

FORM A

Format of covering letter of the annual audit report to be filed with the stock exchanges

| | | |
|---|--|---|
| 1 | Name of the Company | Adhiraj Distributors Limited |
| 2 | Annual financial statements for the year ended | 31 st March 2015 |
| 3 | Type of Audit observation | Un-qualified |
| 4 | Frequency of observation | N.A. |
| 5 | To be signed by- • CEO/Managing Director • CFO • Auditor of the company • Audit Committee Chairman | <p><i>Shivak</i></p> <p><i>S/ Gindia</i></p> <p><i>Shri. Agarwal & Associates</i> Kolkata Chartered Accountants</p> <p><i>Mohit Kumar</i></p> |



ADHIRAJ DISTRIBUTORS LIMITED

| 2014-15 |



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BOARD OF DIRECTORS

- Srikrishan Churiwala (Managing Director)
- Sandip Kumar Agarwal
- Rohit Garodia
- Mahesh Kumar
- Priti Singh
- Sitesh Kanodia (CFO)

COMPANY SECRETARY

- Rachana Kumari

AUDITORS

- A Agarwal & Associates
(Chartered Accountants)

BANKERS

- Punjab National Bank
- HDFC Bank
- Indusind Bank

REGISTERED OFFICE

Central Plaza
41 B B Ganguly Street
Room No. 13B, 2nd Floor
Kolkata 700 012 West Bengal
Ph: 033 2211 0040
Email: info@adhirajdistributors.com
Website: www.adhirajdistributors.com
CIN - U52190WB2011PLC158320

REGISTRAR & TRANSFER AGENT

Niche Technologies Pvt. Ltd.
D-511, Bagree Market, 5th Floor
71 B R B Basu Road
Kolkata 700 001
Ph: 033 2235 7270 / 7271 / 5236

5TH ANNUAL GENERAL MEETING

On Monday 21st September 2015 at 11 A.M.
AT Central Plaza
41 B B Ganguly Street
Room No. 13B, 2nd Floor
Kolkata 700 012 West Bengal

NOTICE

NOTICE is hereby given that the Fifth Annual General Meeting of the Members of Adhiraj Distributors Limited will be held on Monday, 21st September, 2015 at 11:00 a.m. at Central Plaza, 41 B B Ganguly Street, 2nd Floor, Room No. 13B, Kolkata 700 012, West Bengal, to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2015, together with the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. Sandip Kumar Agarwal (Director Identification No. 05166153) who retires by rotation and being eligible, offers himself for re-appointment.
3. Re-appointment of Auditors

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

“RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder, as amended from time to time, M/s. A Agarwal & Associates, Chartered Accountants (Firm Registration No. 326873E), be and is hereby re-appointed as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company at such remuneration plus service tax and out of pocket expenses at actuals as may be mutually agreed between the Board of Directors of the Company and the Auditors.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to do all acts and take all such steps as may be necessary to give effect to this resolution.”

SPECIAL BUSINESS

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

“RESOLVED THAT Ms. Priti Singh (Director Identification No. 05331327) who was appointed by the

Board of Directors as an Additional (Woman) Director of the Company with effect from 26th March, 2015 and who holds office upto the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 (“Act”) and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing her candidature for the office of Director of the Company, be and is hereby appointed a Director of the Company.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to do all acts and take all such steps as may be necessary to give effect to this resolution.”

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

“RESOLVED THAT Mr. Rohit Garodia (Director Identification No. 06976161) who was appointed by the Board of Directors as an Additional Director of the Company with effect from 17th September 2014 and who holds office upto the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 (“Act”) and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing her candidature for the office of Independent Director of the Company, be and is hereby appointed as Independent Director of the Company.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to do all acts and take all such steps as may be necessary to give effect to this resolution.”

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

“RESOLVED THAT Mr. Mahesh Kumar (Director Identification No. 06975163) who was appointed by the Board of Directors as an Additional Director of the Company with effect from 17th September 2014 and who holds office upto the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 (“Act”) and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing her candidature

for the office of Independent Director of the Company, be and is hereby appointed as Independent Director of the Company.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorised to do all acts and take all such steps as may be necessary to give effect to this resolution.”

By Order of the Board of Directors

Sd/-

Rachana Kumari
Company Secretary

Date: May 30th, 2015

Registered Office:

Central Plaza
41 B B Ganguly Street
Room No. 13B, 2nd Floor
Kolkata 700 012 West Bengal

Ph: 033 2211 0040

Email: info@adhirajdistributors.com

Website: www.adhirajdistributors.com

CIN - U52190WB2011PLC158320

NOTES:

1. The Statement pursuant to Section 102 (1) of the Companies Act, 2013, in respect to special business listed in Item Nos. 4 to 6 of the Notice and the relevant details as required under Clause 42 of the ITP Listing Agreement, of person seeking appointment/ re-appointment as Director under Item No. 2 of the Notice, is annexed hereto.
2. **A Member entitled to attend and vote at the Annual General Meeting (“AGM”) is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a Member of the Company. The instrument appointing the proxy, in order to be effective, must be deposited at the Company’s Registered Office, duly completed and signed, not less than forty-eight (48) hours before the meeting. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/authority, as applicable.**

Members are requested to note that a person can act as proxy on behalf of not exceeding fifty (50) Members and holding in the aggregate not more than ten percent (10%) of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than ten percent (10%) of the total share

capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.

3. **E-Voting**

For the convenience of members and for proper conduct of the meeting, **entry to the place of meeting will be regulated by attendance slip, which is a part of the Notice. Members are requested to sign at the place provided on the attendance slip and hand it over at the entrance to the venue.**

Members / proxies should bring the duly filled Attendance Slip attached herewith to attend the meeting. Duplicate Attendance Slip and / or copies of the Annual Report shall not be issued/ available at the venue of the Meeting.

Members, who hold shares in dematerialized form, are requested to bring their Client ID and DP ID Nos. for easier identification of attendance at the meeting

4. The Register of Directors and Key Managerial Personnel and their shareholding will be available for inspection by the members at the AGM.
5. A member desirous of getting any information on the accounts of the Company is requested to send the queries to the Company at least 10 days in advance of the meeting.
6. The Register of Members and Share Transfer Books of the Company shall remain closed from **September 15, 2015 to September 21, 2015** (both days inclusive) for the purpose of Annual General Meeting.
7. The brief profile of the Directors proposed to be appointed / re-appointed, is given in the explanatory statement to the Notice.
8. Members holding shares in physical form are requested to intimate change in their registered address mentioning full address in block letters with Pin code of the Post Office and bank particulars to the Company’s Registrar and Share Transfer Agent and in case of members holding their shares in electronic form, this information should be given to their Depository Participants immediately.
9. The Notice of the AGM along with the Annual Report for 2014-15 are being sent by electronic mode

to those Members whose e-mail addresses are registered with the Company / Depositories, unless any Member has requested for a physical copy of the said documents. For Members who have not registered their e-mail addresses, physical copies of the above mentioned documents are being sent. All these above mentioned documents will also be available on the Company's website www.adhirajdistributors.com for download by the Members. We, request the Members to update their email address with their depository participant to ensure that the annual reports and other documents reach them on their preferred email address.

10. As mandated by The Securities and Exchange Board of India (SEBI), every participant in the securities market has to submit Permanent Account Number (PAN). Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company / RTA.

11. Voting through electronic means

- I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
- II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

IV. The remote e-voting period commences on **18th September, 2015 (9:00 am)** and ends on **20th September, 2015 (5:00 pm)**. During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of **14th September, 2015**, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

V. The process and manner for remote e-voting are as under:

- A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participant(s)] :
 - (i) Open email and open PDF file viz; "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
 - (ii) Launch internet browser by typing the URL: <https://www.evoting.nsdl.com/>
 - (iii) Click on Shareholder - Login
 - (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
 - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
 - (vii) Select "EVEN" of "Adhiraj Distributors Limited".
 - (viii) Now you are ready for remote e-voting as Cast Vote page opens.
 - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.

- (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
- (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
- (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to ruptagupta007@gmail.com with a copy marked to evoting@nsdl.co.in & info@adhirajdistributors.com.
- B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :**
- (i) Initial password is provided in the Annexure or at the bottom of the Attendance Slip for this AGM (enclosed herewith).
- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
- VI.** In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.
- VII.** If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- VIII.** You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- IX.** The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 14th September 2015.
- X.** Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 14th September 2015, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/RTA.
- However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.
- XI.** A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- XII.** A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- XIII.** Ms. Rupa Gupta, Practicing Company Secretary, (ACS No. 29332 and CP No. 11691) has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- XIV.** The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- XV.** The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, 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 result of the voting forthwith.

XVI. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.adhirajdistributors.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.

12. Since e-voting facility (including Ballot Forms) is provided to the Members pursuant to the provisions of Section 108 of the Companies Act, 2013, read with Companies (Management and Administration) Rules, 2014, voting by show of hands are not allowed.

Regd. Office: Central Plaza
41 B B Ganguly Street
2nd Floor Room No. 13B
Kolkata-700 012
Dated : May 30,2015

By order of the Board of Directors

Sd/-
(Rachana Kumari)
Company Secretary

ANNEXURE TO THE NOTICE

DETAILS OF DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING Item Nos. 2

| Name of the Director | Sandip Kumar Agarwal |
|---|---|
| Director Identification Number | 05166153 |
| Date of Birth | 14.08.1974 |
| Date of appointment | 07.10.2013 |
| Qualification | Bachelor's Degree in Commerce |
| Expertise in specific functional areas | He has sound financial and commercial knowledge and experience of more than 5 years of related field. |
| Directorship held in other companies | 3 |
| Memberships / Chairmanship of committees of other Companies | Nil |
| Number of shares held in the Company | Nil |

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 ("Act")

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

Item No. 4

The Board appointed Ms. Priti Singh, as Additional Director of the Company with effect from 26th March, 2015.

As per the provision of Section 161 of the Companies Act, 2013, she holds office of Additional Director only up to the date of the forthcoming Annual General Meeting of the Company, and is eligible for appointment as Director. The Company has received a notice under Section 160 of the Companies Act, 2013 proposing her candidature for the office of Director of the Company, along with the requisite deposit.

The Company has received from Ms. Priti Singh consent in writing to act as a Director of the Company in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 and intimation in Form DIR-8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that she is not disqualified under Section 164(2) of the Companies Act, 2013.

The Board recommends the Resolution at Item No. 4 for approval by the Members.

None of the Directors except Ms. Priti Singh and Key Managerial personnel or their relatives is interested in the above resolution.

Item No. 5

The Board appointed Mr. Rohit Garodia, as Additional Director of the Company with effect from 17th September, 2014.

As per the provision of Section 161 of the Companies Act, 2013, he holds office of Additional Director only up to the date of the forthcoming Annual General Meeting of the Company, and is eligible for appointment as Director. The Company has received a notice under Section 160 of the Companies Act, 2013 proposing the candidature for the office of Director of the Company, along with the requisite deposit.

The Company has received from Mr. Rohit Garodia consent in writing to act as a Director of the Company in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 and intimation in Form DIR-8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164(2) of the Companies Act, 2013.

The Board recommends the Resolution at Item No. 5 for approval by the Members.

None of the Directors except Mr. Rohit Garodia and Key Managerial personnel or their relatives is interested in the above resolution.

Item No. 6

The Board appointed Mr. Mahesh Kumar, as Additional Director of the Company with effect from 17th September, 2014.

As per the provision of Section 161 of the Companies Act, 2013, he holds office of Additional Director only up to the date of the forthcoming Annual General Meeting of the Company, and is eligible for appointment as Director. The Company has received a notice under Section 160 of

the Companies Act, 2013 proposing the candidature for the office of Director of the Company, along with the requisite deposit.

The Company has received from Mr. Mahesh Kumar consent in writing to act as a Director of the Company in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 and intimation in Form DIR-8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164(2) of the Companies Act, 2013.

The Board recommends the Resolution at Item No. 6 for approval by the Members.

None of the Directors except Mr. Mahesh Kumar and Key Managerial personnel or their relatives is interested in the above resolution.

By Order of the Board of Directors

Sd/-
Rachana Kumari
Company Secretary

Date: May 30th, 2015

DIRECTORS' REPORT

The Members,
Adhiraj Distributors Limited

Your Directors present the 5th Annual Report of your Company along with the Financial Statements for the year ended 31st March, 2015.

Financial Highlights:

| Particulars | Year Ending March, 2015 | Year Ending March, 2014 |
|---|----------------------------|----------------------------|
| | <u>Amt. in ₹</u> | <u>Amt. in ₹</u> |
| Sales | 5,24,80,618.47 | 1,20,28,582.00 |
| Other Income | 28,34,680.00 | 3,11,918.00 |
| Total Income | 5,53,15,298.47 | 1,23,40,500.00 |
| Less: Expenditure | 5,40,80,661.24 | 1,19,42,834.75 |
| Profit/ (Loss) before Interest, depreciation and Tax | 12,34,637.23 | 3,97,665.25 |
| Less: Interest | - | - |
| Less: Depreciation & Amortization Cost | 91,702.00 | 9,182.00 |
| Profit/ (Loss) before Tax | 11,42,935.23 | 3,88,483.25 |
| Less: Tax Expense | | |
| Current Tax | 4,43,542.00 | 93,531.00 |
| Deferred Tax | 10,501.00 | - |
| Profit/ (Loss) after Tax | 6,88,892.23 | 2,94,952.25 |
| Add: Profit/ (Loss) Brought Forward | 3,17,967.18 | 23,014.93 |
| Less: Prior year Tax liability | - | - |
| Less: Prior year adjustments | - | - |
| Amount available for Appropriation/ (Loss) | 10,06,859.41 | 3,17,967.18 |

Appropriations:

The Company proposes to retain an amount of Rs. 6,88,892.23 in Profit and Loss Account. Yours directors regret for not recommending dividend on equity shares.

Material changes and commitments after the end of financial year:

There have been no material changes and commitments, if any, affecting the financial position of the Company, which have occurred between the end of the financial year and date of the report.

Issue of Shares

- The Company has not granted any Employees Stock Option.
- The Company has not issued any sweat Equity Shares.
- The Company has not issued any equity shares with differential rights.

Particulars of loans, guarantees or investment:

The Particulars of Loan given, Investment made, Guarantees given and securities provided along with the purpose for which the loan or guarantee or security is proposed to be utilised by the recipient are provided in the financial statement.

Energy Conservation, Technology Absorption, Foreign Exchange Earnings & Outgo:

Details of energy conservation is not applicable to the company, no technology has been absorbed or imported by the company and Foreign Exchange earning & outgo is NIL.

Deposits:

The Company has not accepted any public deposits and, as such, no amount on account of principal or interest on public deposits was outstanding as on the date of the balance sheet.

Directors:

As per the provisions of Section 149(1), 161 and other applicable provision under the Companies Act, 2013, the Board appointed Ms. Priti Singh as an additional, Non-Executive, woman Director of the Company on 26th March, 2015. The above appointment was based on the recommendation of the Nomination and Remuneration Committee and is subject to approval of the Shareholders of the Company at the forthcoming Annual General Meeting.

As per the provisions of Section 149(1), 161 and other applicable provision under the Companies Act, 2013, the Board appointed Mr. Rohit Garodia as an additional, Non-Executive, and Independent Director of the Company on 17th September, 2014. The above appointment is subject to approval of the Shareholders of the Company at the forthcoming Annual General Meeting.

As per the provisions of Section 149(1), 161 and other applicable provision under the Companies Act, 2013, the Board appointed Mr. Mahesh Kumar as an additional, Non-Executive, and Independent Director of the Company on 17th September, 2014. The above appointment is subject to approval of the Shareholders of the Company at the forthcoming Annual General Meeting.

As per the provisions of the Companies Act, 2013, and the Articles of Association, Mr. Sandip Kumar Agarwal is liable to

retire by rotation at the 5th Annual General Meeting. Mr. Sandip Kumar Agarwal has confirmed his eligibility and willingness to accept the office of Directorship of your Company, if appointed. In the opinion of your Directors, Mr. Sandip Kumar Agarwal has the requisite qualifications and experience which would be of value to your Company and would enable him to contribute to the Company in his capacity as the Director of the Company.

The Board recommends that the resolution relating to the re-appointment of Mr. Sandip Kumar Agarwal as Director of your Company be approved.

None of the Directors or Key Managerial Personnel has any pecuniary relationships or transactions with the Company, other than salaries, commission, sitting fees.

Declaration given by Independent Directors:

All Independent Directors have given declarations under Section 149(7) of the Companies Act, 2013, that they meet the criteria of independence as provided under Section 149(6) of the Companies Act, 2013 and Clause 42 of the ITP Listing Agreement.

Familiarisation programme for Independent Directors:

The Company's familiarisation program for Independent Directors provides training at the time of joining to enable them to understand the operations, business and other details of the Company. The Independent Directors are regularly briefed on the developments that are taking place in the Company and its operations, etc.

Number of meetings of the Board:

The Board meets at regular intervals to review the Company's businesses and discuss its strategy and plans. A tentative annual calendar of the meetings is circulated to the Directors in advance to enable them to plan their schedule and to ensure effective participation.

During the year, fifteen board meetings were convened and held. The maximum interval between the meetings did not exceed the period prescribed under the Companies Act, 2013 and the Listing Agreement.

Committees of the Board:

During the year, in accordance with the Companies Act, 2013 and Clause 42 of the ITP Listing Agreement, the Board has constituted its Committees.

Currently, the Board has the following Committees:

- Audit Committee
- Nomination and Remuneration Committee
- Stakeholders Relationship Committee

Details of the Committees along with their constitution and other details are provided in the "Report on Corporate Governance".

Directors' Responsibility Statement:

To the best of their knowledge and belief and according to the information and explanations obtained, your Directors make the following statements in terms of Section 134(3)(C) of the Companies Act, 2013:

(i) That in the preparation of annual financial statements for the year ended 31st March, 2015, the applicable accounting standards have been followed along with proper explanations relating to material departures, if any;

(ii) That such accounting policies have been selected and applied consistently and judgements and estimates that are reasonable and prudent have been made so as to give a true and fair view of the state of affairs of the Company as of 31st March, 2015 and of the profit of the Company for that year;

(iii) That proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

(iv) That the annual financial statements have been prepared on a 'going concern' basis.

(v) That proper internal financial controls are in place and that the financial controls are adequate and are operating effectively.

(vi) That systems to ensure compliance with the provisions of all applicable laws are in place and that such systems are adequate and are operating effectively.

Annual Evaluation of Performance by the Board:

Pursuant to the provisions of the Companies Act, 2013 and Listing Agreement, the Board has carried out an evaluation of its own performance, the directors individually as well as the evaluation of the working of its Audit Committee and Nomination and Remuneration Committee. The manner in which the evaluation has been carried out is mentioned in the Corporate Governance Report.

Related Party Transaction:

All Related Party Transactions that were entered into during the financial year were on 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, Key Managerial Personnel or other designated persons which may have potential conflict with interest of the Company at large.

Prevention of Insider Trading:

The Company has adopted a Code of Conduct for Prevention of Insider Trading with a view to regulate trading in securities by the Directors and designated employees of the Company. The Code requires preclearance for dealing in the Company's shares and prohibits the purchase or sale of Company shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed. The Policy is hosted on Companies Website www.adhirajdistributors.com.

Code of Conduct

The Company has a Code of Conduct which is applicable to directors and management personnel of the Company. The Company believes in conducting business in accordance with the highest standards of business ethics and complying with applicable laws, rules and regulations.

The Code lays down the standard procedure of business conduct which is expected to be followed by the directors and management personnel in their business dealings and in particular on matters relating integrity in the work place, in business practices and complying with applicable laws etc. The Policy is hosted on Companies Website www.adhirajdistributors.com. A declaration regarding Code of Conduct is signed by the Managing Director of the Company and enclosed in Corporate Governance Report.

Internal Financial Control

The Company has in place adequate internal financial controls with reference to financial statements. During the year, such controls were tested and no reportable material weaknesses in the design or operation were observed.

Management Discussion & Analysis Report and Report on Corporate Governance:

(a) As per Clause 42 of the ITP Listing Agreement with the Bombay Stock Exchange Limited, the Corporate Governance Report and the Management Discussion and Analysis Report are annexed and form part of the Directors' Report ([Annexures '1'](#) & [Annexure '3'](#) respectively).

Certificate dated 30th May, 2015 from our Auditors M/s. A Agarwal & Associates (FRN 326873E), regarding the compliance of conditions of Corporate Governance as stipulated in Clause 42 of the Listing Agreement with the Stock Exchange is annexed to this Report ([Annexure '2'](#)).

Director's Appointment and Remuneration Policy:

The Board has, on recommendation of the Nomination and Remuneration Committee formulated a policy for selection and appointment of Directors, senior Managements and their

remuneration. The details of the said policy is enclosed as per ["Annexure 4"](#).

Extract of Annual Return:

In accordance with Section 134(3)(a) of the Companies Act, 2013, an extract of the Annual Return in form MGT-9 is annexed herewith as ["Annexure 5"](#)

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 percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary during the financial year 2014-15, ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2014-15 and the comparison of remuneration of each Key Managerial Personnel (KMP) against the performance of the Company are as under:

| Sl. No. | Name of the Director / KMP & Designation | Remuneration of Director / KMP for the FY 2014-15 (Rs.) | % increase in Remuneration in the FY 2014-15 | Ratio of Remuneration of each Director / to median remuneration of employees | Comparison of the Remuneration of the KMP against the performance of the company |
|---------|---|---|--|--|--|
| 1 | Srikrishan Churiwala (M.D.) ¹ | 1,20,000.00 | NIL | 1.00 | PBT increase by 194.20% & PAT increase by 133.56% |
| 2 | Rachana Kumari (Company Secretary) ² | 45,000.00 | NIL | 0.38 | |
| 3 | Swati Sharma (Company Secretary) ³ | 1,28,000.00 | NIL | 1.07 | |
| 4 | Sitesh Kanodia (CFO) ⁴ | 70,000.00 | NIL | 0.58 | |

1 Period of Service – 27.09.2014 to 31.03.2015

2 Period of Service – 01.01.2015 to 31.03.2015

3 Period of Service – 16.06.2014 to 15.02.2015

4 Period of Service – 01.09.2014 to 31.03.2015

- ii. The median remuneration of employees of the Company during the financial year was Rs. 1.20 lakhs.
- iii. There were 7 permanent employees on the rolls of Company as on March 31, 2015

- iv. There is no change in remuneration of Managing Director and performance of the Company increases by 194.20 % to Rs. 11.43 Lacs in 2014-15 (3.88 Lacs in 2013-14).
- v. The key parameters for the variable component of remuneration availed by the directors are considered by the Board of Directors based on the recommendations of the Nomination and Remuneration Committee as per the Remuneration Policy for Directors, Key Managerial Personnel and other Employees.
- vi. The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year – Not Applicable.
- vii. It is hereby affirmed that the remuneration paid is as per the Remuneration Policy for Directors, Key Managerial Personnel and other Employees.

Corporate Social Responsibility:

Pursuant to clause (o) of sub-section (3) of section 134 of the Act and Rule 9 of the Companies (Corporate Social Responsibility) Rules, 2014]:

The Company has not developed and implemented any Corporate Social Responsibility initiatives as the said provisions are not applicable.

Statutory Auditors:

M/s. A Agarwal & Associates (Firm Registration No. 326873E), Chartered Accountants, Auditors of the Company, retire at the conclusion of 5th Annual General Meeting of the Company and have expressed their willingness to continue as Auditors of the Company. M/s. A Agarwal & Associates (Firm Registration No. 326873E), have conveyed that, if appointed, they would be eligible to act as Auditor of the Company. They have confirmed their eligibility under Section 141 of the Companies Act, 2013 and Rules framed thereunder, for re-appointment as Statutory Auditors of the Company.

Your Directors, on recommendation of the Audit Committee, seek approval of the Shareholders, for re-appointment of M/s. A Agarwal & Associates (Firm Registration No. 326873E), as the Statutory Auditors of the Company, from the conclusion of the forthcoming Annual General Meeting till the conclusion of the next Annual General Meeting of the Company.

The Notes on financial statement referred to in the Auditors' Report are self-explanatory and do not call for any further comments. The Auditors' Report does not contain any qualification, reservation or adverse remark.

Secretarial Auditors:

In accordance with Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed Ms. Rupa Gupta, Company Secretaries, (ACS No. 29332 and CP No. 11691) to undertake the Secretarial Audit of the Company. The Secretarial Audit Report for the financial year 2014-15 is set out in the "[Annexure 6](#)" to this Report.

Risk Management Policy

Pursuant to section 134(3) (n) of the Companies Act, 2013, the Board of directors of the Company has adopted a Risk management Policy of the Company. The Company manages, monitors and reports on the principal risks and uncertainties that can impact its ability to achieve its strategic objectives.

Acknowledgements:

Your Directors wish to place on record their sincere appreciation for the continuous support and co-operation received from customers, dealers, suppliers, financial institutions and others in successfully conducting the Company's business operations. Your Directors also wish to place on record their deep sense of appreciation for the commitment and dedicated service of the Company's employees. Your Directors also acknowledge with gratitude the encouragement and support extended by our valued shareholders.

On behalf of the Board of Directors,

Sd/-
Mr. Srikrishan Churiwala

Sd/-
Mr. Sandip Kumar Agarwal

Report on Corporate Governance (Annexure 1)

(As required under Clause 42 of the ITP Listing Agreement entered into with the Bombay Stock Exchange Limited).

1 Company's Philosophy on Corporate Governance

Your Company continues to maintain its industry leadership, by pursuing excellence in everything it does including standards of business conduct. The Company's philosophy on Corporate Governance emanates from principles of ethical governance and is aimed at conduction of business in an efficient and transparent manner and in meeting its obligations to shareholders and other stakeholders. This objective is achieved by adopting corporate practices based on principles of transparency, accountability, fairness and integrity to create long term sustainable value for all its stakeholders.

In doing so, Your Company strives to adhere the following Values viz: Customer Satisfaction, Profitability, Responsibility, Integrity, Excellence, and Sincerity.

2 Board of Directors

The present strength of the Board is Five Directors. The Board comprises of one Executive Director and Four Non-Executive Directors. Out of the Four Non-Executive Directors, two are Independent Directors. The Chairman of the Board of Directors is a Non-Executive Director.

In the year 2015, the Company has appointed Three additional, Non-Executive, Directors (Two Independent Directors on 17/09/2014 and One Woman Director on 26/03/2015).

During the year 2014-2015, Fifteen Board meetings were held. The dates on which the said meetings were held were as follows: 6th May 2014, 16th June 2014, 30th June 2014, 15th July 2014, 4th August 2014, 20th August 2014, 23rd August 2014, 1st September 2014, 17th September 2014, 25th September 2014, 27th September 2014, 29th September 2014, 21st November 2014, 16th February 2015 and 26th March 2015.

Details of attendance of each Director at the Board Meetings, the last AGM, and Directorships held by them in other Indian Companies and committee memberships are as follows:

| Name of the Director | Category of Directorship | No. of Board Meetings Held (During their tenure of Directorship) | No. of Board Meetings Attended | Attendance at the last AGM held on 29 th September 2014 | No. of Directorships held as on 31st March, 2015 (including ADL) | No. of other Board Committees of which he / she is a Member / Chairperson |
|--------------------------|--|--|--------------------------------|--|--|---|
| Mr. Srikrishan Churiwala | Managing Director | 15 | 15 | Yes | 4 | NIL |
| Mr. Sandip Kumar Agarwal | Non-Executive Non-Independent Director | 15 | 15 | Yes | 4 | 3 |
| Mr. Mahesh Kumar | Independent Director | 6 | 6 | Yes | 1 | 3 |
| Mr. Rohit Garodia | Independent Director | 6 | 6 | Yes | 1 | 3 |
| Ms. Priti Singh | Non-Executive Woman Director | - | - | No | 3 | NIL |

None of the Directors of the Company were members of more than 10 Committees nor acted as the Chairman of more than five Committees across all companies in India, in which he/she is a Director.

Training to Board Members:

The Board is equipped to perform its role through inputs from various sources from time to time. Directors are fully briefed on all matters concerning the business and operation of the Company, risk assessment and minimization procedures and new initiatives proposed by the Company. The Board members regularly interact with the management in order to obtain any information that they may require.

Evaluation of Board's performance

During the year, the Board adopted a formal mechanism for evaluating its performance and as well as that of its Committees and individual Directors, including the Chairman of the Board. The exercise was carried out through a

structured evaluation process covering various aspects of the Boards functioning such as composition of the Board & committees, experience & competencies, performance of specific duties & obligations, attendance of the meetings, governance issues etc. Separate exercise was carried out to evaluate the performance of individual Directors including the Board Chairman who were evaluated on parameters such as attendance, contribution at the meetings and independent judgment.

The evaluation of the Independent Directors was carried out by the entire Board and that of the Chairman and the Non-Independent Directors were carried out by the Independent Directors.

The Directors were satisfied with the evaluation results, which reflected the overall engagement of the Board and its Committees with the Company.

Board Meeting of Independent Director:

Meeting of the Independent Directors was held during the year on 31.03.2015. All the independent Directors have attended the meeting.

| Name of the Independent Director | No. of Meetings Held | No. of Meetings Attended |
|---|-----------------------------|---------------------------------|
| Mr. Rohit Garodia | 1 | 1 |
| Mr. Mahesh Kumar | 1 | 1 |

Mr. Rohit Garodia was the chairman of the meeting.

Declaration by Independent Director:

Mr. Rohit Garodia (DIN : 06976161) and Mr. Mahesh Kumar (DIN: 06975163), Independent directors of the Company have given declarations that they meet the criteria of independence as laid down under section 149(6) of the Companies Act, 2013.

Declaration by Managing Director:

I hereby confirm that:

The Company has obtained from all the members of the Board and Senior Management, affirmation that they have complied with the code of business conduct and ethics for directors and senior management in respect of the Financial Year 2014-15.

Sd/-
Managing Director
Srikrishan Churiwala

3. Audit Committee

The Audit Committee of Directors was constituted on 25th day of September, 2014, in terms of the provisions of Clause 42 of the ITP Listing Agreement and as per Sec. 177 of the Companies Act 2013.

The present composition of the Audit Committee is as follows:

- Mr. Mahesh Kumar – Independent Director- Chairman
- Mr. Rohit Garodia - Independent Director
- Mr. Sandip Kumar Agarwal – Non-Executive Non-Independent Director

The Audit Committee provides an overview on the reporting process of the Company's financial and accounting mechanism and ensures that disclosures in its financial statements are correct, sufficient and credible.

The Committee also reviews the efficacy of the internal control mechanism and monitors the risk management policies adopted by the company. The committee also reviews the report furnished by the statutory auditors and

ensures that suitable follow up actions were taken. The Committee also examines accounting, taxation and disclosure aspects of all significant transactions.

Four Audit committee meeting was held during the year on 30/10/2014, on 19/12/2014, on 21/01/2015 and on 18/03/2015.

Audit Committee Meetings

| Name of the Audit Committee Members | Meetings Held | Meetings Attended |
|-------------------------------------|---------------|-------------------|
| Mr. Mahesh Kumar | 4 | 4 |
| Mr. Rohit Garodia | 4 | 4 |
| Mr. Sandip Kumar Agarwal | 4 | 4 |

The terms of reference of the Audit Committee are in consonance with the Clause 42 of ITP Listing Agreement as well as Section 177 of the Companies Act, 2013 and are as under:

1. To investigate any activity within its terms of reference.
2. To seek information from any employee.
3. To obtain outside legal or other professional advice.
4. To secure attendance of outsiders with relevant expertise, if it considers necessary.
5. Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
6. 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.
7. Approval of payment to statutory auditors for any other services rendered by the statutory auditors.
8. Reviewing, with the management, the annual financial statements before submission to the board for approval, with particular reference to:
 - a. 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 (3) of section 134 of the Companies Act, 2013.
 - b. Changes, if any, in accounting policies and practices and reasons for the same
 - c. Major accounting entries involving estimates based on the exercise of judgment by management
 - d. Significant adjustments made in the financial statements arising out of audit findings
 - e. Compliance with listing and other legal requirements relating to financial statements
 - f. Disclosure of any related party transactions
 - g. Qualifications in the draft audit report.
9. Reviewing, with the management, the quarterly financial statements before submission to the board for approval
10. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter.
11. Reviewing, with the management, performance of statutory and internal auditors, and adequacy of the internal control systems.
12. 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.
13. Discussion with internal auditors any significant findings and follow up there on.
14. 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.
15. Discussion with 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.
16. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non payment of declared dividends) and creditors.
 17. To review the functioning of the Whistle Blower mechanism, in case the same is existing.
 18. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience & background, etc. of the candidate.
 19. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.
 20. Mandatorily reviews the following information:
 - a. Management discussion and analysis of financial condition and results of operations;
 - b. Statement of significant related party transactions (as defined by the audit committee), submitted by management;
 - c. Management letters / letters of internal control weaknesses issued by the statutory auditors;
 - d. Internal audit reports relating to internal control weaknesses; and
 - e. The appointment, removal and terms of remuneration of the Chief internal auditor shall be subject to review by the Audit Committee
 21. Reviewing the Financial Statements of its subsidiary company, if any.
 22. Reviewing the composition of the Board of Directors of its Subsidiary Company, if any.
 23. Reviewing the Vigil mechanism (whistle blowing) policy.
 24. Reviewing the use/application of funds raised through an issue (public issues, right issues, preferential issues etc) on a quarterly basis as a part of the quarterly declaration of financial results. Further, review on annual basis statements prepared by the Company for funds utilized for purposes other than those stated in the offer document.

1. NOMINATION & REMUNERATION COMMITTEE

The Board of Directors of the company at their meeting held on 25th day of September, 2014 constituted a Nomination & Remuneration Committee of Directors mainly for the purposes of recommending the Company's policy on remuneration package for the Managing/Executive Directors, reviewing the structure, design and implementation of remuneration policy in respect of key management personnel. The Remuneration policy of the Company is performance driven and is designed to motivate employees for achievement and to promote excellence in performance. The present the composition of the Remuneration Committee is as follows :-

- Mr. Mahesh Kumar – Independent Director- Chairman
- Mr. Rohit Garodia - Independent Director
- Mr. Sandip Kumar Agarwal – Non-Executive Non-Independent Director
- The Secretary of the company will act as the Secretary of the committee as well.

The terms of reference of the remuneration committee are as follows:

- The remuneration committee recommends to the board the compensation terms of the executive directors.
- The committee to carry out evolution of every director's performance and recommend to the board his/her appointment and removal based on the performance.
- The committee to identify persons who may be appointed in senior management in accordance with the criteria laid down.
- Framing and implementing on behalf of the Board and on behalf of the shareholders, a credible and transparent policy on remuneration of executive directors including ESOP, Pension Rights and any compensation payment.
- Considering approving and recommending to the Board the changes in designation and increase in salary of the executive directors.
- Ensuring the remuneration policy is good enough to attract, retain and motivate directors.
- Bringing about objectivity in deeming the remuneration package while striking a balance between the interest of the Company and the shareholders.

Remuneration paid to Directors – Executive Directors

Mr. Srikrishan Churiwala – Rs. 1,20,000 (@ Rs. 20000/- per month for 6 Months)

2. STAKEHOLDER'S RELATIONSHIP COMMITTEE

The Committee is primarily responsible to review all matters connected with the Company's transfer of securities and redressal of shareholders' / investors' / security holders' complaints. The Committee also monitors the implementation and compliance with the Company's Code of Conduct for prohibition of Insider Trading. The Stakeholders Relationship Committee's composition and the terms of reference meet with the requirements of Clause 42 of the ITP Listing Agreement and provisions of the Companies Act, 2013.

Role of Stakeholders Relationship committee

The Stakeholders Relationship Committee of our Board look into:

- The redressal of investors complaints viz. non-receipt of annual report, dividend payments etc.
- Matters related to share transfer, issue of duplicate share certificate, dematerializations.
- Also delegates powers to the executives of our Company to process transfers etc.

Composition of the Stakeholders Relationship Committee:

- Mr. Mahesh Kumar – Independent Director- Chairman
- Mr. Rohit Garodia - Independent Director
- Mr. Sandip Kumar Agarwal – Non-Executive Non-Independent Director

Ms. Rachana Kumari, Company Secretary of the Company is designated as the Compliance Officer.

The Committee oversees the performance of M/s Niche Technologies Private Limited, Registrar and Share Transfer Agent of the Company and recommends measures to improve the level of Investor related services. Though the powers to approve share transfer/share transmission are delegated to the Registrars and Share Transfer Agents, all the share transfer/share transmission cases approved by the Registrars are reported to the Committee. The committee also keeps a close watch on disposal status of all complaints/ grievances of shareholders.

Details of Shareholders Complaints:

The details of complaints received /solved/pending during the year are as under:

| | |
|---|-----|
| No. of Shareholders' Complaints received during the year | NIL |
| No. of Complaints not solved to the satisfaction of shareholder | NIL |
| No. of pending complaints | NIL |

3. General Body meetings

The last three Annual General Meeting of the Company were held within the statutory time period and the details of the same are as under:

| Nature of the General Meetings | Date | Venue | If Sp. Res Passed |
|--------------------------------|------------|---|-------------------|
| Annual General Meeting | 23.09.2012 | 26, W C BANERJEE STREET KOLKATA PIN 700006 | NO |
| Annual General Meeting | 27.09.2013 | 26, W C BANERJEE STREET KOLKATA PIN 700006 | NO |
| Annual General Meeting | 29.09.2014 | Central Plaza, 41 B. B. Ganguly Street, 2nd Floor, Room No. 13B, Kolkata, PIN 700012 | NO |

The Company has not put any resolution for postal ballot in previous Annual General Meeting. In ensuing Annual General Meeting there is no business requiring postal ballot.

4. DISCLOSURES

RELATED PARTY TRANSACTION

The Company has no material significant transactions with its related parties which may have a potential conflict with the interest of the Company at large.

STATUTORY COMPLIANCE, PENALTIES AND STRICTURES:

Details of non-compliance by the Company, penalties and strictures imposed on the Company by Stock Exchanges, SEBI or any statutory authority, on any matter related to capital markets, during the last three years – Nil

No person has been denied access to the Chairman of the Audit Committee.

The Company has complied with all the mandatory conditions of Corporate Governance as stipulated in the Listing Agreement. The Non-Mandatory requirements have not been adopted by the company.

5. MEANS OF COMMUNICATION

| |
|---|
| Half Yearly Report Whether Half-yearly report sent to each household of Shareholders – No. The results of the Company are displayed / posted on the company's website. |
| Website : www.adhirajdistributors.com |
| Whether it also displays the official news releases; and the presentations made to Institutional Investors and Analysts: No |

6. GENERAL SHAREHOLDER INFORMATION

| | | |
|---|---|--|
| AGM | : | 5 th Annual General Meeting |
| Date | : | 21 st September 2015 |
| Time | : | 11 A.M. |
| Venue | : | Central Plaza, 41 B B Ganguly Street, Room No. 13B, 2nd Floor, Kolkata 700 012 |
| Financial Year | : | 1 st April 2014 to 31 st March 2015 |
| Date of Book Closure | : | September 15, 2015 to September 21, 2015 (both days inclusive) |
| Dividend Payment Date | : | Not Applicable |
| Listing on Stock Exchange | : | Bombay Stock Exchange Limited |
| Stock Code | : | 780018 |
| ISIN No for NSDL & CDSL | : | INE067R01015 |
| Market Price Data: High, Low during each month in the last financial year | : | As per " Annexure 1.1 " |

| | |
|--|---|
| Performance in comparison to BSE Sensex, (broad based index) : | As per “Annexure 1.1” |
| Registrars and Transfer Agents : | Niche Technologies Pvt. Ltd. D-511, Bagree Market, 5th Floor 71 B R B Basu Road Kolkata 700 001 Ph: 033 2235 7270 / 7271 / 5236 |
| Share Transfer System : | All transfers are processed by R & T Agents: Niche Technologies Pvt. Ltd. |
| Distribution of Shareholding and Shareholding Pattern as on 31st March, 2015. : | As per “Annexure 1.2” |
| Dematerialisation of Shares and liquidity : | 100.00 % of the Paid-up capital has been dematerialised as on 31st March, 2015. |
| Outstanding GDRs / ADRs / Warrants or any Convertible instruments, conversion date and likely impact on equity : | None |
| Plant Locations : | N.A. |
| Address for Correspondence : | Central Plaza, 41 B B Ganguly Street, Room No. 13B, 2nd Floor, Kolkata 700 012 |

“Annexure 1.1”

Market Price Data – ADL & Sensex : High-Low

| Period | High (Rs.) | Low (Rs.) | Sensex High (Rs.) | Sensex Low (Rs.) |
|----------------|------------|-----------|-------------------|------------------|
| April 2014 | NIL | NIL | 22939.31 | 22197.51 |
| May 2014 | NIL | NIL | 25375.63 | 22277.04 |
| June 2014 | NIL | NIL | 25725.12 | 24270.20 |
| July 2014 | NIL | NIL | 26300.17 | 24892.00 |
| August 2014 | NIL | NIL | 26674.38 | 25232.82 |
| September 2014 | NIL | NIL | 27354.99 | 26220.49 |
| October 2014 | NIL | NIL | 27894.32 | 25910.77 |
| November 2014 | NIL | NIL | 28822.37 | 27739.56 |
| December 2014 | NIL | NIL | 28809.64 | 26469.42 |
| January 2015 | NIL | NIL | 29844.16 | 26776.12 |
| February 2015 | 201 | 162 | 29560.32 | 28044.49 |
| March 2015 | 204 | 181 | 30024.74 | 27248.45 |

“Annexure 1.2”

The Distribution of Shareholding as on 31.03.2015

| No. of Equity Shares held | No. of Holders | % of Total Holders | No. of Shares | % of Total Shares |
|--|----------------|--------------------|-----------------|-------------------|
| 1-500 | NIL | NIL | NIL | NIL |
| 501-1000 | NIL | NIL | NIL | NIL |
| 1001-2000 | NIL | NIL | NIL | NIL |
| 2001-3000 | NIL | NIL | NIL | NIL |
| 3001-4000 | NIL | NIL | NIL | NIL |
| 4001-5000 | 193 | 28.01 | 965000 | 6.15 |
| 5001-10000 | 277 | 40.20 | 2521900 | 16.08 |
| 10001 and above | 219 | 31.79 | 12198100 | 77.77 |
| Grand Total | 689 | 100.00 | 15685000 | 100.00 |
| No. of Shareholders in Physical Mode | NIL | NIL | NIL | NIL |
| No. of Shareholders in Electronic Mode | 689 | 100.00 | 15685000 | 100.00 |

ANNEXURE '2' TO THE DIRECTORS' REPORT, FOR THE YEAR ENDED 31ST MARCH, 2015.

AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE TO THE MEMBERS OF ADHIRAJ DISTRIBUTORS LIMITED

We have examined the compliance of conditions of Corporate Governance by Adhiraj Distributors Limited (the Company) for the year ended on March 31, 2015 as stipulated in Clause 42 of the ITP Listing Agreement of the Company with the Bombay Stock Exchange Limited.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to a review of the procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement. We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or

effectiveness with which the management has conducted the affairs of the Company.

For A Agarwal & Associates
Chartered Accountants
(FRN 326873E)

Sd/-

Amit Agarwal
Partner
(M. No. 064726)

Date: 30/05/2015
Place: Kolkata

**ANNEXURE '3' TO THE DIRECTORS' REPORT FOR THE
YEAR ENDED 31ST MARCH, 2015:**

**Management Discussion and Analysis Report
(Pursuant to Clause 42 of the ITP Listing Agreement
with the Stock Exchange)**

1. Industry Structure and developments:

Indian Textile Industry has an overwhelming presence in the economic life of the country. Apart from providing one of the basic necessities of life, the textile industry also plays a pivotal role through its contribution to industrial output, employment generation and the export earnings of the country. It contributes about 14% to the industrial production, 4% to the GDP and 11% to the country's export earnings. The textile sector is the second largest provider of employment after agriculture.

The Indian textiles industry is extremely varied, with the hand-spun and hand woven sector at one end of the spectrum, and the capital intensive, sophisticated mill sector at the other. The decentralized power looms/ hosiery and knitting sectors form the largest section of the Textiles (Source: Annual Report 2012 – 2013, Ministry of Textiles, GOI)

The current textile industry structure in India is with maximum players in the Fibres and Yarns and very few players in the Garmenting and retailing sector. But now Indian players have realized the need to be a vertically integrated player and more and more companies are moving up the value chain both organically as well as through consolidations.

The major sub-sectors that comprise the textiles sector include the organized Cotton / Man-Made Fibre Textiles Mill Industry, the Man-made Fibre / Filament Yarn Industry, the Wool and Woollen Textiles Industry, the Sericulture and Silk Textiles Industry, Handlooms, Handicrafts, the Jute and Jute Textiles Industry, and Textiles Exports.

2. Opportunities , Threats, Risk & Concerns

We believe our comprehensive range of products in the textile industry enables ourselves to capitalize on such growth opportunities in the textile industry.

We operate in an industry, which faces intense competition from established as well as unorganized players. Our competition depends on several factors, which include quality, price and most importantly our pace in keeping up

with the changing trends in fashion industry. Competition emerges from both organized as well as unorganized sector.

Appropriate changes are done to face these challenges. Company is trying to grab all the opportunities on its way which would enhance the company's performance overall.

3. Outlook

The focus for the forthcoming financial year for the Company will be continued delivery in progressing mode and grabbing the opportunities and trying to overcome challenges.

4. Internal Control System

Internal Control and Audit is an important procedure and the Audit Committee of your Company reviews all the control measures on a periodic basis and recommends improvements, wherever appropriate. The internal control is designed to ensure that the financial and other records are reliable for preparing financial statements and other data and for maintaining accountability of assets.

5. Human Resources

Human resources play a key role in helping the Company deal with the fast-changing competitive environment. So, the company endeavours to provide individual development and growth to the employees that motivate them to give high performance helping the Company to achieve its goals.

6. Cautionary Statement :

Statements made in the Management Discussion and analysis describing the Company's objectives, projections, estimates, predictions and expectations may be "forward looking statements" within the meaning of applicable securities law and regulations. Actual results might differ materially from those either expressed or implied.

Statements in the Management Discussion and Analysis Report describing the Company's objectives, projections, estimates, expectations or predictions may be 'forward looking statements' within the meaning of the applicable laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could influence the Company's operations include economic and political conditions in which the Company operates interest rate fluctuations, changes in Government / RBI regulations, Tax laws, other statutes and incidental factors.

Annexure '4' TO THE DIRECTORS' REPORT

Policy for appointment of Director, Key Managerial Personnel (KMP) and Senior Management

Appointment Criteria, Qualification Evaluation and Removal:

The Director, KMP and Senior Management shall possess adequate qualification, experience and expertise with following attributes/skills:

- (a) Cultural fit and personal values
- (b) Vision and strategic management
- (c) Change management and the ability to influence change.

An Independent Director shall have impeccable reputation of integrity, deep expertise and insights and complementary skills and shall meet the requirements prescribed under Companies Act and the Listing Agreement.

The Nomination and Remuneration Committee shall carry out evaluation of performance of every Director, KMP and Senior Management Personnel on yearly basis based on their effectiveness and fulfillment of their responsibilities.

Due to reasons for any disqualification mentioned in the Act or under any other applicable Act, rules and regulations thereunder, the Committee may recommend to the Board with reasons recorded in writing, the removal of a Director, KMP or Senior Management Personnel subject to the provisions and compliance of the said Act, rules and regulations.

Remuneration Policy for Directors, Key Managerial Personnel and other employees

A. Independent Director–

Independent Directors shall be paid sitting fees of Rs. 2,000/- for every meeting of the Board or committee thereof attended by them as member.

B. MANAGING DIRECTOR & KEY MANAGERIAL PERSONNEL & OTHER EMPLOYEES

The Remuneration Policy of the Company recognizes and is based on position and performance. It is aimed at attracting and retaining high calibre talent. The quantum of a employee's remuneration and its components varies across grades and are is determined by industry practices and comparisons, qualifications, experience, responsibilities and performance. The remuneration system maintains a balance between fixed and variable pay reflecting short and long term performance objectives appropriate to the working of the Company and its goals.

The above criteria and policy are subject to review by the Nomination & Remuneration committee and the Board of Directors of the Company.

ANNEXURE '5' TO THE DIRECTORS' REPORT**Extract of Annual Return**

As on the financial year ended 31.03.2015

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

Form MGT-9

| | | | | | | |
|-------------------------------------|--|--|--|---------------------------------------|-------------------------|---------------------------|
| I. | Registration and other details: | | | | | |
| | CIN | | U52190WB2011PLC158320 | | | |
| | Registration Date | | 01/02/2011 | | | |
| | Name of the Company | | Adhiraj Distributors Limited | | | |
| | Category/Sub-Category of the Company | | Company having Share Capital | | | |
| | Address of the Registered Office and Contact Details | | Central Plaza, 41 B. B. Ganguly Street,, 2nd Floor, Room No. 13B Kolkata West Bengal 700 012 | | | |
| | Whether Listed Company | | Yes | | | |
| | Name, Address and Contact Details of Registrar and Transfer Agent, if any | | Niche Technologies Pvt. Ltd. D-511, Bagree Market, 5 th Floor 71 B R B Basu Road Kolkata 700 001 | | | |
| II. | Principal Business Activities of the Company: | | | | | |
| | All the Business Activities contributing 10% or more of the total turnover of the Company shall be stated: | | | | | |
| | Name and Description of main Products/Services | NIC Code of the Product/ Services | % to total turnover of the Company | | | |
| Wholesale of Textile, Fabrics, etc. | | 464115 | 100% | | | |
| III. | Particulars of Holding, Subsidiary and Associate Companies: | | | | | |
| | Sr. No. | Name and Address of the Company | CIN/GLN No. | Holding/ Subsidiary/ Associate | % of Shares Held | Applicable Section |
| | 1. | NIL | N.A. | N.A. | N.A. | N.A. |

IV Share Holding Pattern (Equity Share Capital Breakup as percentage of Total Equity)
i) Category-wise Share Holding

| Category of Shareholders | No. of Shares held at the beginning of the year | | | | No. of Shares held at the end of the year | | | | % Change during the year |
|--|---|--------------------|--------------------|-------------------|---|----------|--------------------|-------------------|--------------------------|
| | Demat | Physical | Total | % of Total Shares | Demat | Physical | Total | % of Total Shares | |
| A. Promoters | | | | | | | | | |
| (1) Indian | | | | | | | | | |
| a) Individual / HUF | - | - | - | - | - | - | - | - | - |
| b) Central Govt. | - | - | - | - | - | - | - | - | - |
| c) State Govt.(s) | - | - | - | - | - | - | - | - | - |
| d) Bodies Corporate | - | 32,00,000 | 32,00,000 | 21.07% | 32,00,000 | - | 32,00,000 | 20.40% | -0.67% |
| e) Banks / FI | - | - | - | - | - | - | - | - | - |
| F) Any Other | - | - | - | - | - | - | - | - | - |
| Sub-Total (A)(1): | - | 32,00,000 | 32,00,000 | 21.07% | 32,00,000 | - | 32,00,000 | 20.40% | -0.67% |
| (2) Foreign | | | | | | | | | |
| a) NRIs Individuals | - | - | - | - | - | - | - | - | - |
| b) Other Individuals | - | - | - | - | - | - | - | - | - |
| c) Bodies Corporate | - | - | - | - | - | - | - | - | - |
| d) Banks / FI | - | - | - | - | - | - | - | - | - |
| e) Any Other | - | - | - | - | - | - | - | - | - |
| Sub-Total (A)(2): | - | - | - | - | - | - | - | - | - |
| Total Shareholding of Promoters (A) = (A)(1)+(A)(2) | - | 32,00,000 | 32,00,000 | 21.07% | 32,00,000 | - | 32,00,000 | 20.40% | -0.67% |
| B. Public Shareholding | | | | | | | | | |
| 1 Institutions | | | | | | | | | |
| a) Mutual Funds | - | - | - | - | - | - | - | - | - |
| b) Banks/FI | - | - | - | - | - | - | - | - | - |
| c) Central Govt(s) | - | - | - | - | - | - | - | - | - |
| d) State Govt(s) | - | - | - | - | - | - | - | - | - |
| e) Venture Capital Funds | - | - | - | - | 5,00,000 | - | 5,00,000 | 3.19% | 3.19% |
| f) Insurance Companies | - | - | - | - | - | - | - | - | - |
| g) FIIs | - | - | - | - | - | - | - | - | - |
| h) Foreign VCF | - | - | - | - | - | - | - | - | - |
| i) Others - (Clearing Member) | - | - | - | - | 10,055 | - | 10,055 | 0.06% | 0.06% |
| Sub-total (B)(1): | - | - | - | - | 5,10,055 | - | 5,10,055 | 3.25% | 3.25% |
| 2. Non-Institutions | | | | | | | | | |
| a) Bodies Corp. | | | | | | | | | |
| (i) Indian | - | 1,19,85,000 | 1,19,85,000 | 78.93% | 16,35,600 | - | 16,35,600 | 10.43% | -68.50% |
| (ii) Overseas | - | - | - | - | - | - | - | - | - |
| b) Individuals | | | | | | | | | |
| (i) Individuals Shareholders holding nominal share capital upto Rs. 1 lakh | - | - | - | - | 34,56,900 | - | 34,56,900 | 22.04% | 22.04% |
| (ii) Individual shareholders holding nominal share capital in excess of Rs. 1 lakh | - | - | - | - | 68,82,445 | - | 68,82,445 | 43.88% | 43.88% |
| c) Others | - | - | - | - | - | - | - | - | - |
| Sub-total (B)(2): | - | 1,19,85,000 | 1,19,85,000 | 78.93% | 1,19,74,945 | - | 1,19,74,945 | 76.35% | -2.58% |
| Total Public Shareholding (B) = (B)(1) + (B)(2) | - | 1,19,85,000 | 1,19,85,000 | 78.93% | 1,24,85,000 | - | 1,24,85,000 | 79.60% | 0.67% |
| C. Shares Held by Custodian for GDRs & ADRs | - | - | - | - | - | - | - | - | - |
| Grand Total (A+B+C) | - | 1,51,85,000 | 1,51,85,000 | 100.00% | 1,56,85,000 | - | 1,56,85,000 | 100.00% | - |

ii) Shareholding of Promoters

| Shareholder's Name | Shareholding at the beginning of the year | | | Shareholding at the end of the year | | | |
|--------------------------|---|----------------------------------|---|-------------------------------------|----------------------------------|---|--|
| | No. of Shares | % of total Shares of the Company | % of Shares Pledged/ Encumbered to total shares | No. of Shares | % of total Shares of the Company | % of Shares Pledged/ Encumbered to total shares | % of Change in share Holding during the year |
| Pranidhi Sales Pvt. Ltd. | 32,00,000 | 21.07 | NIL | 32,00,000 | 20.40 | NIL | (0.67) |
| Total | 32,00,000 | 21.07 | NIL | 32,00,000 | 20.40 | NIL | (0.67) |

iii) Change in Promoters' Shareholding (Please specify if there is no change)

The change in the % of Shareholding of Promoters during the current year is because of issue of Shares to Venture Capital Fund, which is as per the requirement of the Institutional Trading Platform of Bombay Stock Exchange Limited.

iv) Shareholding Pattern of Top Ten Shareholders (Other than Directors, Promoters and Holders of GDRs and ADRs)

| For each of Top Ten Shareholders | Shareholding at the beginning of the year | | Shareholding at the end of the year | |
|----------------------------------|---|----------------------------------|-------------------------------------|----------------------------------|
| | No. of Shares | % of total Shares of the Company | No. of Shares | % of total Shares of the Company |
| Confitech Developers Pvt. Ltd. | - | - | 1443300 | 9.20 |
| K. Loganathan | - | - | 950000 | 6.06 |
| Next Orbit Ventures Fund | - | - | 500000 | 3.19 |
| K. Loganathan | - | - | 450000 | 2.87 |
| Vijay Kumar Mittal | - | - | 100000 | 0.64 |
| Neeraj Prakash | - | - | 100000 | 0.64 |
| Anil Oberoi | - | - | 100000 | 0.64 |
| Anil Agrawal | - | - | 100000 | 0.64 |
| Shradha Dealcom Pvt. Ltd. | 3045000 | 20.05 | 87000 | 0.55 |
| Sushama Jindal | - | - | 80000 | 0.51 |

The above information is based on the weekly beneficiary position received from Depositories.

V) SHAREHOLDING OF DIRECTOR AND KEY MANAGERIAL PERSONNEL

None of the Directors/KMP hold shares in the Company.

V. INDEBTEDNESS

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

| Particulars | Secured Loans excluding deposit | Unsecured Loans | Deposits | Total Indebtedness |
|---|---------------------------------|-----------------|----------|--------------------|
| Indebtedness at the beginning of the financial year | — | — | — | — |
| (i) Principal Amount | — | — | — | — |
| (ii) Interest due but not paid | — | — | — | — |
| (iii) Interest accrued but not due | — | — | — | — |
| Total (i+ii+iii) | — | — | — | — |
| Change in Indebtedness during the financial year | — | — | — | — |
| Addition | — | — | — | — |
| Reduction | — | — | — | — |
| Net Change | — | — | — | — |
| Indebtedness at the end of the financial year | — | — | — | — |
| (i) Principal Amount | — | — | — | — |
| (ii) Interest due but not paid | — | — | — | — |
| (iii) Interest accrued but not due | — | — | — | — |
| Total (i+ii+iii) | — | — | — | — |

VI. Remuneration of Directors and Key Managerial Personnel

A. Remuneration of Managing Director, Whole-time Director and/or Manager:

| Particulars of Remuneration | Mr. Srikrishan Churiwala (MD)* |
|---|--------------------------------|
| Gross Salary | |
| (a) Salary as per provisions contained in Section 17(1) of Income Tax Act, 1961 | 1,20,000 |
| (b) Value of Perquisites under Section 17(2) Income Tax Act, 1961 | NIL |
| (c) Profits in lieu of Salary under Section 17 (3) Income Tax, 1961 | NIL |
| Stock Option | NIL |
| Sweat Equity | NIL |
| Commission | NIL |
| – as % of profit. | NIL |
| others specify | NIL |
| Total (A) | 1,20,000 |
| * Period of Service - 27.09.2014 to 31.03.2015 | |

B. Remuneration to Other Directors

| | | | |
|----|---|--------------------------|-------------------------|
| 1. | Independent Directors | | |
| | Particulars of Directors | Mr. Rohit Garodia | Mr. Mahesh Kumar |
| | Fees for attending Board/Committee Meeting | 20,000 | 20,000 |
| | Commission | — | — |
| | Others, Please Specify | — | — |
| | Total (B)(1) | 20,000 | 20,000 |
| 2. | Other Non-Executive Director | | |
| | NO remuneration is paid to Non-Executive Director Mr. Sandip Kumar Agarwal. | | |

C. Remuneration to Key Managerial Person other than MD, Manager or WTD

| Particulars of Remuneration | Key Managerial Personnel Ms. Rachana Kumari * | Key Managerial Personnel Mr. Sitesh Kanodia * |
|---|--|--|
| Gross Salary | | |
| (a) Salary as per provisions contained in Section 17(1) of Income Tax Act, 1961 | 45000 | 70,000 |
| (b) Value of Perquisites under Section 17(2) Income Tax Act, 1961 | — | — |
| (c) Profits in lieu of Salary under Section 17 (3) Income Tax, 1961 | — | — |
| Stock Option | — | — |
| Sweat Equity | — | — |
| Commission | — | — |
| – as % of profit. | — | — |
| others specify | — | — |
| Others, please specify | — | — |
| Total (A) | 45000 | 70,000 |
| <i>Period of Service</i> | <i>01.01.2015 to 31.03.2015</i> | <i>01.09.2014 to 31.03.2015</i> |

VII. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES:

There were no penalties/punishment/compounding of offences for breach of any Section of Companies Act against the Company or its Directors or other officers in default, if any, during the year.

**ANNEXURE '6' TO THE DIRECTORS' REPORT
SECRETARIAL AUDIT REPORT FOR THE
FINANCIAL YEAR ENDED 31st MARCH, 2015
[Pursuant to Section 204(1) of the Companies Act,
2013 and Rule No. 9 of the Companies
(Appointment and Remuneration Personnel) Rules,
2014]**

To
The Members,
Adhiraj Distributors Limited
Central Plaza
41 B B Ganguly Street
Room No. 13B, 2nd Floor
Kolkata 700 012

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Adhiraj Distributors Limited (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Adhiraj Distributors Limited's 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, we hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31st March, 2015 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:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by Adhiraj Distributors Limited ("the Company") for the financial year ended on 31st March, 2015 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 Byelaws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas

Direct Investment and External Commercial Borrowings;

- (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) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Listing Agreement entered into by the Company with Bombay Stock Exchange in respect of Listing of Securities;

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above. However, it is observed that the provisions of the FEMA and rules and regulations made there under to the extent of ODI and ECBs; and provisions of Regulations and Guidelines mentioned in (d),(e),(g) and (h) under item no.(v) of Para 3 above, were not applicable to the Company during the period under review.

We further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive

Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

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

Sd/-
Rupa Gupta
ACS No. 29332
CP No. 11691

Place : Kolkata
Date : May 30th, 2015

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

'Annexure A'

To,
The Members,
Adhiraj Distributors Limited
Central Plaza
41 B B Ganguly Street
Room No. 13B, 2nd Floor
Kolkata 700 012

My 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. My responsibility is to express opinion on these secretarial records based on our audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, we followed provide a reasonable basis of 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 happenings of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedures on test 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.

Sd/-
Rupa Gupta
ACS No. 29332
CP No. 11691

Place : Kolkata
Date : May 30th, 2015

CEO / CFO Certification to the Board (Annexure "7")

To
The Board of Directors
Adhiraj Distributors Limited
Central Plaza, 41 B B Ganguly Street
2nd Floor, Room No. 13B
Kolkata 700 012

Sub: CEO/CFO Certification as required by Listing Agreement

Ref: Financial Statement for the period ended 31st March, 2015

We hereby certify that:

1. We have reviewed financial statements and the cash flow statement for the year and that to the best of our knowledge and belief:
 - i. these statements do not contain any materially untrue statement or omit any material fact or contain 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.
2. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's code of conduct.
3. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
4. We have indicated to the auditors and the Audit committee:
 - i. significant changes in internal control over financial reporting during the year;
 - ii. significant changes in accounting policies during the year 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 a significant role in the Company's internal control system over financial reporting.

Sd/-
Srikrishan Churiwala
Managing Director
DIN – 02185991

Sd/-
Sitesh Kanodia
C.F.O

Date: 30th May 2015

Place: Kolkata

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF ADHIRAJ DISTRIBUTORS LTD.

REPORT ON THE STANDALONE FINANCIAL STATEMENTS

We have audited the accompanying standalone financial statement of Adhiraj Distributors Ltd. (" the Company "), which comprise the Balance Sheet as at March 31, 2015, the Profit and Loss Statement and the Cash Flow Statement for the year then ended and a summary of significant accounting policies and other explanatory information.

MANAGEMENT 'S RESPONSIBILITY FOR THE STANDALONE 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 standalone 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 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.

AUDITOR'S RESPONSIBILITY

Our responsibility is to express an opinion on these standalone 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 thereunder.

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 misstatements.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial statements that give a true and fair view order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of 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 standalone financial statements.

OPINION

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone 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, of the state of affairs of the Company as at March 31, 2015 and its profit and its cash flows for the year ended on that date.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

1. As required by the Companies (Auditor's Report) Order, 2015 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure a statement on the matters specified in the paragraph 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report that:
 - a) We have sought and 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 accounts 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, and the Profit and Loss Statement dealt with by this Report are in agreement with the books of account.
 - d) In our opinion, the aforesaid standalone financial statements 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 representation received from the directors as on March 31, 2015, taken on record by the Board of directors, none of the directors is disqualified as on March 31, 2015, from being appointed as a director in terms of section 164(2) of the Act.
 - f) 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 derivatives contracts for which there were any material foreseeable losses.
 - (iii) There were no amounts which required to be transferred to Investor Education and Protection Fund.

For A Agarwal & Associates
Chartered Accountants
FRN – 326873E

Sd/-

Amit Agarwal
Partner
M. No. 064726

Place: Kolkata

Date: 30th May 2015

Annexure referred to in our Independent Auditors' Report to the members of the Company on the standalone financial statements for the year ended 31 March, 2015

- i. In respect of its fixed assets:
 - a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
 - b) The fixed assets are physically verified by the Management at reasonable intervals during the year and no material discrepancies have been noticed on such verification.
- ii. In respect of its inventories:
 - (a) In our opinion, the frequency of physical verification of inventory is conducted at reasonable intervals by the management.
 - (b) In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventories followed by the Management were reasonable and adequate in relation to the size of the Company and the nature of its business.
 - (c) In our opinion and according to the information and explanations given to us, the Company has maintained proper records of its inventories and no material discrepancies were noticed on physical verification.
- iii. In respect of the loans, secured or unsecured, granted by the Company to companies, firms or other parties covered in the register maintained under Section 189 of the Companies Act, 2013:
 - a) The Company has not granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under Section 189 of the Companies Act, 2013.
- iv. In our opinion and according to the information and explanations given to us, the Company has an adequate internal control system commensurate with its size and the nature of its business for the purchase of inventory and fixed assets and for the sale of goods and services. During the course of our audit, we have not observed any continuing failure to correct major weaknesses in such internal control system.
- v. According to the information and explanations given to us, the Company has not accepted any deposit from the public. Therefore, the provisions of Clause (v) of paragraph 3 of the CARO 2015 are not applicable to the company.
- vi. In our opinion and according to the information and explanation given to us, the activities carried out by the Company do not require maintenance of any cost records.
- vii. In respect of statutory dues:
 - a) According to the records of the Company, applicable undisputed statutory dues including Income Tax, Service Tax, and other material statutory dues (whichever applies to the company) have been generally regularly deposited with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of the aforesaid dues were outstanding as at March 31, 2015 for a period of more than six months from the date of becoming payable.
- viii. The Company does not have accumulated losses at the end of the financial year. The Company has not incurred cash losses during the financial year covered by the audit and in immediately preceding financial year.
- ix. Based on our audit procedures and according to the information and explanations given to us, we are of the opinion that the Company has not taken any loan from financial institution and banks.
- x. The company has not given any guarantees for loans taken by others from banks and financial institutions.
- xi. The Company has not raised any loans during the year.
- xii. During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of material fraud on or by the Company, noticed or reported during the year, nor have we been informed of any such case by the Management.

For A Agarwal & Associates
FRN – 326873E
Sd/-
Amit Agarwal,
Partner
(M. No. 064726)

Date: 30th May 2015
Place: Kolkata

AUDITED BALANCE SHEET AS ON 31ST MARCH 2015

| A EQUITY AND LIABILITIES | NOTE | CURRENT YEAR (₹) 31.03.2015 | PREVIOUS YEAR (₹) 31.03.2014 |
|----------------------------------|-------------|--|---|
| 1 Shareholder's Funds | | | |
| (a) Share Capital | 2 | 15,68,50,000.00 | 15,18,50,000.00 |
| (b) Reserve & Surplus | 3 | 10,06,859.41 | 3,17,967.18 |
| | | <u>15,78,56,859.41</u> | <u>15,21,67,967.18</u> |
| 2 Non Current Liabilities | | | |
| (a) Deferred Tax Liabilities | | 10,501.00 | - |
| 3 Current Liabilities | | | |
| (a) Trade Payables | 4 | 1,78,595.00 | 76,85,006.75 |
| (b) Other Current Liabilities | 5 | 50,854.00 | 3,89,500.00 |
| (c) Short Term Provisions | 6 | - | 33,660.00 |
| TOTAL | | <u>15,80,96,809.41</u> | <u>16,02,76,133.93</u> |
| B ASSETS | | | |
| 1 Non Current Assets | | | |
| (a) Fixed Assets | | | |
| - Tangible Assets | 7A | 1,98,366.00 | 2,90,068.00 |
| - Intangible Assets | 7B | - | - |
| (b) Non Current Investment | 8 | 4,75,14,400.00 | 4,75,14,400.00 |
| (c) Other Non Current Assets | 9 | - | 3,07,934.00 |
| | | <u>4,77,12,766.00</u> | <u>4,81,12,402.00</u> |
| 2 Current Assets | | | |
| (a) Current Investment | 10 | 2,09,92,016.61 | 8,56,86,000.00 |
| (b) Inventories | | 41,42,534.61 | - |
| (c) Trade Receivable | 11 | 1,53,72,081.77 | 94,54,660.00 |
| (d) Cash & cash equivalents | 12 | 1,35,98,003.42 | 63,91,345.93 |
| (e) Short Term Loans & Advances | 13 | 5,62,79,407.00 | 1,06,31,726.00 |
| TOTAL | | <u>15,80,96,809.41</u> | <u>16,02,76,133.93</u> |

Significant Accounting Policies **1**

Accompanying Notes forming part of the financial statements **2 to 20**

As per our Report of even date

For A Agarwal & Associates
Chartered Accountants
Firm Reg No : 326873E

sd/-
CA Amit Agarwal
Partner
Membership No: 064726
Place: Kolkata
Date : 30th May 2015

sd/-
SRIKRISHAN CHURIWALA
DIN No - 02185991
Director

sd/-
SANDIP KUMAR AGARWAL
DIN No - 05166153
Director

STATEMENT OF PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH 2015

| <u>INCOME FROM THE CONTINUING OPERATION</u> | <u>NOTE</u> | <u>CURRENT YEAR (₹)</u> <u>31.03.2015</u> | <u>PREVIOUS YEAR (₹)</u> <u>31.03.2014</u> |
|---|--------------------|---|---|
| Sales of Products | 14 | 5,24,80,618.47 | 1,20,28,582.00 |
| Other Income | 15 | 28,34,680.00 | 3,11,918.00 |
| Total Revenue | | <u>5,53,15,298.47</u> | <u>1,23,40,500.00</u> |
| <u>EXPENDITURES</u> | | | |
| Purchase of Stock in Trade | | 5,43,34,474.55 | 1,12,64,570.75 |
| Changes in Inventory of Stock in Trade | | (41,42,534.61) | - |
| Employee Benefit Expenses | 16 | 11,35,836.00 | 4,21,145.00 |
| Depreciation and Amortization Expenses | 7 | 91,702.00 | 9,182.00 |
| Other Expenses | 17 | 27,52,885.30 | 2,57,119.00 |
| Total Expenses | | <u>5,41,72,363.24</u> | <u>1,19,52,016.75</u> |
| Profit Before Tax | | 11,42,935.23 | 3,88,483.25 |
| Tax Expenses | | | |
| Current Tax | | 4,43,542.00 | 93,531.00 |
| Deferred Tax | | 10,501.00 | - |
| Profit for the year from continuing operation | | 6,88,892.23 | 2,94,952.25 |
| Earning per equity share of face value of Rs. 10 each | | | |
| Basic (In Rs.) | 18 | 0.04 | 0.40 |
| Diluted (In Rs.) | | 0.04 | 0.40 |
| Significant Accounting Policies | 1 | | |
| Accompanying Notes forming part of the Financial Statements | 2 to 20 | | |
| For A Agarwal & Associates Chartered Accountants Firm Reg No : 326873E | | | |
| sd/- | | | |
| CA Amit Agarwal Partner Membership No: 064726 | | sd/- SRIKRISHAN CHURIWALA DIN No - 02185991 Director | sd/- SANDIP KUMAR AGARWAL DIN No - 05166153 Director |
| Place: Kolkata Date : 30th May 2015 | | | |

Cash Flow Statement for the period from 01.04.2014 to 31.03.2015

| Particulars | Figures as at 31.03.2015 (₹) | Figures as at 31.03.2014 (₹) |
|---|---------------------------------|---------------------------------|
| A. Cash Flow from Operating Activities | | |
| Net Profit before Tax | 11,42,935.23 | 3,88,483.25 |
| Adjustments | | |
| Add : Depreciation | 91,702.00 | 9,182.00 |
| Less: Interest Income | 28,34,680.00 | 3,11,918.00 |
| Operating cash Flow before working capital changes | (16,00,042.77) | 85,747.25 |
| Adjustment for : | | |
| Less: Increase / (Decrease) in Trade Receivable | 59,17,421.77 | 94,54,660.00 |
| Increase / (Decrease) in Inventories | 41,42,534.61 | - |
| Increase / (Decrease) in Short Term Loans & Advance | 4,56,08,265.00 | 52,75,732.00 |
| (Increase) / Decrease in Trade Payable | 75,06,411.75 | (76,96,006.75) |
| (Increase) / Decrease in Other Current Liabilities | 3,38,646.00 | (3,75,000.00) |
| Operating cash flow after working capital changes | (6,51,13,321.90) | (65,73,638.00) |
| Less: Tax Paid | | |
| Income Tax | (5,16,618.00) | - |
| Net Cash Flow from Operating Activities | (6,56,29,939.90) | (65,73,638.00) |
| B. Cash Flow from Investing Activities | | |
| Interest Income | 28,34,680.00 | 3,11,918.00 |
| Purchase of Fixed Assets | - | (2,99,250.00) |
| (Purchase) / Sale of Non-Current Investments | - | (1,09,99,750.00) |
| (Purchase) / Sale of Current Investments | 6,46,93,983.39 | (7,67,20,650.00) |
| Net Cash Flow from Investing Activities | 6,75,28,663.39 | (8,77,07,732.00) |
| C. Cash Flow from Financing Activities | | |
| Increase in Share Capital | 50,00,000.00 | 15,07,30,000.00 |
| Increase / (Decrease) in Security Premium A/c | - | (4,99,80,000.00) |
| Adjustment for Unamortised ROC Expenditure | 3,07,934.00 | (2,94,066.00) |
| Net Cash flow from Financing Activities | 53,07,934.00 | 10,04,55,934.00 |
| Net Cash Inflow/ (Outflow) during the period | 72,06,657.49 | 61,74,564.00 |
| Cash and Cash eq. at the beginning of the Period | 63,91,345.93 | 2,16,781.93 |
| Cash and Cash eq. at the end of the Period | 1,35,98,003.42 | 63,91,345.93 |

As per our Report of even date
For A Agarwal & Associates
Chartered Accountants
Firm Reg No : 326873E

sd/-
CA Amit Agarwal
Partner
Membership No: 064726

Place: Kolkata
Date : 30th May 2015

For & on Behalf of the Board

sd/-
SRIKRISHAN CHURIWALA
DIN No - 02185991
Director

sd/-
SANDIP KUMAR AGARWAL
DIN No - 05166153
Director

SIGNIFICANT ACCOUNTING POLICIES AND NOTES ON ACCOUNT FOR THE YEAR ENDING 31ST MARCH 2015

COMPANY OVERVIEW

The Company was incorporated under the Companies Act 1956 as Adhiraj Distributors Private Limited on 1st day of February 2011. Later on the Company was converted into Public Limited Company on 28th May 2014. Its CIN is U52190WB2011PLC158320 and presently has the authorized capital of Sixteen Crores Rupees. The company is actively engaged in trading of all types of textile goods. It has its registered office in CENTRAL PLAZA, 41, B. B. Ganguly Street, 2nd Floor, Room No. 13B, Kolkata – 700 012, West Bengal, India.

(1) SIGNIFICANT ACCOUNTING POLICIES

(A) Basis of accounting and preparation of financial statement

The financial statements are prepared under the historical cost convention on an accrual basis of accounting in accordance with the generally accepted accounting principles, Accounting Standards notified under section 133 of the Companies Act 2013 and the relevant provisions thereof.

(B) Use of Estimates

In preparation of the financial statements, the Company is required to make judgments, estimates and assumptions about the carrying amount of assets and liabilities that are not readily apparent from other sources. The estimates and the associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and the underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised and future periods affected.

(C) Tangible Assets and Intangible Assets

Tangible Assets are stated at cost less accumulated depreciation and impairment loss, if any. The cost of assets comprises of purchase price and directly attributable cost of bringing the assets to working condition for its intended use including borrowing cost and incidental expenditure incurred upto the date when the assets are ready to use. Assets are stated at cost less accumulated depreciation and impairment loss, if any.

Intangible Assets are stated at cost less accumulated amortisation and impairment loss, if any. An intangible asset is recognised if it is probable that the expected future economic benefits that are attributable to the asset will flow to the Company and its cost can be measured reliably. Intangible assets having finite useful lives are amortised on a straight-line basis over their estimated useful lives.

(D) Depreciation / Amortisation

Depreciation on fixed assets is provided in accordance with the useful lives of assets, which is as stated in the Schedule II of Companies Act, 2013. However assets costing up to Rs. 5000/- are depreciated fully in the year of purchase / capitalization.

(E) Investment

Investments, which are readily realizable and intended to be held for not more than one year from the date on which such investments are made, are classified as current investment. All other investments are classified as long term investment.

All investments are measured at cost.

(F) Stock in Trade

Stock in trade is valued at lower of cost and net realizable value.

(G) Revenue Recognition

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured.

The revenue from sale of goods is recognized when all the significant risks and rewards of ownership of the goods have been passed to the buyer, usually on dispatch of goods.

(H) Interest

Interest income is recognized on a time proportion basis taking into account the amount outstanding and the applicable interest rates. Interest income is included under the head other income in the statement of Profit and Loss.

(I) Taxes on Income

Current tax is the amount of tax payable on the taxable income for the period as determined in accordance with the provision of the Income Tax Act, 1961.

Deferred Tax represents the effect of timing difference between taxable income and accounting income for the reporting period that originates in one year and capable of reversal in one or more subsequent years. The company has Taxable profit during the year. Deferred tax assets were not recognized because there is no "virtual certainty" that deferred tax assets can be realised against future taxable profits.

(J) Earnings Per share

Basic earnings per equity shares are calculated by dividing the net profit or loss for the period attributable to equity share holders by weighted average no of equity shares outstanding during the year. The weighted average no of equity shares outstanding during the period is adjusted for events such as bonus issue and others that have changed the number of equity shares outstanding, without a corresponding change in resources.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity share holders by weighted average no of equity shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

| | <u>CURRENT YEAR</u> <u>31.03.2015</u> <u>(₹)</u> | <u>PREVIOUS YEAR</u> <u>31.03.2014</u> <u>(₹)</u> |
|--|--|---|
| (2) SHARE CAPITAL | | |
| Authorised Share Capital | | |
| 1,60,00,000 Equity Shares of Rs. 10/- each (Previous Year -1,60,00,000 Equity Share Of Rs.10/- Each) | <u>16,00,00,000.00</u> | <u>16,00,00,000.00</u> |
| Issued, Subscribed & Paid up Share Capital * | | |
| 1,56,85,000 Equity Shares of Rs. 10/- each fully paid up in cash (* Previous Year - 1,51,85,000 Equity Share of Rs.10/- Each) | 15,68,50,000.00 | 15,18,50,000.00 |
| TOTAL | <u>15,68,50,000.00</u> | <u>15,18,50,000.00</u> |

* 49,28,000 Shares out of the issued, subscribed, and paid up share capital were allotted as Bonus shares on 15th February 2014 by capitalization of Securities Premium Account.

(2.1) The details of Shareholders holding more than 5 % shares

| Name of the Shareholder | No. of shares | % age | No. of Shares | % age |
|--------------------------------|---------------|--------|---------------|--------|
| Pranidhi Sales Pvt. Ltd. | 32,00,000 | 20.40% | 32,00,000 | 21.07% |
| Confitech Developers Pvt. Ltd. | 14,43,300 | 9.20% | - | - |
| K. Loganathan | 9,50,000 | 6.06% | - | - |
| Raasha Impex Pvt. Ltd. | - | - | 13,05,000 | 8.59% |
| Shradha Dealcom Pvt. Ltd. | - | - | 30,45,000 | 20.05% |
| Jagat Sales Pvt. Ltd. | - | - | 18,45,000 | 12.15% |
| Nandini Commotrade Pvt. Ltd. | - | - | 14,40,000 | 9.48% |
| Padmawati Dealtrade Pvt. Ltd. | - | - | 11,25,000 | 7.41% |
| Rachna Dealers Pvt. Ltd. | - | - | 32,25,000 | 21.24% |

(2.2) The reconciliation of the number of shares outstanding is set out below:

| Particulars | No. of Shares | No. of Shares |
|--|--------------------|--------------------|
| Equity Shares at the beginning of the year | 1,51,85,000 | 1,12,000 |
| Add: Shares issued during the year | | |
| Bonus Shares | - | 49,28,000 |
| Fresh Allotment | 5,00,000 | 1,01,45,000 |
| Equity shares at the end of the year | <u>1,56,85,000</u> | <u>1,51,85,000</u> |

(2.3) Rights, preferences and restrictions attached to equity shares

The Company has only one class of issued, subscribed and paid up equity shares having a par value of Rs. 10/- each per share. Each holder of equity shares is entitled to one vote per share. The dividend, if proposed by the Board of Directors is subject to the approval of the Shareholders in the ensuing Annual General Meeting. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to number of equity shares held by the shareholders.

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

| | CURRENT YEAR | PREVIOUS YEAR |
|---|---------------------|----------------------|
| | 31.03.2015 | 31.03.2014 |
| | (₹) | (₹) |
| (3) RESERVES AND SURPLUS | | |
| Securities Premium Account | | |
| Opening Balance | - | 4,99,80,000.00 |
| Add: Premium on shares issued during the period | - | - |
| | - | 4,99,80,000.00 |
| Less Utilised during the year | | |
| Issue of Bonus Shares | - | 4,92,80,000.00 |
| Writing off share issue expenses | - | 7,00,000.00 |
| Closing Balance | - | - |
| Profit & Loss Account | | |
| As per last Balance Sheet | 3,17,967.18 | 23,014.93 |
| Add: Profit for the year | 6,88,892.23 | 2,94,952.25 |
| Closing Balance | 10,06,859.41 | 3,17,967.18 |
| TOTAL | 10,06,859.41 | 3,17,967.18 |
| (4) TRADE PAYABLE | | |
| Trade Payable (Including Acceptance) | 1,78,595.00 | 76,85,006.75 |
| | 1,78,595.00 | 76,85,006.75 |
| (5) OTHER CURRENT LIABILITIES | | |
| ROC Fees Payable | - | 3,75,000.00 |
| Liabilities for Expenses | 50,854.00 | 14,500.00 |
| TOTAL | 50,854.00 | 3,89,500.00 |
| (6) SHORT TERM PROVISION | | |
| Provision for Income Tax (Net of TDS) | - | 33,660.00 |
| | - | 33,660.00 |

SCHEDULE ANNEXED TO AND FORMING PART OF THE BALANCE SHEET AND PROFIT & LOSS ACCOUNT.**NOTE - 7**

| FIXED ASSETS | Gross Block | | | Provision for Depreciation | | | Net Block | |
|--------------------------------|-----------------------------|--------------------------------|-----------------------------|-----------------------------------|-----------------------------------|--|-----------------------------|-----------------------------|
| | As on 01.04.2014 | Addition/ Deduction | As on 31.03.2015 | As on 01.04.2014 | For the Year 2014-2015 | Closing Depreciation as on 31/03/2015 | As on 31.03.2015 | As on 31.03.2014 |
| Tangible Assets | | | | | | | | |
| Computer & accessories | 2,99,250.00 | | 2,99,250.00 | 9,182.00 | 91,702.00 | 1,00,884.00 | 1,98,366.00 | 2,90,068.00 |
| Total (7A) | 2,99,250.00 | | 2,99,250.00 | 9,182.00 | 91,702.00 | 1,00,884.00 | 1,98,366.00 | 2,90,068.00 |
| Intangible Assets | - | | - | - | - | - | - | - |
| Total (7B) | - | | - | - | - | - | - | - |
| Grand Total (7A) + (7B) | 2,99,250.00 | | 2,99,250.00 | 9,182.00 | 91,702.00 | 1,00,884.00 | 1,98,366.00 | 2,90,068.00 |
| Previous Year | - | 2,99,250.00 | 2,99,250.00 | - | 9,182.00 | 9,182.00 | 2,90,068.00 | - |

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

| | CURRENT YEAR | | PREVIOUS YEAR | |
|---|---------------------|-----------------------|----------------------|-----------------------|
| | 31.03.2015 | | 31.03.2014 | |
| | (₹) | | (₹) | |
| (8) NON -CURRENT INVESTMENTS- At Cost (Long Term, Other Investments) | | | | |
| In Equity Shares of Rs. 10 each | | | | |
| Unquoted, fully paid up | No of Shares | | No of Shares | |
| Dhyanesh Marketing Pvt. Ltd. | 14,545 | 74,99,750.00 | 14,545 | 74,99,750.00 |
| Divjot Realities Pvt. Ltd. | 12,700 | 59,69,000.00 | 12,700 | 59,69,000.00 |
| ORFE Securities Pvt. Ltd. | 57,965 | 2,37,65,650.00 | 57,965 | 2,37,65,650.00 |
| Jagat Sales Pvt. Ltd. | 2,500 | 25,00,000.00 | 2,500 | 25,00,000.00 |
| Altona Mercantile Pvt. Ltd. | 8,000 | 40,00,000.00 | 8,000 | 40,00,000.00 |
| Sri Srinadha Steels Pvt. Ltd. | 37,800 | 37,80,000.00 | 37,800 | 37,80,000.00 |
| TOTAL | | 4,75,14,400.00 | | 4,75,14,400.00 |
| (9) OTHER NON CURRENT ASSETS | | | | |
| Unamortized Expenses (to the extent not written off or adjusted) | | - | | 3,07,934.00 |
| TOTAL | | - | | 3,07,934.00 |
| (10) CURRENT INVESTMENTS (At Cost, Non Trade) | | | | |
| Investments in Equity Instruments | | | | |
| | No of Shares | | No of Shares | |
| A. Equity Shares (Quoted) - Valued at COST | | | | |
| Kailash Auto Finance Limited | 2,28,939 | 73,93,127.42 | - | - |
| Surabhi Chemicals & Investments Limitec | 96,000 | 87,28,889.19 | - | - |
| | | 1,61,22,016.61 | | - |
| B. Equity Shares (Unquoted) - Valued at COST | | | | |
| Mauryan Properties Pvt. Ltd. | 1,000 | 10,00,000.00 | 1,000 | 10,00,000.00 |
| Wevex Devcon Pvt. Ltd. | 1,00,000 | 10,00,000.00 | - | - |
| Vibhakar Trading Pvt. Ltd. | - | - | 80,000 | 3,95,50,000.00 |
| Impression Trading Pvt. Ltd. | - | - | 24,050 | 2,40,50,000.00 |
| Sarvodaya Vinicom Pvt. Ltd. | - | - | 32,000 | 31,36,000.00 |
| SLN Bullion Pvt. Ltd. | - | - | 6,250 | 25,00,000.00 |
| Others | | 28,50,000.00 | | 1,54,50,000.00 |
| | | 48,50,000.00 | | 8,56,86,000.00 |
| TOTAL C = (A + B) | | 2,09,72,016.61 | | 8,56,86,000.00 |
| D. Investment in Mutual Funds | | | | |
| UTI Floating Rate Fund | | 20,000.00 | | - |
| | | 20,000.00 | | - |
| TOTAL E = (C + D) | | 2,09,92,016.61 | | 8,56,86,000.00 |
| <i>Aggregate Value of Quoted Investments (Rs.)</i> | | 1,61,22,016.61 | | - |
| <i>Market Value of Quoted Investments (Rs.)</i> | | 1,06,29,860.25 | | - |
| <i>Aggregate Value of Unquoted Investments (Rs.)</i> | | 48,50,000.00 | | 8,56,86,000.00 |
| <i>Aggregate Provision for dimunition in value of investments (R</i> | | - | | - |

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

| | CURRENT YEAR | PREVIOUS YEAR |
|--|-----------------------|-----------------------|
| | 31.03.2015 | 31.03.2014 |
| | (₹) | (₹) |
| (11) TRADE RECEIVABLES | | |
| (Unsecured and Considered Good) | | |
| Over Six Month | 28,29,000.00 | - |
| Others | 1,25,43,081.77 | 94,54,660.00 |
| | 1,53,72,081.77 | 94,54,660.00 |
| (12) CASH AND CASH EQUIVALENTS | | |
| Cash in hand | 1,34,039.00 | 1,10,029.00 |
| (As certified by the Management) | | |
| Balances with Banks | | |
| - With Scheduled Bank In Current Accounts | 51,09,315.42 | 62,81,316.93 |
| - Fixed Deposit with Banks | 26,05,657.00 | - |
| - Cheque in Hand | 57,48,992.00 | - |
| TOTAL | 1,35,98,003.42 | 63,91,345.93 |
| (13) SHORT TERM LOANS & ADVANCES | | |
| (Unsecured , Considered Good) | | |
| Advance recoverable in cash or in kind or for the value to be received | 5,62,39,991.00 | 1,06,31,726.00 |
| <u>Balances with government authorities</u> | | |
| TDS (Net of Provision of Income Tax) | 39,416.00 | - |
| TOTAL | 5,62,79,407.00 | 1,06,31,726.00 |

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

| | CURRENT YEAR | PREVIOUS YEAR |
|---------------------------------------|-----------------------|-----------------------|
| | 31.03.2015 | 31.03.2014 |
| | (₹) | (₹) |
| (14) SALE OF PRODUCTS | | |
| Sales | 5,24,80,618.47 | 1,20,28,582.00 |
| TOTAL | 5,24,80,618.47 | 1,20,28,582.00 |
| (15) OTHER INCOME | | |
| Interest Income | 28,34,680.00 | 3,11,918.00 |
| (TDS C/Y- 2,82,958/-, P/Y - 31,192/-) | | |
| TOTAL | 28,34,680.00 | 3,11,918.00 |
| (16) EMPLOYEE BENEFIT EXPENSES | | |
| Salaries | 9,11,000.00 | 3,78,000.00 |
| Staff Welfare Expenses | 2,24,836.00 | 43,145.00 |
| TOTAL | 11,35,836.00 | 4,21,145.00 |
| (17) OTHER EXPENSES | | |
| Accounting Charges | 60,000.00 | 60,000.00 |
| <u>Audit Fees</u> | | |
| - As Statutory Auditors | 15,842.00 | 10,000.00 |
| - As Tax Auditors | 5,618.00 | - |
| - Certifications | 6,742.00 | - |
| Bank Charges | 5,538.59 | 2,235.00 |
| Conveyance Expenses | 3,20,928.00 | 64,520.00 |
| Demat Expenses | 1,407.31 | - |
| Filling Fee | 34,205.00 | 3,200.00 |
| General Expenses | 2,30,846.40 | 34,320.00 |
| Interest on Professional Tax | 350.00 | - |
| ISIN Charges | 92,248.00 | - |
| Listing Fees | 1,40,450.00 | - |
| Office Maintenance expenses | 3,45,150.00 | 23,440.00 |
| Postage | 9,210.00 | - |
| Printing and stationery | 2,68,165.00 | 650.00 |
| Professional Fees | 1,85,394.00 | 17,000.00 |
| Professional tax | 2,500.00 | 2,500.00 |
| Rates & Taxes | 16,250.00 | - |
| Registrar & Transfer Agent Fees | 21,349.00 | - |
| Rent | 1,27,000.00 | 24,000.00 |
| Share Issue Expenses w/off | 3,07,934.00 | 6,934.00 |
| Sitting Fees (Directors) | 22,472.00 | - |
| Telephone Expenses | 83,259.00 | 8,320.00 |
| Transportation Expenses | 1,64,650.00 | - |
| Travelling Expenses | 2,72,407.00 | - |
| Website Maintenance Expenses | 1,000.00 | - |
| Income Tax for Earlier Years | 11,970.00 | - |
| TOTAL | 27,52,885.30 | 2,57,119.00 |

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015**(18) Earning per Share**

Calculation of Basic and Diluted Earning per share for the years ended 31st March, 2015 & 31st March 2014:

| | <u>Current Year</u> (₹) | <u>Previous Year</u> (₹) |
|--|----------------------------|-----------------------------|
| Basic and Diluted | | |
| (a) Profit attributable to equity shareholders | 6,88,892.23 | 2,94,952.25 |
| | 6,88,892.23 | 2,94,952.25 |
| Number of equity shares at the beginning of the year | 1,51,85,000 | 1,12,000 |
| Number of equity shares at the end of the year | 1,56,85,000 | 1,51,85,000 |
| Weighted average number of equity shares outstanding during the year | 1,54,41,164 | 7,33,855 |
| Basic Earning Per Share | 0.04 | 0.40 |
| Diluted Earning Per Share | 0.04 | 0.40 |

(19) Segment Information

Considering the nature of the Company's business and operations, there are no separate reportable segments (business/ geographical) in accordance with the requirements of Accounting Standard 17 'Segment Reporting', issued by ICAI.

(20) Previous Year Figures :

The previous year figures, have been regrouped / reclassified, wherever necessary to conform to the current years presentation.

For A Agarwal & Associates
Chartered Accountants
Firm Reg No : 326873E

sd/-

CA Amit Agarwal
(Partner)
Membership No: 061137

Place: Kolkata
Date : 30th May 2015

sd/-

SRIKRISHAN CHURIWALA
DIN No - 02185991
Director

sd/-

SANDIP KUMAR AGARWAL
DIN No - 05166153
Director

ADHIRAJ DISTRIBUTORS LIMITED

CIN: U52190WB2011PLC158320

Regd Office: Central Plaza, 41 B B Ganguly Street,
2nd Floor, Room No. 13B, Kolkata 700 012

Phone No. 033-2211 0040, E-mail: info@adhirajdistributors.com

ATTENDANCE SLIP

(To be handed over at the entrance of the Meeting Hall)

Folio No.: _____

DP-ID No.: _____

Client-ID No. _____

Name of Member(s): _____

Name of the Proxy holder: _____

Registered Address: _____

Number of Shares Held: _____

*I hereby record my presence of the **5th ANNUAL GENERAL MEETING** of the Company held on Monday the **21st day of September, 2015** at **11 a.m.** at "Central Plaza, 41 B B Ganguly Street, 2nd Floor, Room No. 13B, Kolkata 700 012.*

Signature of the Member / Representative / Proxy Holder*

* Strike out whichever is not applicable

ADHIRAJ DISTRIBUTORS LIMITED

CIN: U52190WB2011PLC158320

Regd Office: Central Plaza, 41 B B Ganguly Street,
2nd Floor, Room No. 13B, Kolkata 700 012

Phone No. 033-2211 0040, E-mail: info@adhirajdistributors.com

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014)

FORM OF PROXY

Folio No.: _____

DPID No.: _____

Client ID No.: _____

Name of the Member(s): _____ Email Id: _____

Registered Address: _____

I/We, being a member / members of ADHIRAJ DISTRIBUTORS LIMITED hereby appoint:

1. Name: _____
E-mail Id _____
Address: _____ or failing him/her
2. Name: _____ E-mail Id _____
Address: _____ or failing him/her
3. Name: _____ E-mail Id _____
Address: _____

as my / our Proxy to vote for me / us, on my / our behalf at the **5th ANNUAL GENERAL MEETING** of the Company held on Monday the **21st day of September, 2015** and at any adjournment thereof in respect of the following resolutions:

1. Adoption of Balance Sheet, Statement of Profit & Loss, Report of Auditors and Board of Directors for the year ended 31st March, 2015.
2. Re-Appointment of Mr. Sandip Kumar Agarwal as Director who is retiring by rotation.
3. Ratification of appointment of Auditors.
4. Appointment of Ms. Priti Singh as Woman Director.
5. Appointment of Mr. Rohit Garodia as Independent Director.
6. Appointment of Mr. Mahesh Kumar as Independent Director.

Signed this _____ day of _____ 2015. Signature of Member _____



Signature of Proxy holder(s): 1. _____ 2. _____ 3. _____

NOTE: The Form of Proxy duly completed must be deposited at the Registered Office of the Company Central Plaza, 41 B B Ganguly Street, 2nd Floor, Room No. 13B, Kolkata 700 012 not later than 48 hours before the time for holding the meeting.