> September, 2022.

#### **Resignation:**

Mr. Ravi Prakash Chamria and Mr. Anant Upadhyay, Non-Executive Independent Director of the Company has resigned from the Company w.e.f. 01<sup>st</sup> June, 2022 and 20<sup>th</sup> June, 2022 respectively.

#### **KMP**

Pursuant to the provisions of section 203 of the Companies Act, 2013, the Key Managerial Personnel (KMPs) of the Company are Mr. Yashovardhan Sinha (Chairman & Managing Director), Mrs. Sunita Sinha (Whole-Time Director), Mr. Anil Kumar Singh (Chief Financial Officer) and Mr. Hridaya Narayan Tiwari (Company Secretary).

### **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 are 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 Auditor**

At the Annual General Meeting held on September 23, 2021, Nirmal & Associates, Chartered Accountants (Registration No. FRN 002523C), was appointed as statutory auditors of the Company to hold office until the conclusion of the 24<sup>th</sup> Annual General Meeting. 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. Deepak Dhir & Associates, Practicing Company Secretary at Delhi, was appointed to conduct the secretarial audit of the Company for the financial year 2022-23, as required under Section 204 of the Companies Act, 2013 and Rules thereunder. The secretarial audit report for FY 2022-23 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 2022-23.

## **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 Amit Kumar Agrawal & 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 2022-23 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 2022-2023.

## **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>31.03.2023</b>	<b>31.03.2022</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 thereunder for prevention and redressal of complaints of sexual harassment at workplace. Company has not received any complaint on sexual harassment during the financial year 2022-23.

### **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. Details of Application made or proceeding pending under Insolvency and Bankruptcy Code 2016.**

During the year under review, there were no application made or proceeding pending in the name of the Company under the Insolvency and Bankruptcy Code, 2016.

### **33. Details of Difference between valuation amount on one-time settlement and valuation while availing loan from Banks and Financial Institutions.**

During the year under review, there has been no one time settlement of Loans taken from Banks and Financial Institution.

### **34. 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.

### **35. 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. The Director regrets the loss of life due to COVID-19 pandemic and are deeply grateful and have immense respect for every person who risked their life and safety to fight this pandemic.

The Board also appreciates and value the contribution made by all executives, officers and staff of the Company.

**By order of the Board of Directors**

**Place: Patna**  
**Date: 21.07.2023**

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

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

**FORM NO. MR-3**

**SECRETARIAL AUDIT REPORT**

**FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2023**

**[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' 2023** 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' 2023 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.

**For Deepak Dhir & Associates**  
*Company Secretaries*

**Place: Patna**  
**Date: 21.07.2023**

**Deepak Kumar Dhir**  
**Proprietor**

**Membership No. 11633**  
**CP No. 17296**  
**UDIN-F011633E000657289**  
**Peer Review No.-1918/2022**

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 Deepak Dhir & Associates**  
*Company Secretaries*

**Deepak Kumar Dhir**  
Proprietor

**Place:** Patna  
**Date:** 21.07.2023

Membership No. 11633  
CP No. 17296  
Peer Review No.-1918/2022

## ANNEXURE 'B' TO BOARD'S REPORT

[Pursuant to Section 92(3) of the Companies Act, 2013, and Rule 12(1) of the Companies (Management and Administration) Rules, 2014]

### 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 2022-23 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 2022-23(in Rs.)	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)	4,260,000.00	NA	21.08
2	Sunita Sinha (Whole Time Director)	12,000,000.00	66.66%	59.39
3	Meena Sharma (Non-Executive Director)	840,000.00	NA	4.15
4	Vandana Sinha (Non-Executive Director)	1,140,000.00	NA	5.64
5	Anil Kumar Singh (Chief Financial Officer)	1,218,907.00	03.78%	-
6	Hridaya Narayan Tiwari(Company Secretary)	479,938.00	19.09%	-

- iii. Percentage increase in the median remuneration of employees in FY 2022-23:- 10%

**The median remuneration of employees of the Company during the financial year 2022-23 was Rs. 2,02,045/- compared to the previous year 2021-22 was Rs. 1,83,678/-.**

- iv. Number of permanent employees on the rolls of the Company as on March 31, 2023:- 820

v. Comparison of average percentile increase in salary of employees other than the managerial personnel and the percentile increase in the managerial remuneration:

Particulars	% change in remuneration
Average increase in salary of employees (other than managerial personnel )	09
Average increase in remuneration of managerial personnel	29

(vi) Affirmation:

It is affirmed that the remuneration paid to the Directors, Key Managerial Personnel and other employees is as per the Remuneration Policy of the Company.

**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: 21.07.2023**

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



## MANAGEMENT DISCUSSION AND ANALYSIS REPORT

### Indian Economy Overview

After Pandemic Indian retail industry emerged as one of the fast-paced and most dynamic industries due to the entry of several new players. India is the fifth-largest and preferred retail destination globally. India's retail sector is expected to drive growth with retail development taking place not just in major cities and metros, but also in tier II and III cities. Healthy economic growth, changing demographic profile, increasing disposable income, urbanization, changing consumer tastes and preferences are some of the factors driving growth in the organized retail market in India.

Even as the global conflict remained geographically distant from India, ripples comprised increased oil import bills, inflation, cautious government and a sluggish equity market. India's economic growth remained at 6.8% in FY 2022-23. India emerged as the second fastest-growing G20 economy in FY 2022-23. India overtook UK to become the fifth-largest global economy. India surpassed China to become the world's most populous nation (*Source: IMF, World Bank*)

Despite global uncertainties, India's FMCG market stands tall with a forecasted growth of 7-9% for the full year 2023. Pressure on the consumers and low confidence levels and high unemployment rate could act as headwinds.

#### Growth of the Indian economy

	FY 20	FY 21	FY 22	FY23
Real GDP growth (%)	3.7	-6.6%	8.7	6.8

#### Growth of the Indian economy quarter by quarter, FY 2022-23

	Q1FY23	Q2FY23	Q3FY23	Q4FY23
Real GDP growth (%)	13.1	6.3	4.4	4.9

*(Source: Budget FY24; Economy Projections, RBI projections)*

### Overview: Operational, Customer and Marketing

The Company continues to operate with three large segments of supermarket retailing, Beauty and wellness and hospitality under various brand names: -

#### Our Segments

- **Retail** - 9to9 Super Market (FMCG, Grocery and Utilities retailing))



- **Hospitality (Restaurants/Takeaway Kitchens & Banqueting-**

**Brand of Restaurants with Dine-in as well as Home Delivery Facility with Banquet: -**

1) *YO! China*



2) *Take-Away-Express*



3) *9to9 Biryani & Street Food*



4) *Banquet & Conference Hall*



- **Salon & Spa (Ladies & gents)**- 9to9 Salon uses leading brands of products to provide best services



Company's focus is on Consumer goods, food, fashion and beauty & wellness. Over the years, the Company has also sharpened its focus on leveraging technology to process and use the large amount of consumer data that it generates as well as develop omni-channel capabilities. Many of the capabilities thus developed proved to be useful during the pandemic conditions to retain customers and attract business during the lockdown also and other uncertainties.

While the Company continues to invest in building its brands, during the year, the Company built new capabilities for brand building and customer engagement on digital platforms and social media

**A Quick Review of Financial Performance for the FY 2022-23**

- Gross Revenue of Rs. 107.60 Crore & Net Revenue of Rs.96.86 Crore.
- Net Profit of Rs.1.22 crore
- Earnings Per Share- 0.84
- New Addition- 7<sup>th</sup> Outlet of Yo! China at Kankarbagh (Patna)
- EBITDA- Rs.4.61 Crore

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

In a highly competitive environment also, your company has seen a growth in sales which resulted an increase in Net Profit & EBITDA. Your company has earned gross revenue of Rs. 107.60 crore through sale against Rs. 97.07 crore in the previous year and net revenue of Rs. 96.86 crore against Rs.87.46 crore in the previous financial year, registering a growth of 10.74% YOY. EBITDA registered a growth by 53.16% in comparison to previous year and in absolute terms we can say that EBITDA increased to Rs. 4.61 Crore from Rs. 3.01 Crore in previous financial year. Your Company's net profit after tax jumped by 771.43% to Rs. 1.22 crore from Rs.0.14 crore in the previous financial year.

The increase in EBITDA has been possible due to continued focus in increasing the share of profitable segment sale. Share of salon business grew by 24.57% to 5.92% of total sales. Similarly, sale of Food & Beverages grew by 26.18% of 24.48% of total sales & Retail have also seen an increase in sales by 5.23%.

### **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 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 large number 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.

**Disclosure of Accounting Treatment:**

The financial statements for the year ended 31<sup>st</sup> March, 2023 have been prepared as prescribed in accounting standards and there is no change in treatment of the said accounting standards. Therefore, no explanation by the management is required for the same.



## Details of Significant Changes in Key Financial Ratios & Return on Net Worth

Ratios	Numerator	Denominator	31.03.2023	31.03.2022	Change (%)	Reason for Variation
Current Ratio (in times)	Current Assets	Current Liabilities	1.55	1.66	(6.62)	-
Debt-Equity Ratio (In times)	Total Debt	Shareholders' Equity	0.59	0.56	5.95	-
Debt Service Coverage Ratio (in times)	Earnings available for debt service	Debt Service	4.90	3.10	57.86	Improvement on account of reduction of debt.
Return on Equity Ratio (in %)	Net Profit after taxes	Average Shareholder's Equity	4.54	1.11	309.38	Implementation of Cost control measures to improve profitability.
Inventory Turnover Ratio (In times)	Cost of goods sold	Average Inventory	4.80	4.76	0.89	-
Trade Receivables turnover Ratio (in times)	Total Sales	Average Trade Receivables	336.41	316.60	6.26	Better realisation of receivables.
Trade Payables turnover Ratio (in times)	Total Purchases	Average Trade Payables	16.18	19.42	(16.69)	Due to liberal credit terms granted by supplier.
Net capital turnover Ratio (in times)	Cost of goods sold	Working Capital	6.86	6.13	11.98	-
Net Profit Ratio (In %)	Profit after Tax	Total Sales	1.16	0.12	856.40	Improved profitability due to implementation of cost control measures.
Return on Capital employed (in %)	Earning before Interest and Tax	Capital Employed	8.39	3.90	114.97	Increased Operating Margin due to favorable market conditions has improved the profitability of the company.
Return on Investment (in %)	Earning from Investment	Total Investment	3.41	6.05	(43.65)	-

## **CORPORATE GOVERNANCE**

The Directors present the Company's Report on Corporate Governance for the year ended March 31, 2023 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, 2023, the Board consists of six(06) Directors comprising two(02) are Independent & Non- Executive Directors, three women Directors out of which one is whole-Time Director & other two are Non-Executive Directors, 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.

#### Matrix setting out the skills/expertise/competence of the board of directors

The Board of the Company comprises qualified members with the required skills, competence and expertise for effective contribution to the Board and its Committee. The Board members are committed to ensure that the Company is in compliance with the highest standards of Corporate Governance.

In compliance with SEBI Listing Regulations as amended, the specific areas of focus or expertise of individual Directors have been highlighted in the table below:

Name of the Director	Core skills/expertise/competencies of the Directors				
	Management operations	Finance	Strategy & Planning	Leadership	Governance & Compliance
Yashovardhan Sinha	✓	✓	✓	✓	✓
Sunita Sinha	✓	-	✓	✓	✓
Meena Sharma	✓	-	✓	✓	✓
Vandana Sinha	✓	-	✓	✓	✓
Nusrat Syed Hassan	✓	✓	✓	✓	✓
Atul Sinha	✓	✓	✓	✓	✓

None of the Directors on the Board hold directorships in more than ten public companies. None of the Independent Directors serves as an independent director on more than seven listed entities. Further none of them is a member of more than ten committees or chairman of more than five committees across all the public companies in which he is a Director.

Based on the declarations received from the Independent Directors, the Board of Directors confirm that in their opinion, the Independent Directors meet the criteria of independence as mentioned under Regulation 16(1)(b) of the SEBI Listing Regulations and that they are independent of the management. In compliance with Rule 6(1) and (2) of Companies (Appointment and Qualification of Directors) Fifth Amendment Rules, 2019, All Independent Directors have confirmed their respective registrations in the Independent Directors Data bank.

**The Composition of the Board of Directors and the number of Directorships and Committee positions held by them as on March 31, 2023 are as under:**

Name of the Director	Category	No. of other Directorship*	No. of other board Committees**		No. of Equity Shares hold
			Membership	Chairmanship	
Yashovardhan Sinha	Executive Director	2	0	0	3385086
Sunita Sinha	Executive Director	2	0	0	1249929
Meena Sharma	Promoter & Non-Executive Director	0		0	561857
Vandana Sinha	Promoter & Non-Executive Director	0	0	0	561857
Nusrat Syed Hassan	Independent Director	1	2	0	-
Atul Sinha	Independent Director	1	2	2	-

\* Directorships held by the Directors as mentioned above, exclude directorships held in private companies, foreign companies and companies registered under Section 8 of the Companies Act, 2013.

\*\* In accordance with Regulation 26 of the SEBI Listing Regulations, Membership/ Chairmanships of two Committees viz. Audit Committee and Stakeholders' Relationship Committee of all Public Limited Companies (listed and unlisted) have been considered.

**Names of the listed entity (ies) where the Director of the Company is a Director in those listed entity(ies) and the Category of directorship**

Name of the Director	Directorship on other listed entities	Category
Yashovardhan Sinha	Aditya Vision Limited	Managing Director, Executive Director
Sunita Sinha	Aditya Vision Limited	Non-Executive Director
Meena Sharma	NA	NA

Vandana Sinha	NA	NA
Nusrat Syed Hassan	Aditya Vision Limited	Independent Director
Atul Sinha	Aditya Vision Limited	Independent Director

### 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, 2023, six (6) Board Meetings were held and the gap between two meetings did not exceed one hundred twenty days.

The Board meetings were held on the following dates:-

28.05.2022, 30.06.2022, 01.07.2022, 03.09.2022, 14.11.2022, 01.03.2023

AGM Date:- 30.09.2022

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

Name of the Director	Number of Board Meetings held during their tenure in the year 2022-23	Number of Board Meetings attended during the year 2022-23	Whether attended last AGM held on 30.09.2022
<b>Yashovardhan Sinha</b>	6	6	Yes
<b>Sunita Sinha</b>	6	6	Yes
<b>Meena Sharma</b>	6	6	YES
<b>Vandana Sinha</b>	6	6	Yes
<b>Ravi Prakash Chamria</b> (As resigned on 01.06.2022)	1	1	No
<b>Atul Sinha</b>	6	6	Yes
<b>Anant Upadhyay</b> (As resigned on 20.06.2022)	1	1	No
<b>Nusrat Syed Hassan</b> (As resigned on 01.07.2022)	3	3	Yes

### **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 25<sup>th</sup> March, 2023, 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.



The table below provides the attendance of the Independent Directors in Separate Meeting of Independent Directors:

Sl. No.	Name of the Directors	No. of meetings held during the tenure	No. of Meetings Attended
1.	Mr. Atul Sinha	1	1
2.	Mr. Nusrat Syed Hassan	1	1

#### **Familiarization Program for Independent Directors:**

A formal letter of appointment together with the Induction kit is provided to the Independent Directors, at the time of their appointment, setting out their role, functions, duties and responsibilities. The directors are familiarized with your Company's business and operations and interactions are held between the directors and senior management of your Company. Directors are familiarized with the organizational set-up, functioning of various departments, internal control processes and relevant information pertaining to the Company. Apart from the above, periodic presentations are also made at the Board / Committee meetings to familiarize the Directors with the Company's strategy, business performance, business environment, regulatory framework, operations review, risk management and other related matters.

The details of the Familiarization Programme for Independent Directors are disclosed on the Company's website at [www.aditayconsumer.com](http://www.aditayconsumer.com).

#### **Service Contracts, Notice Period, Severance Fee**

Your Company does not enter into service contracts with the Executive Directors as they are appointed/reappointed with the approval of the shareholders for the period permissible under the applicable provisions of the Act, and/or SEBI Listing Regulations. Independent directors have been issued an appointment letter which prescribes that any Independent Director may resign from his office subject to reasonable written notice to the Board. The Company does not pay any severance fees or any such payment to the Directors.

#### **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.aditayconsumer.com](http://www.aditayconsumer.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.aditayconsumer.com](http://www.aditayconsumer.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**

The Company has an Audit Committee at the Board level with power and role that are in accordance with the SEBI Listing Regulations and the Companies Act, 2013. The Audit Committee oversees the accounting, auditing and overall financial reporting process of the Company. The Audit Committee acts as a link between the Management, the Statutory Auditors, Internal Auditors and the Board of Directors to oversee the financial reporting process of the Company. The Committee is constituted and governed in line with the provisions of Regulation 18 of SEBI Listing Regulations, read with Section 177 of the Companies Act, 2013.

##### **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.

**Composition, name of members and Chairperson:-**

The composition of the Audit Committee and the attendance of the members at the meetings held during the Financial Year 2022-23 are as under:

**The Audit Committee comprises of the following directors as on March 31, 2023**

1.	Mr. Atul Sinha	Chairman	Independent Director
2.	Mr. Nusrat Syed Hassan	Member	Independent Director(w.e.f 01.07.2022)
3.	Meena Sharma	Member	Non-Executive Director

The Audit Committee met 4 (four) times during the financial year 2022-23. The Committee met on 28.05.2022, 03.09.2022, 14.11.2022 and 01.03.2023. 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	No. of meetings held during the tenure	No. of Meetings Attended
1.	Mr. Atul Sinha	4	4
2.	Mr. Anant Upadhyay (Resigned as on 20.06.2022)	4	1
3.	Mr. Ravi Prakash Chamria (Resigned as on 01.06.2022)	4	1
4.	Mrs. Meena Sharma	4	4
5.	Mr. Nusrat Syed Hassan (Resigned as on 01.07.2022)	4	3

## 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 Committee has been entrusted with role of formulating criteria for determining the qualifications, positive attributes and independence of the Directors as well as identifying persons who may be appointed at senior management levels and also devising a policy on remuneration of Directors, Key Managerial Personnel and other senior employees. The Committee also monitors and administers the Employee Stock Option Scheme(s).

### 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.

### Composition, name of members and Chairperson

The composition of the Nomination & Remuneration Committee and the attendance of the members at the meetings held during the Financial Year 2022-23 are as under:

**The Nomination & Remuneration Committee comprises of the following directors as on March 31, 2023-**

1.	Mr. Atul Sinha	Chairman	Independent Director
2.	Mr. Nusrat Syed Hassan	Member	Independent Director
3.	Mrs. Meena Sharma	Member	Non-Executive Director

The Nomination & Remuneration Committee met 2 (two) times during the financial year 2022-23. The Committee met on 01.07.2022 and 03.09.2022 to deliberate on various matters.

**The table below provides the attendance of the Nomination & Remuneration members:**

Sl. No.	Name of the Directors	No. of meetings held during the tenure	No. of Meetings Attended
1.	Mr. Atul Sinha	2	2
2.	Mrs. Meena Sharma	2	2
3	Mr. Nusrat Syed Hassan (Appointed on 01.01.2022)	2	1

**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, 2023:

Name	Salary (In Rs.)	Commission	Sitting Fees (In Rs.)	Notice period severance Fee in Rs.
<b>Mr. Yashovardhan Sinha</b> Chairman & Managing Director	4,200,000	-	-	NA
<b>Mrs. Sunita Sinha</b> Whole-Time Director	12,000,000	-	-	NA
<b>Mrs. Meena Sharma</b> Non-Executive Director	840,000	-	-	NA
<b>Mrs. Vandana Sinha</b> Non-Executive Director	1,140,000	-	-	NA
<b>Ravi Prakash Chamria</b> Independent Director	-	-	20,000	NA
<b>Anant Upadhyay</b> Independent Director	-	-	20,000	NA
<b>Atul Sinha</b> Independent Director	-	-	1,45,000	NA
<b>Nusrat Syed Hassan</b> Independent Director	-	-	90,000	NA

## 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

Stakeholders' Relationship Committee ensures quick redressal of the complaints of the stakeholders and oversees the process of share transfer. The Committee also monitors redressal of Shareholders'/Investors' complaints/ grievances viz. non-receipt of annual report, dividend payment, issue of duplicate share certificates, transmission of shares and other related complaints. In addition, the Committee also monitors other issues including status of Dematerialization/ Rematerialisation of shares issued by the Company.

### 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.

### Composition, name of members and Chairperson

The composition of the Shareholder's / Investors Grievance Committee and the attendance of the members at the meetings held during the Financial Year 2022-23 are as under:

### The Shareholder's/Investors Grievance Committee comprises of the following directors as on March 31, 2023-

1.	Mr. Atul Sinha	Chairman	Independent Director
2.	Mr. Nusrat Syed Hassan	Member	Independent Director
3.	Mrs. Meena Sharma	Member	Non-Executive Director
4.	Mrs. Vandana Sinha	Member	Non-Executive Director

### Meetings and Attendance

The Shareholder's/Investors Grievance Committee met 1 (one) time during the financial year 2022-23. The Committee met on 25.03.2023 to deliberate on various matters.

The table below provides the attendance of the Nomination & Remuneration members:

Sl. No.	Name of the Directors	No. of meetings held during the tenure	No. of Meetings Attended
1.	Mr. Atul Sinha	1	1
2.	Mr. Nusrat Syed Hassan	1	1
3.	Mrs. Meena Sharma	1	1
4.	Mrs. Vandana Sinha	1	1

### Details of Shareholders' Complaints Received, Solved and Pending as on March 31, 2023

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, 2023.

The status of Investors' Complaints as on March 31, 2023, is as follows:

No. of complaints as on April 1, 2022	0
No. of complaints received during the Financial Year 2022-23	0
No. of complaints resolved up to March 31, 2023	0
No. of complaints pending as on March 31, 2023	0

## **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.

#### **6. 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)

#### **7. Disclosure of Accounting Treatment**

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

#### **8. Risk Management**

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

#### **9. Non-mandatory requirements**

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

#### **10. Dematerialization of shares:**

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

The Company's shares are being traded in the Bombay Stock Exchange Limited (BSE) under **ISIN-INE427V01013**

### 11. Address for Correspondence and contact persons for investor's queries:

In order to facilitate quick redressal of the grievances/ queries, the Investors and Shareholders may contact the Company Secretary at the under mentioned registered office address for any assistance:

**Hridaya Narayan Tiwari**  
**Company Secretary**  
**Aditya Consumer Marketing Limited**  
**Aditya House, M-20**  
**Road No.26, S.K.Nagar**  
**Patna-800001(Bihar)**

Besides, investors are also requested to make any correspondence with the Share Transfer Agents, whose particulars are furnished as under:

**Cameo Corporate Services Limited**  
**Submaramanian Building,**  
**1 Club House Road, Chennai-600002**  
**(Tamil Nadu)**

### 12. BSE Corporate Compliance & Listing Centre (the 'Listing Centre')

BSE's Listing Centre is a web-based application designed for corporates. All periodical compliance filings like share holding pattern, corporate governance report, statement of investor complaints, among others are also filed electronically on the Listing Centre

### 13. SEBI Complaints Redress System (SCORES):

The investor complaints are processed in a centralized web-based complaints redress system. The salient features of this system are centralized database of all complaints by concerned companies and online viewing by investors of actions taken on the complaint and its current status.

### 14. Total fees for all services paid by the Company, on a consolidated basis, to the statutory auditor and all entities in the network firm/network entity of which the statutory auditor is a part.

Sl. No	Payments to the Statutory Auditors (excluding taxes)	Fees paid (In Rs.)
1.	The fee paid to the Statutory Auditor by the Company as disclosed in the Audited Financial Statement (22-23) of the Company	Rs. 7,01,000.00

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

Sl. No	Particulars	No.
1	Number of complaints on Sexual harassment received during the year	NIL

2	Number of Complaints disposed-off during the year	NA
3	Number of cases pending as on end of the financial year	NA

**16. Outstanding GDR / ADR / Warrants or any convertible instruments, conversion date and likely impact on equity as of 31<sup>st</sup> March, 2023.**

Your Company does not have outstanding GDR / ADR / Warrants as of 31<sup>st</sup> March, 2023

**17. Details of recommendation of Committees of the Board which were not accepted by the Board.**

Nil. All recommendations of the Committees of the Board were duly accepted by the Board.

**18. Disclosure of Materially Significant Related Party Transactions.**

During the financial year 2022-23, 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.

All related party transactions that were entered into during the financial year were at an arm's length basis and were in the ordinary course of business. There are no materially significant related party transactions made by the Company with Promoters, Directors, Key Managerial Personnel or other designated persons which may have a potential conflict with the interest of the Company at large.

**19. Whistle Blower Policy and affirmation that no personnel have been denied access to the Audit Committee.**

Your Company has established a Vigil Mechanism/ Whistle Blower Policy for Directors and Employees pursuant to which a Committee has been constituted for addressing complaints received from Directors and Employees concerning unethical behavior, actual or suspected fraud and violation of Code of Conduct or ethics policy of your Company. The Policy provides adequate safeguards against victimization of Director(s)/ Employee(s) and direct access to the Chairman of the Audit Committee in exceptional cases. Your Company hereby affirms that no Director/Employee has been denied access to the Chairman of the Audit Committee. The Vigil Mechanism Policy has been uploaded on the website of the Company at [www.adityaconsumer.com](http://www.adityaconsumer.com)

**20. Insider Trading**

In order to regulate trading in securities of the Company by the Directors and designated employees, your Company has adopted a Code of Conduct for trading in listed or proposed to be listed securities of your Company. Insider Trading Code prevents misuse of unpublished price sensitive information and it also provides for periodical disclosures and obtaining pre-clearance for trading in securities of your Company by the Directors, Designated Employees and Connected

Persons of your Company. The Policy on Code of Conduct for prevention of Insider Trading has been uploaded on the website of the Company [www.adityaconsumer.com](http://www.adityaconsumer.com)

## **21. Compliance with the Mandatory Corporate Governance Requirements as prescribed under the SEBI Listing Regulations**

The Board of Directors periodically reviews the compliance of all applicable laws. As per the Regulation 15(2) of SEBI (LODR) Regulation, 2015, the compliance with the corporate governance provisions as specified in regulations 17,[17A,],18, 19, 20, 21,22, 23, 24, [24A], 25, 26, 27 and clauses (b) to (i) and (t) of sub regulation (2) of regulation 46 and para C, D and E of Schedule V shall not apply, in respect of listed entities whose share are listed on SME Exchange. As our Company's shares are listed on SME Exchange so it is not mandatory to Comply all above mentioned Regulations.

## **22. Details of Compliances with the Non-mandatory Corporate Governance requirements as prescribed under the SEBI Listing Regulations**

In addition to the mandatory requirements, the Company has also adopted the following non-mandatory requirements as prescribed in Regulation 27 of the SEBI Listing Regulations:

### **a) The Board**

The Board is having Executive Chairman and doing his duties properly.

### **b) Shareholders Rights**

We display our quarterly and half yearly results on our web site [www.adityaconsumer.com](http://www.adityaconsumer.com). We publish the voting results of shareholder meetings on our website [www.adityaconsumer.com](http://www.adityaconsumer.com). and report the same to Stock Exchange in terms of Regulation 44 of the SEBI Listing Regulations.

### **c) Modified opinion(s) in audit report**

The Auditors have issued an un-qualified opinion on the financial statements of the Company.

### **d) Reporting of internal auditor**

The Audit Committee appointed a Chartered Accountancy firm as Internal auditors of the Company. The Partner-In-charge reports to the Chairman of the Audit Committee of the Board and administratively to the Chief Financial Officer. He has regular and exclusive meetings with the Audit Committee prior to reports of Internal Audit getting discussed with the Management Team.

### **e) Separate posts of Chairperson and the Managing Director or the Chief Executive Officer**

Mr. Yashovardhan Sinha is leading the Company as a Chairman and Managing Director of the Company. There is no separate post of Chairperson and Managing Director or Chief Executive Officer of the Company.

### 23. Certificate by Practicing Company Secretary

The Company has received a certificate from "M/s. Deepak Dhir & Associates", practicing Company Secretaries, confirming that none of the Directors of the Company have been debarred or disqualified from being appointed or continuing as director of companies by the SEBI/Ministry of Corporate of Affairs or any such authority

### 24. Details of Utilization of Fund

During the year your Company has not raised any fund through preferential allotment or qualified institutions placement as specified under Regulation 32(7A) SEBI Listing Regulations.

### 25. Details of Credit rating

Not Applicable

### 26. Non-compliance of any requirement of corporate governance report

The Company has complied with all the requirements of Corporate Governance Report.

### 27. Regulation 34(3) compliance of SEBI Listing Regulations

Your Company is in compliance with the disclosures required to be made under this report in accordance with the Act and regulation 34(3) read with Schedule V to the SEBI Listing Regulations.

### 28. Company Registration details

Your Company is registered in the State of Bihar, India. The Corporate Identity Number (CIN) allotted to the Company by the Ministry of Corporate Affairs (MCA) is **L52190BR2002PLC009872**.

### 29. Number of Shareholders (As at 31<sup>st</sup> March, 2023): 244

#### GENERAL SHAREHOLDER INFORMATION: -

1.	21 <sup>st</sup> AGM date, Time and Venue	Thursday, August 17, 2023 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 2022 to 31 <sup>st</sup> March, 2023
5.	Book closure date	Friday, August 11, 2023 to Thursday, August 17, 2023.
6.	Dividend Payment	Not declared in the Financial year 2022-23
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 2022-23 to BSE within due date.
10.	Payment of Depository Fees:	Annual Custody/Issuer fee for the year 2022-23 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.

### 30. 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 are 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, 2023:-

Particulars	Number of Shares	% of shares
<b>Physical Segment</b>	<b>Nil</b>	<b>Nil</b>
<b>Demat Segment</b>		
A. NSDL	2312929	15.8053
B. CDSL	12320958	84.1947
<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.

### 31. Distribution of Shareholding as on March 31, 2023

Holding Rs. - Rs.	Shareholders		Shares Amount	
	Number	% of total	Rs.	% of total
1-100	0	0.00	0	0.00
101-500	0	0.00	0	0.00
501-1000	75	30.7377	75000	0.5125
1001-2000	46	18.8524	92000	0.6286
2001-3000	08	3.2786	24000	0.1640
3001-4000	09	3.6885	36000	0.2460
4001-5000	08	3.2786	40000	0.2733
5001-10000	31	12.7049	242000	1.6536
10001 and above	67	27.4593	14124887	96.5220
<b>Grand Total</b>	<b>244</b>	<b>100.0000</b>	<b>14633887</b>	<b>100.0000</b>



### 32. SHARE HOLDING PATTERN AND DISTRIBUTION OF SHAREHOLDINGS AS ON 31<sup>st</sup> MARCH, 2023

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	1966000	13.43%
5. Clearing Members	Nil	Nil
6. HUF	917443	6.27%
7. Non-Resident Indians	6000	0.04%
8. Indian Public	3660129	25.02%

### 33. 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, 2023 are as under:

Month	BSE			Month	BSE SENSEX	
	High (Rs.)	Low (Rs.)	Volume (Nos.)		High (Rs.)	Low (Rs.)
Apr-22	46.45	41.80	163000	Apr-22	60845.10	56009.07
May-22	42.00	31.50	272000	May-22	57184.21	52632.48
Jun-22	37.65	30.1	89000	Jun-22	56432.65	50921.22
Jul-22	31.5	28.5	18000	Jul-22	57619.27	52094.25
Aug-22	59.9	28.75	185000	Aug-22	60411.20	57367.47
Sep-22	59.9	40	328000	Sep-22	60676.12	56147.23
Oct-22	57.4	40.1	128000	Oct-22	60786.70	56683.40

Nov-22				Nov-22	63303.01	60425.47
	59.75	50	665000			
Dec-22				Dec-22	63583.07	59754.10
	86.65	54.1	540000			
Jan-23				Jan-23	61343.96	58699.20
	76.5	59.25	197000			
Feb-23				Feb-23	61682.25	58795.97
	66	48.5	117000			
Mar-23				Mar-23	60498.48	57084.91
	59	44.5	202000			
<b>Closing Share Price as on March 31<sup>st</sup>, 2023 (In Rs.) - 51.13</b>						

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

Particulars	FY 2019-20	FY 2020-21	FY 2021-22
<b>Day</b>	Wednesday	Thursday	Friday
<b>Date</b>	30 <sup>th</sup> September, 2020	23 <sup>rd</sup> September, 2021	30 <sup>th</sup> September, 2022
<b>Time</b>	3.30 PM	3.30 PM	3.30 PM
<b>Venue</b>	Through-Audio Video/Other Audio-Visual Means (OAVM)	Through-Audio Video/Other Audio-Visual Means (OAVM)	Through-Audio Video/Other Audio-Visual Means (OAVM)
<b>Special Resolution</b>	NIL	02(Two) i) Re-appointment of Mr. Yashovardhan Sinha as Managing Director of the Company. ii) Re-appointment of Mr. Ravi Prakash Chamria as Independent Director of the Company.	02(Two) i) Re-appointment of Mrs. Sunita Sinha as Whole Time Director of the Company. ii) Appointment of Mr. Nusrat Sayed Hassan as Independent Director of the Company.

#### Details of Resolutions Passed Through Postal Ballot During FY-2022-23

No Resolution has been passed through Postal Ballot during the FY 2022-23

## **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.

### **➤ ANALYST/INVESTOR MEETS**

During the year under review, the Company has not made any presentation to institutional investors or to the analysts.

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.

**REGISTRAR AND TRANSFER AGENTS: Cameo Corporate Services Limited**  
**Submaramanian Building,**  
**1 Club House Road, Chennai-600002**  
**(Tamil Nadu)**

## **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 at the address mentioned above.

**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, 2023 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.

**For Aditya Consumer Marketing Limited**

**Anil Kumar Singh**  
Chief Financial Officer

**By Order of the Board of Directors**

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

**DECLARATION REGARDING CODE OF CONDUCT**

I hereby confirm that, all the Directors and Senior Management Personnel have affirmed compliance with Aditya Consumer Marketing Limited Code of Business conduct and Ethics for the year ended March 31, 2023.

**Place - Patna**  
**Date - 21.07.2023**

**For Aditya Consumer Marketing Limited**

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



**AUDITORS 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, 2023 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 as 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 Nirmal & Associates**  
**Chartered Accountants**  
Firm's registration No. 002523C

**CA Nishant Maitin: Partner**  
Membership No. 079995  
Date: - 21.07.2023

UDIN: - 23079995BGTYMB5677

**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 MCA portal (www.mca.gov.in) as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31<sup>st</sup> March, 2023 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.	Atul Sinha	08948807	16/11/2020
6.	Nusrat Syed Hassan	01885538	01/07/2022

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 - 21.07.2023

**Name of Company Secretary**  
**Deepak Kumar Dhir**  
 FCS No.: 11633  
 C.P.No.: 17296  
 UDIN - F011633E000657267  
 Peer Review No.-1918/2022

**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 2023**, 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 2023**, 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.



## **Management's Responsibility for the Financial Statements**

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

## **Auditors' Responsibility**

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

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

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

In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances.

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

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

## Opinion

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

- i. in the case of the **Balance Sheet**, of the state of affairs of the Company as at **31st March, 2023**;
- ii. in the case of the Statement of Profit and Loss, of the **profit** of the Company for the year ended on that date; and
- iii. in the case of the Cash Flow Statement, of the **cash flows** of the Company for the year ended on that date.

## Report on Other Legal and Regulatory Requirements

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

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

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

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

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

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

(e) On the basis of the written representations received from the directors as on **31st March, 2023** taken on record by the Board of Directors, none of the directors is disqualified as on **31st March, 2023** from being appointed as a director in terms of Section 164(2) of the Act.

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

(g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies

(Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

- i. the Company does not have any pending litigations which would impact its financial position.
- ii. the Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
- iii. there were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
- iv.
  - (a) The management has represented that, to the best of its knowledge and belief, as disclosed in the notes to the accounts, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities (“Intermediaries”), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
  - (b) The management has represented that, to the best of its knowledge and belief, as disclosed in the notes to the accounts, no funds have been received by the Company from any person(s) or entity(ies), including foreign entities (“Funding Parties”), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner

whatsoever by or on behalf of the Funding Party (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and

- (c) Based on such audit procedures that we considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (a) and (b) contain any material misstatement.

V. The company has declared any dividend during the year.

- vi. As proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 (as amended), which provides for books of account to have the feature of audit trail, edit log and related matters in the accounting software used by the Company, is applicable to the Company only with effect from financial year beginning April 1, 2023, the reporting under clause (g) of Rule 11 of the Companies (Audit and Auditors) Rules, 2014 (as amended), is currently not applicable

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

**For Nirmal & Associates  
Chartered Accountants  
ICAI FRN 002523C**

Place: Patna

Date: 21.07.2023

**CA Nishant Maitin : Partner  
Membership No 079995  
UDIN: 23079995BGTYMA7001**

## Annexure "A" to the Auditors' Report

The Annexure referred to in our report to the members of **Aditya Consumer Marketing Limited** ("The Company") for the year ended **31st March, 2023** (in terms of the Companies Auditor's Report Order, 2020 dated 25.02.2020 issued by Ministry of Corporate Affairs).

We report that:

- i.
  - (a) (A) The company is maintaining proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.  
  
(B) The company is maintaining proper records showing full particulars of intangible assets;
  - (b) As explained to us, the Property, Plant and Equipment have been physically verified by the management at reasonable intervals and no material discrepancies were noticed on such verification.
  - (c) According to the information and explanations given to us, the company does not hold any immovable property and as such title deeds of such immovable properties are not available.
  - (d) The company has not revalued its Property, Plant and Equipment (including Right of Use assets) or intangible assets or both during the year.
  - (e) As explained to us, no proceedings have been initiated or are pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.
- ii.
  - (a) Physical verification of inventory (except goods in transit) has been conducted at reasonable intervals by the management and in our opinion, the frequency coverage and procedure of

such verification by the management is appropriate. No discrepancies of 10% or more in the aggregate for each class of inventory were noticed.

- (b) During any point of time of the year, the company has been sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks or financial institutions on the basis of security of current assets and the quarterly returns or statements filed by the company with such banks or financial institutions are in agreement with the books of account of the Company.
- iii. During the year the company has not made any investments in, provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties.
  - (a) During the year the company has not provided loans or advances in the nature of loans, or stood guarantee, or provided security to any other entity.
    - (A) In view of the above, the details of aggregate amount during the year, and balance outstanding at the balance sheet date with respect to such loans or advances and guarantees or security to subsidiaries, joint ventures and associates are not applicable.
    - (B) In view of the above, the aggregate amount during the year, and balance outstanding at the balance sheet date with respect to such loans or advances and guarantees or security to parties other than subsidiaries, joint ventures and associates are not applicable.
  - (b) In view of the above, the investments made, guarantees provided, security given and the terms and conditions of the grant of all loans and advances in the nature of loans and guarantees given on terms which are prejudicial to the company's interest, are not applicable.

- (c) In view of the above, the comments regarding schedule of repayment of principal and interest are not applicable.
  - (d) In view of the above, the comments regarding amount being overdue are not applicable.
  - (e) In view of the above, comments regarding loan or advance in the nature of loan granted which has fallen due during the year, has been renewed or extended or fresh loans granted to settle the over dues of existing loans given to the same parties are not applicable.
  - (f) The Company has not been granted any loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment during the year. Hence, reporting under the clause is not applicable.
- iv. In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of section 185 and 186 of the Act, with respect to the loans and investments made.
  - v. In our opinion and according to the information and explanations given to us, the Company has neither accepted any deposits from the public nor accepted any amounts which are deemed to be deposits within the meaning of sections 73 to 76 of the Companies Act and the rules made thereunder, to the extent applicable. Accordingly, the requirement to report under this clause of the Order are not applicable to the Company.
  - vi. As informed to us, the maintenance of cost records has not been specified by the Central Government under section 148(1) of the Companies Act, 2013 for the business activities carried out by the Company. Thus, the requirement to report under this clause of the Order are not applicable to the Company.
  - vii.
    - (a) The company is regular in depositing undisputed statutory dues including Goods and Services Tax, 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 to the appropriate authorities. In view of the above, arrears of outstanding statutory dues as on the last day of



the financial year concerned for a period of more than six months from the date they became payable, are not required to be reported.

- (b) In view of the above, the requirement to report under this clause of the Order are not applicable to the Company.
- viii. According to the records of the company examined by us and as per the information and explanation given to us, there were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961).
- ix.
- (a) According to the records of the company examined by us and as per the information and explanations given to us, the company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any financial institution or banks or lender
  - (b) According to the records of the company examined by us and as per the information and explanations given to us, The Company has not been declared willful defaulter by any bank or financial institution or government or any government authority.
  - (c) According to the records of the company examined by us and as per the information and explanations given to us, the Term loans were applied for the purpose for which the loans were obtained.
  - (d) According to the records of the company examined by us and as per the information and explanations given to us, on an overall examination of the financial statements of the Company, no funds raised on short-term basis have been used for long-term purposes by the Company
  - (e) As we informed that the company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures.

(f) According to the records of the company examined by us and as per the information and explanations given to us, the Company has not raised loans during the year on the pledge of securities held in its subsidiaries or associate companies. Hence, the requirement to report on clause (ix) (f) of the Order is not applicable to the Company.

x.

(a) According to the information and explanations given to us and based on our examination of the records of the company, the Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) during the year and hence reporting under this clause of the Order is not applicable.

(b) According to the information and explanations given to us and based on our examination of the records of the company, during the year, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally) during the year under audit and hence reporting under clause of the Order is not applicable

xi.

(a) According to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.

(b) According to the information and explanations given to us, during the year and upto the date of this audit report, no report under sub-section (12) of section 143 of the Companies Act, 2013 has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.

(c) According to the information and explanations given to us, during the year there are no whistle blower complaints received by the company during the year

- xii. The Company is not a Nidhi Company and hence reporting under clause (xii) of the Order is not applicable.
- xiii. According to the information and explanations given to us and based on our examination of the records of the company, transactions with the related parties, are in compliance with Section 177 and 188 of the Companies Act, 2013, where applicable and details of such transactions have been disclosed in the Financial Statements as required by the applicable accounting standards.
- xiv.
- (a) In our opinion the Company has an adequate internal audit system commensurate with the size and the nature of its business
  - (b) We have considered the internal audit reports for the year under audit, issued to the Company during the year and till date, in determining the nature, timing and extent of our audit procedures
- xv. The Company has not entered into any non-cash transactions with its directors or persons connected with its directors. Hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.
- xvi. In our opinion, the Company is not required to be registered under section 45- IA of the Reserve Bank of India Act, 1934. Hence, reporting under this clause of the Order is not applicable
- In our opinion, there is no core investment company within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) and accordingly reporting under this clause of the Order is not applicable.
- xvii. In our opinion, there is no cash loss in the financial year and in the immediately preceding financial year.
- xviii. There has been no resignation of the statutory auditors of the Company during the year.
- xix. On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of

Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

xx.

(a) According to the information and explanations given to us and based on our examination of the records of the company, there are no unspent amounts that are required to be transferred to a fund specified in Schedule VII to the companies Act (the Act), in compliance with second proviso to sub section 5 of section 135 of the Act.

(b) In our opinion, there are no unspent amounts in respect of ongoing projects, that are required to be transferred to a special account in compliance of provision of sub section (6) of section 135 of Companies Act

xxi. There have not been any qualifications or adverse remarks by the respective auditors in the Companies (Auditor's Report) Order (CARO) reports of the companies included in the consolidated financial statements.

**For Nirmal & Associates  
Chartered Accountants  
ICAI FRN 002523C**

Place: Patna

Date: 21.07.2023

**CA Nishant Maitin : Partner  
Membership No 079995  
UDIN : 23079995BGTYMA7001**

Patna: Nepali Kothi, Opposite Gasoline Petrol Pump, Boring Road, Patna 800 001:  
Phone : 9431021678, 8789149552, 9430830750, 8521343177  
Email: camaitin@gmail.com

## **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 2023** in conjunction with our audit of the financial statements of the Company for the year ended on that date.

#### **Management’s Responsibility for Internal Financial Controls**

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

#### **Auditors’ Responsibility**

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

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

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

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

### **Meaning of Internal Financial Controls over Financial Reporting**

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

### **Inherent Limitations of Internal Financial Controls over Financial Reporting**

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

### **Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial

controls over financial reporting were operating effectively as at **31<sup>st</sup> March 2023**, 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 Nirmal & Associates  
Chartered Accountants  
ICAI FRN 002523C**

Place: Patna

Date: 21.07.2023

**Ca Nishant Maitin: Partner  
Membership No 079995  
UDIN:23079995BGTYMA7001**

**Patna:** Nepali Kothi, Opposite Gasoline Petrol Pump, Boring Road, Patna 800 001:  
Phone : 9431021678, 8789149552, 9430830750, 8521343177  
Email: camaitin@gmail.com

**Aditya Consumer Marketing Limited**  
**Standalone Balance Sheet as on 31st March**

(All Amounts are in INR lakhs unless otherwise stated)

Particulars	Note	2023		2022	
		Rs	P	Rs	P
<b>A EQUITY AND LIABILITIES</b>					
<b>1 Shareholders' funds</b>					
(a) Share capital	3	1,463.39		1,463.39	
(b) Reserves and surplus	5	1,298.16		1,177.09	
<b>2 Share application money pending allotment</b>		-		-	
<b>3 Non-current liabilities</b>					
(a) Long-term borrowings	6	37.87		100.66	
(b) Deferred Tax Liabilities (net)	7	59.20		69.01	
(c) Other long-term liabilities	8	-		-	
(d) Long-term provisions	9	72.44		-	
<b>4 Current liabilities</b>					
(a) Short-term borrowings	10	935.72		746.13	
(b) Trade payables					
(i) total outstanding dues of micro enterprises & small enterprises		-		-	
(ii) total outstanding dues of other than micro enterprises & small enterprises	11	663.53		630.61	
(c) Other current liabilities	12	114.41		96.11	
(d) Short-term provisions	13	44.99		9.16	
<b>TOTAL</b>		<b>4,689.70</b>		<b>4,292.16</b>	
<b>B ASSETS</b>					
<b>1 Non-current assets</b>					
(a) Property, Plant & Equipment and Intangible assets	14				
(i) Property, Plant and Equipment		1,962.36		1,830.95	
(b) Non-current investments	15	-		-	
(c) Deferred Tax Assets (net)	7	-		-	
(d) Long-term loans and advances	16	-		-	
(e) Other non-current assets	17	-		-	
<b>2 Current assets</b>					
(a) Current investments	18	-		684.49	
(b) Inventories		1,446.65		1,323.54	
(c) Trade receivables	19	31.85		25.74	
(d) Cash and cash equivalents	20	885.82		147.75	
(e) Short-term loans and advances	21	301.70		259.07	
(f) Other current assets	22	61.32		20.61	
<b>TOTAL</b>		<b>4,689.70</b>		<b>4,292.16</b>	

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

In terms of our report attached  
**For Nirmal & Associates**  
Chartered Accountants  
ICAI Firm Reg No - 002523C

**CA Nishant Maitin : Partner**  
ICAI Membership No 079995 of 2000  
Place : Patna

Date : 21.07.2023

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

<b>Yashovardhan Sinha</b> (Mg Director)	<b>Meena Sharma</b> (Director)
DIN: 01636599	02004554

<b>Anil Kumar Singh</b> (Chief Financial Officer)	<b>Hridaya Narayan Tiwari</b> (Company Secretary)
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**Aditya Consumer Marketing Limited**  
**Statement of Standalone Profit & Loss for the year ended on 31st March**

(All Amounts are in INR lakhs unless otherwise stated)

Particulars	Note	2023		2022	
		Rs	P	Rs	P
1 Revenue from operations	23	9,686.39		8,746.21	
2 Other income	24	84.27		15.39	
<b>3 Total Income (1+2)</b>		<b>9,770.66</b>		<b>8,761.60</b>	
<b>4 Expenses</b>					
(a) Cost of materials consumed		-		-	
(b) Purchases of stock-in-trade		6,767.99		6,122.69	
(c) Changes in inventories of finished goods, work-in-progress and stock-in-trade		-123.10		-124.17	
(d) Employee benefits expense	25	1,352.29		1,066.57	
(e) Finance costs	27	76.55		87.01	
(f) Depreciation and amortisation expense		227.34		193.74	
(g) Operating & Other expenses	26	1,312.18		1,395.98	
<b>Total expenses</b>		<b>9,613.24</b>		<b>8,741.83</b>	
<b>5 Profit / (Loss) before exceptional and extraordinary items and tax (3 - 4)</b>		157.42		19.78	
6 Exceptional items		-		-	
<b>7 Profit / (Loss) before extraordinary items and tax (5 + 6)</b>		157.42		19.78	
8 Extraordinary items		-		-	
<b>9 Profit / (Loss) before tax (7 ± 8)</b>		157.42		19.78	
<b>10 Tax expense:</b>					
(a) Current tax		44.99		9.16	
(b) Deferred tax		-9.82		-4.02	
		<b>35.17</b>		<b>5.14</b>	
<b>11 Profit/(Loss) from continuing operations (9 + 10)</b>		122.25		14.64	
12 Profit / (Loss) from discontinuing operations (before tax)		-		-	
13 Add / (Less): Tax expense of discontinuing operations		-		-	
<b>14 Profit / (Loss) from discontinuing operations (after tax)</b>		-		-	
<b>15 Profit / (Loss) for the year (11 ± 14)</b>		122.25		14.64	
<b>16 Earnings per share :</b>					
(a) Basic (in Rupees)		0.84		0.10	
(b) Diluted (in Rupees)		0.84		0.10	

Please see accompanying notes forming part of the financial statements

For and on behalf of the Board of Directors

In terms of our report attached  
**For Nirmal & Associates**  
**Chartered Accountants**  
**Firm Reg No - 002523C**

**CA Nishant Maitin : Partner**  
**ICAI Membership No 079995 of 2000**  
 Place: Patna  
 Date: 21.07.2023

**Yashovardhan Sinha**  
**(Mg Director)**  
**DIN : 01636599**

**Meena Sharma**  
**(Director)**  
**02004554**

**Anil Kumar Singh**  
**(Chief Financial Officer)**

**Hridaya Narayan**  
**Tiwari**  
**(Company Secretary)**

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

(All Amounts are in INR lakhs unless otherwise stated)

Particulars	2023		2022	
	Rs	P	Rs	P
<b>Cash flows from operating activities</b>				
Profit before taxation		157.42		19.78
<b>Adjustments for:</b>				
Depreciation		227.34		193.74
Investment income		-28.11		-6.62
Finance Cost		76.55		87.01
IPO Issue Expenses W/off		-		7.00
Profit / (Loss) on the sale of plant & equipment		-0.63		-
<b>Working capital changes:</b>				
(Increase) / Decrease in trade and other receivables		595.04		47.09
(Increase) / Decrease in inventories		-123.10		-124.17
Increase / (Decrease) in trade payables		51.21		445.05
<b>Cash generated from operations</b>		<b>955.72</b>		<b>668.87</b>
Income taxes paid		-10.34		-
<b>Net cash from operating activities</b>		<b>945.38</b>		<b>668.87</b>
<b>Cash flows from investing activities</b>				
Business acquisitions, net of cash acquired		-		-
Purchase of property, plant and equipment		-359.66		-256.68
Proceeds from sale of equipment		1.54		-
Acquisition of portfolio investments		-		-
Investment income		28.11		6.62
<b>Net cash used in investing activities</b>		<b>-330.01</b>		<b>-250.05</b>
<b>Cash flows from financing activities</b>				
Proceeds from issue of share capital/share premium		-		-
Post Employee Employment Benefit		72.44		-
Finance Cost		-76.55		-87.01
Proceeds from / (Payment of) short-term borrowings		189.59		-85.17
Proceeds from / (Payment of) long-term borrowings		-62.79		-246.34
<b>Net cash used in financing activities</b>		<b>122.70</b>		<b>-418.52</b>
<b>Net increase in cash and cash equivalents</b>		<b>738.07</b>		<b>0.30</b>
<b>Cash and cash equivalents at beginning of period</b>		<b>147.75</b>		<b>147.45</b>
<b>Cash and cash equivalents at end of period</b>		<b>885.82</b>		<b>147.75</b>
Cash Balance Control Total		-		-

Please see accompanying notes forming part of the financial statements

For and on behalf of the Board of Directors

In terms of our report attached.

**For Nirmal & Associates**

**Chartered Accountants**

ICAI Firm Reg No - 002523C

**Yashovardhan Sinha**

**Meena Sharma**

**(Mg Director)**

**(Director)**

DIN : **01636599**

**02004554**

**CA Nishant Maitin : Partner**

**ICAI Membership No 079995 of 2000**

Place : Patna

Date: 21.07.2023

**Anil Kumar Singh**

**Hridaya Narayan**

**(Chief Financial Officer)**

**Tiwari**  
**(Company Secretary)**

**Aditya Consumer Marketing Limited**  
**Notes to Financial Statements for the year ended 31st March 2023**

(All Amounts are in INR lakhs unless otherwise stated)

**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, 2021 and relevant provisions of Companies Act, 2013 ('the Act').

The standalone financial statements are presented in Indian Rupees (INR), which is the Company's home currency and all amounts are rounded to the nearest lakhs ( ` 00,000) and two decimals thereof, except as stated otherwise.

The Company presents assets and liabilities in balance sheet based on current/non-current classification.

The Company has presented non-current assets and current assets before equity, non-current liabilities and current liabilities in accordance with Schedule III, Division I of Companies Act, 2013 notified by MCA.

An asset is classified as current when it is:

- a) Expected to be realised or intended to be sold or consumed in normal operating cycle,
- b) Held primarily for the purpose of trading,
- c) Expected to be realised within twelve months after the reporting period, or
- d) Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

All other assets are classified as non-current.

A liability is classified as current when it is:

- a) Expected to be settled in normal operating cycle.
- b) Held primarily for the purpose of trading,
- c) Due to be settled within twelve months after the reporting period, or
- d) There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

All other liabilities are classified as non-current.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash or cash equivalents.

As per The Companies (Indian Accounting Standards) Rules, 2015, Indian Accounting Standards shall not apply to companies whose securities are listed or are in the process of being listed on SME exchange

**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 plant, property & equipment.

**c. Plant, Property & Equipments**

The company has Plant, Property & Equipments. However, it is not having any jointly owned assets. In applicable cases, where costs of borrowing related to the acquisition or construction of plant, property & equipments that are attributable to the qualifying assets are capitalised as part of the cost of such asset, in all applicable cases. All other borrowing costs are recognized as expenses in the periods in which they are incurred.

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 assets by the entity.

The useful life of plant, property & equipments owned by the company have been considered at the lives suggested in Part C of the Schedule II of The Companies Act, 2013 except in case of Plant which has been considered at higher than suggested life.

**e. Impairment**

At each balance sheet date, the Company reviews the carrying amounts of its plant, property & equipment 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 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.

#### **h. Inventories**

Inventories in the shape of Finished Goods, 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. Cash & Cash Equivalents**

Cash and cash equivalents includes cash on hand and at bank, deposits held at call with banks, other short-term highly liquid investments with original maturities of three months or less that are readily convertible to a known amount of cash and are subject to an insignificant risk of changes in value and are held for the purpose of meeting short-term cash commitments.

For the purpose of the Statement of Cash Flows, cash and cash equivalents consists of cash and short term deposits, as defined above, net of outstanding bank overdraft as they are being considered as integral part of the Company's cash management. Bank overdrafts are shown within borrowings in current liabilities in the balance sheet.

#### **j. 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.

#### **k. Revenue recognition**

Revenue is the gross inflow of cash, receivables or other consideration arising in the course of the ordinary activities of an enterprise from the sale of goods, from the rendering of services and from the use by others of enterprise resources yielding interest, royalties and dividends. Revenue is measured by the charges made to customers or clients for goods supplied and services rendered to them and by the charges and rewards arising from the use of resources by them.

In a transaction involving the sale of goods, performance has been regarded as being achieved when the following condition have been fulfilled:- the seller of the goods has transferred to the buyer the property in the goods for a price or all significant risks and rewards of ownership have been transferred to the buyer and the seller retains no effective control of the goods transferred to a degree usually associates with ownership; and - no significant uncertainty exists regarding the amount of the consideration that will be delivered from the sale of the goods. The revenue recognition is in lines with the principles as laid down on AS 9 issued by The Institute of Chartered Accountants of India.

#### **l. Taxation**

Current tax expense is determined in accordance with the provisions of the Income Tax Act, 1961. Deferred tax assets and liabilities are measured in accordance with the provisions of AS 22 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

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.

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.

**m. Foreign currency transactions and translations:**

Foreign currency transactions are not applicable

**n. Earnings per share**

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

**o. 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.

**p. Derivative financial instruments**

Derivative Financial Instruments are not applicable to the instant Company.

**3.00 Share Capital**

	<b>31-03-2023</b>	<b>31-03-2022</b>
	Rs _____ P	Rs _____ P
<b>A. Authorised Capital</b>	1,500.00	1,500.00
No of shares Authorised	1,50,00,000	1,50,00,000
Nominal Value of Shares	10	10

**B. Issued, Subscribed and Paid up Equity Shares (No of Shares)**

**a. Authorised Capital**

The Authorised Capital of the company has remained unchanged during the year under consideration.

<b>b. Issued, Subscribed and Paid up</b>	1,463.39	1,463.39
No of shares Issued, Subscribed & Paid Up fully paid up	1,46,33,887	1,46,33,887
Nominal Value of Shares	10	10

There was no any movement in the Issued, Subscribed and Paid up share capital of the Company during the current financial years.

c. Terms/ rights attached to equity shares

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

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

d. The table showing shareholding of promoter has been enclosed as a separate annexure to this report.

e. The table showing information regarding shareholding of 5% or more in the Company has been enclosed as a separate annexure to this report.

**4.00 Share Application Money (pending Allotment)**

Amount due for Allotment as on date of Balance Sheet

*Terms & Conditions for Allotment*

Ranking Pari Passu with Existing Shareholders

No of shres proposed to be issued

Amount of premium

Period before within which shares are to be allotted

(to be allotted within 60 days of Receipt in terms of Section 42/62 of The Companies Act, 2013)

**5.00 Reserves and surplus**

	31-03-2023 Rs _____ P	31-03-2022 Rs _____ P
Surplus in Statement of Profit and Loss		
Opening Balance	1,177.09	1,162.45
Add : Profit for the year	122.25	14.64
Add/(Less) : Excess (Short) provision relating to earlier years	-1.18	-
Less : Proposed Dividend (In terms of Note 3c)	-	-
	1,298.16	1,177.09
Share Premium	-	-
	1,298.16	1,177.09

**6.00 Long-term borrowings**

31-03-2023 Rs _____ P	31-03-2022 Rs _____ P
--------------------------	--------------------------



**(a) Term Loan From Banks & Other Parties**

For Vehicles from HDFC Bank	-	-
For Others from Axis Bank	51.50	117.50
For Others from Axis Bank	112.37	109.16
Less : Amounts of current maturities disclosed under the head 'Short Term Borrowings'	-	-
Term Loan	-126.00	-126.00
Vehicle Loan	-	-
<b>Sub Total</b>	<b>37.87</b>	<b>100.66</b>

**(b) Loans & Advances from Related Parties**

Name of Related Party (PAN)	-	-
Less : Amounts of current maturities disclosed under the head 'Short Term Borrowings'	-	-
Unsecured Loan	-	-
<b>Sub Total</b>	<b>-</b>	<b>-</b>
<b>Total</b>	<b>37.87</b>	<b>100.66</b>

**Breakup of Long Term Borrowings**

Secured	37.87	100.66
Unsecured	-	-

Other details relating to Terms of Repayment of term loan and other loans are separately enclosed as Separate Annexure

Term Loan from a Scheduled Bank against hypothecation of Primary Asset, Guaranteed by the directors of the company in their personal capacity.

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

**7.00 Deferred tax liabilities (net)**

	31-03-2023 Rs _____ P	31-03-2022 Rs _____ P
<b>Deferred tax liability arising out of timing differences on:</b>		
Difference between accounting and tax depreciation/amortization	-37.76	-15.47
<b>Total deferred tax liabilities (A)</b>	<b>-37.76</b>	<b>-15.47</b>
<b>Deferred tax assets arising out of timing differences on:</b>		
Provision for doubtful trade receivables	-	-
Provision for Leave encashment/Bonus	-	-
Expenditure disallowed u/s. 40 (a) (ia)	-	-
Unearned income and deferred revenues	-	-
Others	-	-
<b>Total deferred tax assets (B)</b>	<b>-</b>	<b>-</b>
<b>Opening Balance</b>	69.01	73.04
<b>Deferred tax liabilities (net) (A - B)</b>	-9.82	-4.02
<b>Closing Balance</b>	59.20	69.01

**8.00 Other long-term liabilities**

	31-03-2023 Rs _____ P	31-03-2022 Rs _____ P
Amount due under Contractual Obligations		
- to MSME	-	-
- to Others	-	-
	<u>-</u>	<u>-</u>

**9.00 Long term Provisions**

	31-03-2023 Rs _____ P	31-03-2022 Rs _____ P
<b>A. Provision for Employees</b>		
Provision for employee benefits	-	-
Provision for Compensated absences	-	-
Provision for Post-employment	72.44	-
Others (Pension and Super annuation)	-	-
<b>B. Provision for contingencies (Refer note 34)</b>	-	-
Provision for contingencies		
<b>C. Others</b>	-	-
Others		
	<u>72.44</u>	<u>-</u>

**10.00 Short-term Borrowings**

	31-03-2023 Rs _____ P	31-03-2022 Rs _____ P
Current maturities of long term borrowings [refer note 6(a) ]	126.00	126.00
Short term Borrowings from Related parties	-	-
Short Term Borrowing		
- Cash Credit from Banks (Axis Bank)	696.31	27.84
- Cash Credit from Banks (HDFC Bank)	100.02	-
- Overdraft from Banks	-	592.28
- Overdraft from Banks	13.38	-
- from Others	-	-
	<u>935.72</u>	<u>746.13</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.

**11.00 Trade Payables**

	31-03-2023 Rs _____ P	31-03-2022 Rs _____ P
Sundry Creditors [ see schedule of ageing attached separately]	663.53	630.61
	<u>663.53</u>	<u>630.61</u>
Segregation into MSME/ Non MSME		
outstanding dues of MSME	-	-
outstanding dues of Non MSME	663.53	630.61
	<u>663.53</u>	<u>630.61</u>

**12.00 Other Current Liabilities**

	31-03-2023 Rs _____ P	31-03-2022 Rs _____ P
Income received in Advance	-	-
Share Application Money received from allotment and due for refund and interest accrued thereon	-	-
Others Payable		
TDS Payable	5.88	10.11
EPF\ESIC Payable	7.58	7.26
Salary Payable	77.12	53.46
Audit Fee Payable	7.01	6.38
GST Payable	16.82	18.91
	114.41	96.11

**13.00 Short-term Provisions**

	31-03-2023 Rs _____ P	31-03-2022 Rs _____ P
Provision for employee benefits (Refer note 25)	-	-
Other Provisions		
Provision for Dividends	-	-
Provision for Warranties	-	-
Provision for Taxes	44.99	9.16
	44.99	9.16

**14.00 Property, Plant and Equipment**

As per Separate Sheet Attached	1,962.36	1,830.95
--------------------------------	----------	----------

The company does not hold any immovable property wherein title deeds of all the immovable properties (*other than properties where the company is the lessee and the lease agreements are duly executed in favour of the lessee*) are not held in the name of the company.

	1,962.36	1,830.95
--	----------	----------

**15.00 Non-Current Investments**

	31-03-2023 Rs _____ P	31-03-2022 Rs _____ P
Investment in		
- Property	-	-
- Equity Instruments	-	-
- Preference Shares	-	-
- Government or Trust Securities	-	-
- Debentures & Bonds	-	-
- Mutual Funds	-	-
- Partnership Firms	-	-
	-	-

Investment carried at other than at cost

Aggregate amount of quoted investments and market value thereof as per separate annexure	-	-
--	---	---

Aggregate amount of unquoted investments	-	-
--	---	---

Aggregate provision for diminution in value of investments	-	-
--	---	---

**16.00 Long Term Loans and Advances**

	31-03-2023 Rs _____ P	31-03-2022 Rs _____ P
Capital Advances	-	-
Loans and Advances to Promoters	-	-
Loans and Advances to Related Parties	-	-
Loans and Advances to Directors	-	-
Loans and Advances to KMP	-	-
Other Advances	-	-
	<u>                    </u>	<u>                    </u>
	<u>                    </u>	<u>                    </u>
<b>Breakup of Advances</b>		
Secured, considered Good	-	-
Unsecured, considered Good	-	-
Doubtfull	-	-
	<u>                    </u>	<u>                    </u>
	<u>                    </u>	<u>                    </u>

**17.00 Other Non-Current Assets**

	31-03-2023 Rs _____ P	31-03-2022 Rs _____ P
Preliminary & Pre - Operative Exp	-	-
Security Deposits	-	-
	<u>                    </u>	<u>                    </u>
	<u>                    </u>	<u>                    </u>

**18.00 Current Investments**

	31-03-2023 Rs _____ P	31-03-2022 Rs _____ P
<b>Unquoted Shares &amp; Securities</b>		
Equity Shares	-	-
<b>Quoted Shares &amp; Securities</b>		
Liquid Funds - Mutual Funds	-	681.92
Shares of Listed Company	-	2.57
	<u>                    </u>	<u>                    </u>
	<u>                    </u>	<u>                    </u>
<b>All above investments are carried at cost</b>		
Other Disclosures :		
(a) Aggregate market value of quoted investments	-	-
(b) Aggregate amount of quoted investments	-	-
(c) Aggregate provision for diminution in value of investments	-	-

**19.00 Trade Receivables (Unsecured)**

	31-03-2023 Rs _____ P	31-03-2022 Rs _____ P
Trade Receivables [ see schedule of ageing attached separately]	31.85	25.74
	<u>                    </u>	<u>                    </u>
	<u>                    </u>	<u>                    </u>

**20.00 Cash & Bank Balances**

	31-03-2023 Rs _____ P	31-03-2022 Rs _____ P
<b>Cash and Cash Equivalents</b>		
Cash on hand (as certified by management)	26.55	38.79
Cheques on hand	-	-

Remittances in transit	-	-
Current accounts with scheduled banks	34.10	-0.62
Deposit accounts with scheduled banks	825.17	109.58
<b>Other Bank Balances</b>		
Earmarked funds	-	-
	<u>885.82</u>	<u>147.75</u>
<b>Bank Deposits</b>		
having Maturity > 12 Months	-	-
having Maturity < 12 Months	-	-
	<u>-</u>	<u>-</u>
<b>21.00 Short Term Loans and Advances</b>		
	<b>31-03-2023</b>	<b>31-03-2022</b>
	<b>Rs _____ P</b>	<b>Rs _____ P</b>
Loans and Advances to Promoters	-	-
Loans and Advances to Related Parties	-	-
Loans and Advances to Directors	-	-
Loans and Advances to KMP	-	-
Other Advances	301.70	259.07
	<u>301.70</u>	<u>259.07</u>
<b>Breakup of Advances</b>		
Secured, considered Good	301.70	259.07
Unsecured, considered Good	-	-
Doubtfull	-	-
	<u>301.70</u>	<u>259.07</u>
<b>22.00 Other Current Assets</b>		
	<b>31-03-2023</b>	<b>31-03-2022</b>
	<b>Rs _____ P</b>	<b>Rs _____ P</b>
TDS/TCS Receivable	5.80	5.67
MAT Credit Available	5.53	4.94
Advance Income Tax Paid	50.00	10.00
	<u>61.32</u>	<u>20.61</u>
<b>23.00 Revenue from Operations</b>		
Sale of Goods	6,742.40	8,286.62
Sale of Services	2,943.98	459.59
	<u>9,686.39</u>	<u>8,746.21</u>
Revenue from Operations for the current year noted above includes Rs Nil (2022: Rs Nil) pertaining to previous years.		
<b>24.00 Other Income</b>		
	<b>31-03-2023</b>	<b>31-03-2022</b>
	<b>Rs _____ P</b>	<b>Rs _____ P</b>
Interest on Deposits	28.11	6.62
Interest on Income Tax Refund	1.44	8.77
Long Term Capital Gain on Shares	0.85	-
Short Term Capital Gain on units of Mutual Fund	53.24	-

Profit on sale of PPE	0.63	-
	<u>84.27</u>	<u>15.39</u>

**25.00 Employee Benefits**

	<b>31-03-2023</b>	<b>31-03-2022</b>
	<b>Rs _____ P</b>	<b>Rs _____ P</b>
Salaries not coverable under ESI & PF	217.48	190.62
Salaries covered under ESI & PF	574.65	446.10
Salaries covered under PF but not ESI	153.95	118.79
Staff Welfare	318.10	311.07
Provision for retirement benefits	88.10	-
	<u>1,352.29</u>	<u>1,066.57</u>

**26.00 Operating & Other Expenses**

	<b>31-03-2023</b>	<b>31-03-2022</b>
	<b>Rs _____ P</b>	<b>Rs _____ P</b>
Advertising & Publicity	11.98	6.40
Auditor's remuneration and expenses	7.01	6.38
Conveyance	0.61	16.73
Donations	0.85	0.51
Light and Power	216.22	215.78
Misc Consumables	28.05	42.76
Misc Expenses	272.20	239.86
Printing, Postage & Stationery	0.80	2.21
Rent	615.17	623.42
Telephone Expenses	8.36	14.82
Travelling Expenses	39.93	35.60
Vehicle Running Expenses	20.51	39.85
IPO Issue Expenses W/off	-	7.00
Credit Card & Meal Coupons Commission	87.20	108.40
Office Expenses	3.27	36.26
	<u>1,312.18</u>	<u>1,395.98</u>

**27.00 Finance Cost**

	<b>31-03-2023</b>	<b>31-03-2022</b>
	<b>Rs _____ P</b>	<b>Rs _____ P</b>
Interest on loans	76.55	87.01
Less: Interest capitalisation	-	-
	<u>76.55</u>	<u>87.01</u>

**27.00 Employee Benefits ( AS 15)**

**Defined Contribution Plan - Provident Fund:**

The Company has not subscribed to any a provident fund scheme and as such has not charged any contribution to the Statement of Profit and Loss.

**Gratuity:**

The Company makes does not make any contributions under the Employees Gratuity scheme to a fund administered by Trustees covering the eligible employees.

**Medical Benefit:**

The Company does has scheme to reimburse domiciliary and hospitalization expenses not exceeding specified limits incurred by eligible and qualifying employees and their dependent family members.

**Pension Plan:**

The Company has not subscribed to any pension plan.

**28.00 Auditor's remuneration and expenses**

	31-03-2023 Rs _____ P	31-03-2022 Rs _____ P
Audit fees	7.01	6.38
	7.01	6.38

**29.00 Earnings per share (AS 20)**

	31-03-2023 Rs _____ P	31-03-2022 Rs _____ P
Net Profit after tax attributable to the equity shareholders (A)	1,22,24,798.49	14,63,586.73
Number of equity shares outstanding at the end of the year	1,46,33,887.00	1,46,33,887.00
Weighted average number of shares outstanding during the year (B)	1,46,33,887.00	1,46,33,887.00
Basic and diluted earnings per share (per equity share of ` 10 each) (A/B)	0.84	0.10

**30.00 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 with this report.

**31.00 Related Party Disclosures (AS 18)**

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

**Aggregate Advances (Short Term / Long Term)**  
(sl No 16 & Sl No 21)

Loans and Advances to Promoters	-	-
Loans and Advances to Related Parties	-	-
Loans and Advances to Directors	-	-
Loans and Advances to KMP	-	-
Total Advances	301.70	259.07

**Additional Disclosures**

Repayable on Demand	-	-
---------------------	---	---

Without specifying any terms or period of repayment

**Type of Borrower**

**Percentage**

**Percentage**

Promoters	NA	NA
Related Parties	NA	NA
Directors	NA	NA
KMP	NA	NA

### 32.00 Operating Lease arrangements (AS 19)

Operating lease payments represent rentals payable by the Company for certain buildings and satellite channels. However, the company is neither obligated to pay any rental as Lessee nor receive any rental to Lessor.

### 33.00 Provision for Contingencies (AS 29)

Not ascertained

### 34.00 Contingent Liabilities and Commitments

	31-03-2023 Rs _____ P	31-03-2022 Rs _____ P
<b>A. Contingent Liabilities</b>		
Claims against the company not acknowledged as debt	-	-
Guarantees given by company		
Other moneys for which company is contingently liable		
Claims for taxes on income		
Income tax disputes where <b>department is in appeal</b> against the Company	-	-
Income tax disputes where <b>company is in appeal</b> against the department	-	-
Income tax disputes where the <b>Company has a favourable decision</b> in other assessment years for the same issue	-	-
Income tax disputes other than above	-	-
	<hr/>	<hr/>
	<hr/>	<hr/>
<b>B. Commitments:</b>		
Capital Commitments	-	-
Other Commitments	-	-
	<hr/>	<hr/>
	<hr/>	<hr/>

### 35.00 Utilisation of Borrowings

31-03-2023	31-03-2022
Rs _____ P	Rs _____ P

The company has used the borrowings from banks and financial institutions for the specific purpose for which it was taken at the balance sheet date.

### 36.00 Micro and Small Enterprises



As per the provisions of Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act), the Company is required to classify the amount outstanding to suppliers pertaining to Micro and Small Enterprises.

Steps have been taken to identify the suppliers who qualify under the definition of micro and small enterprises, as defined under the **Micro, Small and Medium Enterprises Development Act 2006**. Since no intimation has been received from the suppliers regarding their status under the said Act as at 31st March of the current year, disclosures relating to amounts unpaid as at the year end, if any, have not been furnished. In the opinion of the management, the impact of interest, if any, that may be payable in accordance with the provisions of the Act, is not expected to be material

- 37.00 Disclosure as required under Regulation of SEBI LODR is not applicable to the company.
- 38.00 Derivative Transactions are not applicable to the company.
- 39.00 The Company has not traded or invested in Crypto Currency or Virtual Currency during the current or previous year.
- 40.00 The Company does not have any transactions during the period with the companies struck off under The Companies Act, 2013 and/or The Companies Act, 1956.
- 41.00 There is no income surrendered or disclosed as income during the current or previous year in the tax assessments under the Income Tax Act, 1961, that has not been recorded in the books of account.
- 42.00 No proceedings have been initiated on or are pending against the Company for holding benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and Rules made thereunder.
- 43.00 Quarterly returns or statements of current assets held by the company with the Banks and/or Financial Institutions are in agreement with the books of account
- 44.00 The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.
- 45.00 The Company has not advanced or loaned or invested funds to any other persons or entities, including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
- a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries) or

b) provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries.

46.00 The Company has not received any fund from any persons or entities, including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:

a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries), or

b) provide any guarantee, security or the like on behalf of the ultimate beneficiaries

#### 47.00 **Layer of Companies**

The provisions of Companies (Restriction on number of Layers) Rules, 2017 are applicable to Holding Companies in terms of Rule 2 of the said Rules. Since the company is not a Holding or Subsidiary company, the provisions are not applicable

#### 48.00 **Valuation of property, plant and equipment**

The Company has not revalued its property, plant and equipment during the current or previous year.

#### 49.00 **Compliance with approved schemes of arrangements**

The Company has not entered into any scheme of arrangement which has an accounting impact on current or previous financial year.

#### 50.00 **Registration of charges or satisfaction with Registrar of Companies**

There are no charges or satisfaction which are yet to be registered with the Registrar of Companies beyond the statutory period.





**Aditya Consumer Marketing Limited**
**Annexure to Note No 3(d) : Disclosure of shareholding of Promoter as on 31.03.2023**

S.No.	Name of Promoter	31-03-2023		31-03-2022		% change during the year
		No of Shares	% of total shares	No of Shares	% of total shares	
1	Yashovardhan Sinha	3385086	23.13	3385086	23.13	-
2	Sunita Sinha	1249929	8.54	1249929	8.54	-
3	Rashi Vardhan	1876429	12.82	1876429	12.82	-
4	Yosham Vardhan	449157	3.07	449157	3.07	-
5	Meena Sharma	561857	3.84	561857	3.84	-
6	Vandana Sinha	561857	3.84	561857	3.84	-
<b>Total</b>		<b>8084315</b>	<b>55.24</b>	<b>8084315</b>	<b>55.24</b>	

**Annexure to Note No 3(e) : Disclosure regarding shareholding of 5% or more as on 31.03.2023**

S.No.	Name of Shareholder	31-03-2023		31-03-2022	
		No of Shares	% of total shares	No of Shares	% of total shares
1	Yashovardhan Sinha	3385086	23.13	3385086	23.13
2	Ajay Kumar HUF	825443	5.64	825443	5.64
3	Rashi Vardhan	1876429	12.82	1876429	12.82
4	Angad Kumar	800000	5.47	800000	5.47
5	Rinu Sinha	1095129	7.48	1095129	7.48
6	Sunita Sinha	1249929	8.54	1249929	8.54
7	Ways Vinimay Pvt Ltd	758000	5.18	758000	5.18
<b>Total</b>		<b>9990016</b>	<b>68.27</b>	<b>9990016</b>	<b>68.27</b>

**Aditya Consumer Marketing Limited**
**Annexure to Note No 6 : Details of Term Loans as on 31st March, 2023**

(All Amounts are in INR lakhs unless otherwise stated)

S.N.	Bank/Financial Institution	Nature of Instalments		Pending EMI Instalments (No.)	Security Details
		Fixed Instalments (Rs)	E.M.I. Instalments (Rs)		
1	Axis Bank Limited	5.50	-	9.00	Hypothecation of Asset
2	Axis Bank Limited	5.00	-	24.00	Hypothecation of Asset
	<b>Total</b>	10.50	-		

**Annexure to Note No 6 : Details of Term Loans as on 31st March, 2022**

S.N.	Bank/Financial Institution	Nature of Instalments		Pending EMI Instalments (No.)	Security Details
		Fixed Instalments (Rs)	E.M.I. Instalments (Rs)		
1	Axis Bank Limited	5.50	-	21.00	Hypothecation of Asset
2	Axis Bank Limited	5.00	-	36.00	Hypothecation of Asset
	<b>Total</b>	10.50			

**Aditya Consumer Marketing Limited**

(All Amounts are in INR lakhs unless otherwise stated)

**Annexure to Note No 11 : Foming part of Balance sheet for the year ended 31st March 2023**

Particulars	Amount Outstanding from due date of payment				Total
	< 1 Year	1 - 2 Years	2 - 3 Years	> 3 Years	
(i) MSME	-	-	-	-	-
(ii) Others	663.53	-	-	-	663.53
(iii) Disputed dues - MSME	-	-	-	-	-
(iv) Disputed dues - others	-	-	-	-	-
	<b>663.53</b>	-	-	-	<b>663.53</b>

**Annexure to Note No 11 : Foming part of Balance sheet for the year ended 31st March 2022**

Particulars	Amount Outstanding from due date of payment				Total
	< 1 Year	1 - 2 Years	2 - 3 Years	> 3 Years	
(i) MSME	-	-	-	-	-
(ii) Others	630.61	-	-	-	630.61
(iii) Disputed dues - MSME	-	-	-	-	-
(iv) Disputed dues - others	-	-	-	-	-
	<b>630.61</b>	-	-	-	<b>630.61</b>

**Annexure to Note No 19 : Foming part of Balance sheet for the year ended 31st March, 2023**

Particulars	Amount Outstanding from due date of payment					Total
	< 6 months	Between 6 months to 1 Year	Between 1 Year to 2 Years	Between 2 Year to 3 Years	> 3 Years	
(i) Undisputed Trade receivables - considered good	31.85	-	-	-	-	31.85
(ii) Undisputed Trade receivables - considered doubtful	-	-	-	-	-	-
(i) Disputed Trade receivables - considered good	-	-	-	-	-	-
(i) Disputed Trade receivables - considered doubtful	-	-	-	-	-	-
	<b>31.85</b>	-	-	-	-	<b>31.85</b>

**Annexure to Note No 19 : Foming part of Balance sheet for the year ended 31st March, 2022**

Particulars	Amount Outstanding from due date of payment					Total
	< 6 months	Between 6 months to 1 Year	Between 1 Year to 2 Years	Between 2 Year to 3 Years	> 3 Years	
(i) Undisputed Trade receivables - considered good	25.74	-	-	-	-	25.74
(ii) Undisputed Trade receivables - considered doubtful	-	-	-	-	-	-
(i) Disputed Trade receivables - considered good	-	-	-	-	-	-
(i) Disputed Trade receivables - considered doubtful	-	-	-	-	-	-
	<b>25.74</b>	-	-	-	-	<b>25.74</b>

### Aditya Consumer Marketing Limited

#### Annexure to Note No 31 : Forming part of Balance sheet for the year ended 31st March, 2023

(All Amounts are in INR lakhs unless otherwise stated)

S. No.	Name of Related Party	Relationship	Transaction	Nature of Transaction
1	Yashovardhan Sinha	Managing Director	42.60	Director's Remuneration
2	Yashovardhan Sinha	Managing Director	1.50	Rent
3	Sunita Sinha	Director	120.00	Director's Remuneration
4	Meena Sharma	Director	8.40	Director's Remuneration
5	Hridaya Narayan Tiwari	Company Secretary	4.80	Remuneration
6	Anil Kumar Singh	Chief Financial officer	12.19	Remuneration
7	Vandana Sinha	Director	11.40	Director's Remuneration
8	Yosham Yardhan	Relative of Director	6.60	Remuneration
9	Aakarsh Singh	Relative of Director	6.60	Remuneration
10	Nripendra Narain	Relative of Director	8.40	Remuneration
	Aditya Vision Limited	Concern in which management and/or shareholders are substantially interested	48.02	Sale
11				
12	Aditya Vision Limited	Concern in which management and/or shareholders are substantially interested	96.73	Purchase



## Aditya Consumer Marketing Limited

Annexure to Note No 30 : Disclosure related to Segmental Reporting as on 31st March, 2023

Particulars	Half -Year Ended Results on			Year Ended results	
	31.03.2023	30.09.2022	31.03.2022	31.03.2023	31.03.2022
<b>1 Segment Revenue</b>					
(net sale/income from each segment should be disclosed)					
1 SALON	2.88	2.85	3.07	5.73	4.60
2 FOOD & BEVERAGES	11.33	12.38	10.95	23.71	18.79
3 RETAIL STORE	31.76	35.66	31.36	67.42	64.07
<b>Total segment revenue</b>	<b>45.97</b>	<b>50.89</b>	<b>45.38</b>	<b>96.86</b>	<b>87.46</b>
<b>Less: Inter segment revenue</b>					
<b>Revenue from operations</b>	<b>45.97</b>	<b>50.89</b>	<b>45.38</b>	<b>96.86</b>	<b>87.46</b>
<b>2 Segment Result</b>					
Profit (+) / Loss (-) before tax and interest from each segment					
1 SALON	0.10	0.04	0.19	0.14	0.05
2 FOOD & BEVERAGES	0.40	0.17	0.68	0.57	0.23
3 RETAIL STORE	1.14	0.49	1.96	1.63	0.79
<b>Total Profit before tax</b>	<b>1.64</b>	<b>0.70</b>	<b>2.83</b>	<b>2.34</b>	<b>1.06</b>
i. Finance cost	0.40	0.37	0.43	0.77	0.87
ii. Other unallocable expenditure net of unallocable income					
<b>Profit before tax</b>	<b>1.24</b>	<b>0.33</b>	<b>2.40</b>	<b>1.57</b>	<b>0.19</b>
<b>3 (Segment Asset - Segment Liabilities)</b>					
<b>Segment Asset</b>					
1 SALON	4.91	4.56	4.58	4.91	4.58
2 FOOD & BEVERAGES	5.89	5.47	5.49	5.89	5.49
3 RETAIL STORE	8.82	8.21	8.24	8.82	8.24
<b>Total Segment Assets</b>	<b>19.62</b>	<b>18.24</b>	<b>18.31</b>	<b>19.62</b>	<b>18.31</b>
<b>Un-allocable Assets</b>					
<b>Net Segment Assets</b>	<b>19.62</b>	<b>18.24</b>	<b>18.31</b>	<b>19.62</b>	<b>18.31</b>
<b>4 Segment Liabilities</b>					
<b>Segment Liabilities</b>					
1 SALON	8.91	8.64	8.16	8.91	8.16
2 FOOD & BEVERAGES	10.78	10.46	9.87	10.78	9.87
3 RETAIL STORE	27.20	26.39	24.89	27.20	24.89
<b>Total Segment Liabilities</b>	<b>46.89</b>	<b>45.49</b>	<b>42.92</b>	<b>46.89</b>	<b>42.92</b>
<b>Un-allocable Liabilities</b>					
<b>Net Segment Liabilities</b>	<b>46.89</b>	<b>45.49</b>	<b>42.92</b>	<b>46.89</b>	<b>42.92</b>

## Aditya Consumer Marketing Limited

Annexure to Note No 52 : Forming part of Balance sheet for the year ended 31st March, 2023

Ratios	Numerator	Denominator	31.03.2023	31.03.2022	Change (%)	Reason for Variation
Current Ratio (in times)	Current Assets	Current Liabilities	1.55	1.66	(6.62)	-
Debt-Equity Ratio (in times)	Total Debt	Shareholder's Equity	0.59	0.56	5.95	-
Debt Service Coverage Ratio (in times)	Earnings available for debt service	Debt Service	4.90	3.10	57.86	Improvement on account of reduction of debt.
Return on Equity Ratio (in %)	Net Profit after taxes	Average Shareholder's Equity	4.54	1.11	309.38	Implementation of cost control measures to improve profitability.
Inventory Turnover Ratio (in times)	Cost of goods sold	Average Inventory	4.80	4.76	0.89	-
Trade Receivables turnover Ratio (in times)	Total Sales	Average Trade Receivables	336.41	316.60	6.26	Better realisation of receivables.
Trade Payables turnover Ratio (in times)	Total Purchases	Average Trade Payables	16.18	19.42	(16.69)	Due to liberal credit terms granted by supplier.
Net capital turnover Ratio (in times)	Cost of goods sold	Working Capital	6.86	6.13	11.98	-
Net Profit Ratio (in %)	Profit after Tax	Total Sales	1.16	0.12	856.40	Improved profitability due to implementation of cost control measures.
Return on Capital employed (in %)	Earning before Interest and Tax	Capital Employed	8.39	3.90	114.97	Increased Operating Margin due to favourable market conditions has improved the profitability of the company.
Return on Investment (in %)	Earning from Investment	Total Investment	3.41	6.05	(43.65)	-

**Aditya Consumer Marketing Limited**  
 (Depreciation as per Income-tax Act, 1961)  
 Assessment Year : 2023-2024

Particulars	WDV 31.03.2022		Additions > 6 Months		Deletions > 6 Months		Total <1> + <2>		Additions < 6 Months		Deletions < 6 Months		Total <3> + <4>		Depreciation Rate Amount		WDV 31.03.2023		
	Rs	P	Rs	P	Rs	P	Rs	P	Rs	P	Rs	P	Rs	P	%	Rs	P	Rs	P
Furniture & Fixtures	10,65,24,211.88		56,20,251.30		-		11,21,44,463.18		21,43,7,660.75		-		13,35,82,123.93	10.00	1,22,86,329.36		12,12,95,794.57		
Generator	34,74,813.22		-		-		34,74,813.22		27,02,978.00		-		34,74,813.22	15.00	5,21,221.98		29,53,591.24		
Kitchen Equipments	1,69,43,754.36		1,68,766.00		-		1,71,12,520.36		21,56,721.34		-		1,98,15,498.36	15.00	27,69,601.40		1,70,45,896.95		
Mobile	12,17,112.97		9,79,378.94		-		21,96,491.91		1,88,150.82		-		43,53,213.25	15.00	4,91,227.89		38,61,985.36		
Motor Cycle	3,43,754.69		-		-		3,43,754.69		5,08,553.00		-		5,31,905.51	15.00	65,674.51		4,66,230.99		
Car	26,74,407.14		13,74,068.00		1,54,000.00		38,94,475.14		5,08,553.00		-		44,03,028.14	15.00	6,22,312.75		37,80,715.40		
Computers	49,17,311.85		3,44,324.21		-		52,61,636.06		4,85,283.03		-		57,46,919.09	40.00	22,01,711.03		35,45,208.06		
<b>Total</b>	<b>13,60,95,566.11</b>		<b>84,86,788.45</b>		<b>1,44,28,154.56</b>		<b>14,44,28,154.56</b>		<b>2,74,79,346.94</b>		<b>17,19,07,501.50</b>		<b>1,89,58,078.92</b>		<b>15,29,49,422.58</b>				



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