



ANNUAL REPORT
OF
ADHIRAJ DISTRIBUTORS
LIMITED

FY 2018-19

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BOARD OF DIRECTORS

- Gopal Agarwal
- Narayan Gope
- Rohit Garodia
- Priti Singh

COMPANY SECRETARY & CFO

- Neha Goel

AUDITORS

- A Agarwal & Associates
(Chartered Accountants)

BANKERS

- Punjab National Bank
- HDFC Bank
- IDBI Bank

REGISTERED OFFICE

76B, Mahanirban Road,
Lansdowne
Kolkata- 700029
West Bengal
Ph: 033 2211 0040
Email: info@adhirajdistributors.com
Website: www.adhirajdistributors.com
CIN - L52190WB2011PLC158320

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

9TH ANNUAL GENERAL MEETING

On 30th September 2019 at 11 A.M.
76B, Mahanirban Road,
Lansdowne
Kolkata- 700029
West Bengal

NOTICE

NOTICE is hereby given that the Ninth Annual General Meeting of the Members of Adhiraj Distributors Limited will be held on Monday, 30th September, 2019 at 11:00 a.m. at 76B Mahanirban Road, Lansdowne, Kolkata- 700029 West Bengal, to transact the following business:

ORDINARY BUSINESS

- To receive, consider and adopt the financial statements, namely (i) Audited Financial Statements as at 31st March, 2019, (ii) Audited statement of Profit and Loss for the financial year ended on that date (iii) Cash Flow Statement for the financial year ended on that date together with the Reports of the Board of Directors and the Auditors thereon.
- To appoint a Director in place of Mr. Narayan Gope (Director Identification No. 07792366) who retires by rotation and being eligible, offers himself for re-appointment.

By Order of the Board of Directors

Gopal Agarwal
Managing Director

Date: 03.09.2019

Registered Office:

76B, Mahanirban Road,

Lansdowne

Kolkata- 700029

West Bengal

Ph: 033 2211 0040

Email: info@adhirajdistributors.com

Website: www.adhirajdistributors.com

CIN - L52190WB2011PLC158320

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

Name of the Director	Narayan Gope
Director Identification Number	07792366
Date of Birth	20.02.1989
Date of appointment	17.04.2017
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*	Nil
Memberships / Chairmanship of committees of other Companies	Nil
Number of shares held in the Company	Nil

* Directorship means Directorship of other Indian Public Companies and Committee memberships includes only Audit Committee and Stakeholders Relationship Committee of Public Limited Companies (Whether Listed or Not).

NOTES:

- A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.

A person can act as a proxy on behalf of members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a member holding more than 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.

- The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed, and signed and stamped, not less than 48 hours before the commencement of the meeting. A Proxy Form is sent herewith. Proxies submitted on

- behalf of the companies, societies etc. must be supported by an appropriate resolution/authority, as applicable.
3. Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the board resolution authorizing their representative to attend and vote on their behalf at the meeting.
 4. Members / proxies / authorized representatives are requested to bring to the meeting necessary details of their shareholding, duly filled Attendance Slip(s) and Copies of Annual Report. Copies of the Annual Report or Attendance Slip(s) will not be distributed at the meeting.
 5. In case of joint holders attending the Meeting, only such joint holder, who is higher in the order of names, will be entitled to vote.
 6. The Register of Director's Shareholding, maintained under Section 170 of the Companies Act, 2013 will be available for inspection by the Members at the Annual General Meeting.
 7. All documents referred to in the accompanying notice and explanatory statement will be kept open for inspection at the Registered Office of Company on all working days between 11.00 a.m. to 1.00 p.m. prior to date of Annual General Meeting.
 8. The Notice of 9th Annual General Meeting and the Annual Report 2018-2019 of the Company, circulated to the members of the Company, will be made available on the Company's website at www.adhirajdistributors.com
 9. Members holding the shares in physical mode are requested to notify immediately the change of their address and bank particulars to the R & T Agent of the Company. In case shares held in dematerialized form, the information regarding change of address and bank particulars should be given to their respective Depository Participant.
 10. SEBI has mandated the submission of Permanent Account number (PAN) by every participant in the securities market. Members are therefore requested to submit their PAN details to their Depository Participants.
 11. To Support the 'Green Initiative' members who have not registered their Email Addresses are requested to register the same with DP's / Niche Technologies Pvt Ltd. Members are requested to provide their email address along with DP id/Client Id and ensure that the same is also updated with their respective DP for their demat account(s). The Registered Email Address will be used for sending future communications electronically.
 12. Electronic copy of the Annual Report for 2018-19 is being sent to all the members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2018-19 is being sent in the permitted mode. Members who have not registered their e-mail addresses, so far, are requested to register their email addresses, in respect of electronic holdings with the Depository through their concerned Depository Participants.
 13. As per Rule 20(2) of Companies (Management and Administration) amendment rules, 2015 vide Notification Dated 19th March, 2015, A Company Listed under chapter XB (Companies listed on SME exchange) or chapter XC(Companies listed on institutional trading platform without IPO) of ICDR regulations, 2009 and having its equity Shares listed on a recognized stock exchange, is out of the ambit of E- voting in its General Meeting and Adhiraj Distributors Pvt Ltd is a BSE ITP Listed company and E-Voting is not applicable.
 14. Members can request for a Ballot Form at Adhiraj Distributors Limited, 76B Mahanirban Road, Lansdowne, Kolkata- 700029 West Bengal, Email: info@adhirajdistributors.com, Website: www.adhirajdistributors.com
 15. The Company has appointed Ayushi Khetan, Practicing Company Secretary (M. No. 52589 and CP No. 19325) to act as the Scrutinizer for conducting the voting process in a fair and transparent manner
 16. The Scrutinizer shall, immediately after the conclusion of the voting period, unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make, not later than two (2) days of conclusion of the meeting, a consolidated Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company, who shall counter-sign the same.
 17. The results shall be declared at or after the Annual General Meeting of the Company. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.adhirajdistributors.com and will be communicated to BSE Limited.
 18. Electronic copy of the Notice of the 9th Annual General Meeting of the Company, inter alia, indicating the process of voting through ballot along as stated herein with Attendance Slip, Ballot Paper and Proxy Form is being sent to all the Members whose email IDs are registered with the Company/DP(s) for communication purposes unless any member has requested for a physical copy of the same. For Members who have not

registered their email address, physical copies of the Notice of the 9th Annual General Meeting of the Company, inter alia, indicating the process and manner of voting through ballot paper along with Attendance Slip, Ballot Paper and Proxy Form is being sent in the permitted mode.

19. The Register of Members and Transfer Books of the Company will remain closed from 24th September, 2019 to 30th September, 2019 (Both days Inclusive) for the purpose of the 9th Annual General Meeting or any adjournment thereof.
20. Members desirous of seeking any information concerning the Accounts of the Company are requested to address their queries in writing to the Company at least seven days prior to the Annual General Meeting so that the requested information can be made available at the time of the meeting
21. The Route Map showing Directions to reach the Venue of the 9th Annual General Meeting is annexed.

Regd. Office:
76B, Mahanirban Road,
Lansdowne
Kolkata- 700029
West Bengal
Dated : September 3rd, 2019

By Order of the Board
of Directors
Sd/-
Gopal Agarwal
Managing Director

DIRECTORS' REPORT

The Members,

Adhiraj Distributors Limited

Your Directors present the 9th Annual Report of your Company along with the Financial Statements for the year ended 31st March, 2019.

Financial Highlights:

Particulars	Year Ending March, 2019	Year Ending March, 2018
	<u>Amt. in ₹</u>	<u>Amt. in ₹</u>
Sales	3,50,00,000.00	1,08,57,230.96
Other Income	58,13,490.64	57,59,614.00
Total Income	4,08,13,490.64	1,66,16,844.96
Less: Expenditure	3,88,03,987.00	1,45,74,876.30
Profit/ (Loss) before Interest, depreciation and Tax	27,02,592.64	20,41,968.66
Less: Interest	6,93,089.00	-
Less: Depreciation & Amortization Cost	-	-
Profit/ (Loss) before Tax	20,09,503.64	20,41,968.66
Less: Tax Expense		
Current Tax & Tax for Earlier Year	5,22,470.00	5,23,737.00
Deferred Tax	-	-481
Profit/ (Loss) after Tax	14,87,033.64	15,18,712.66
Add: Profit/ (Loss) Brought Forward	42,78,415.21	27,59,702.55
Amount available for Appropriation/ (Loss)	57,65,448.85	42,78,415.21

Appropriations:

The Company proposes to retain an amount of Rs. **14,87,033.64** in Profit and Loss Account. Your directors regret for not recommending dividend on equity shares. The Profit has been retained for future expansion of the company.

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 are 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 the Companies Act, 2013, and the Articles of Association, Mr. Narayan Gope is liable to retire by rotation at the 9th Annual General Meeting. Mr. Narayan Gope has confirmed his eligibility and willingness to accept the office of Directorship of your Company, if appointed. In the opinion of your Directors, Mr. Narayan Gope 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. Narayan Gope 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 SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

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, Seven 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 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Committees of the Board:

The details of the composition of the Board and its Committees and of the meetings held and attendance of the Directors at such meetings are provided in the "Report on Corporate Governance".

Currently, the Board has the following Committees:

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

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, 2019, 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, 2019 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.

Management Discussion & Analysis Report and Report on Corporate Governance:

As per SEBI (Listing Obligation and Disclosure Requirement) Regulation,2015 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 (Annexure '1' & '2' respectively).

Certificate dated 3rd September, 2019 from a Practicing Company Secretary Ayushi Khetan (M. No. 52589), regarding the compliance of conditions of Corporate Governance as stipulated in as per SEBI (Listing Obligation and Disclosure Requirement)

Regulation, 2015 with the Stock Exchange is annexed to this Report (Annexure '1')

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 are stated in the Corporate Governance Report. (Annexure 3)

Annual Evaluation of Performance by the Board:

Pursuant to the provisions of the Companies Act, 2013 and SEBI (Listing Obligation and Disclosure Requirement) Regulation 2015, the Board has carried out an evaluations 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.

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 initiative as the said provisions are not applicable.

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.

Vigil Mechanism/Whistle Blower Policy

As per Section 177(10) of the Companies Act, 2013 read with Rule 7 of Companies (Meetings of Board and its Powers) Rules, 2014, the Company has established an effective vigil mechanism named Whistle Blower Policy ("the Policy") which is also in conformity with the Regulation 22 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, with a view to provide a mechanism for Directors and Employees of the Company inter alia to raise genuine concerns of any violations of legal or regulatory requirements, incorrect or misrepresentation of any financial statements and reports, etc. The Company encourages its employees to use the mechanism and has made provision for direct access to the Chairman of the Audit Committee in appropriate and exceptional cases. Adequate safeguards against victimization of the persons who use such mechanism are provided in the policy. The policy is posted on the website of the Company www.adhirajdistributors.com.

Disclosure under The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

The Company has in place a policy for prevention of sexual harassment in accordance with the

requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013. Internal Complaints Committee has been set up to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary, trainees) are covered under this policy.

The Company did not receive any complaint during the year 2018-19.

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.

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 4"

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 2018-19, ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2018-19 and the comparison of remuneration of each Key Managerial Personnel (KMP) against the performance of the Company are as under:

ii.

Sl. No.	Name of the Director / KMP & Designation	Remuneration of Director / KMP for the FY 2018-19(Rs.)	% increase in Remuneration in the FY 2018-19	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	Gopal Agarwal (M.D.)	60,000.00		NIL	1	PBT decrease by 1.59% & PAT decrease by 2.09%
2	Neha Goel (Company Secretary & CFO)	2,46,621.00		NIL	4.11	PBT decrease by 1.59% & PAT decrease by 2.09%

1	Gopal Agarwal (M.D.)	60,000.00	NIL	1	PBT decrease by 1.59% & PAT decrease by 2.09%
2	Neha Goel (Company Secretary & CFO)	2,46,621.00	NIL	4.11	PBT decrease by 1.59% & PAT decrease by 2.09%

- iii. The median remuneration of employees of the Company during the financial year was Rs. 0.60 Lakhs. There were 5 permanent employees working in the Company as on March 31, 2019

ii. There is no change in remuneration of Managing Director and performance of the Company decreases by 1.59 % to Rs. 20.06 Lacs in 2018-19 (20.42 Lacs in 2017-18). 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.

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.

It is hereby affirmed that the remuneration paid is as per the Remuneration Policy for Directors, Key Managerial Personnel and other Employees.

Statutory Auditors:

In compliance with the provisions of Section 139 and other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification (s)/ re-enactment(s)/ amendment(s) thereof, for the time being in force), M/s. A Agarwal & Associates (Firm Registration No. 326873E), were appointed as Statutory Auditors at the 7th Annual General Meeting of the Company held on 18th September 2017 to hold office for the term of five (5) consecutive years from the conclusion of the 7th Annual General Meeting until the conclusion of the 12th Annual General Meeting of the Company subject to the ratification at the Annual

General Meeting in each of the subsequent years during the aforementioned term of their appointment.

However with the Notification dated May 7, 2018 issued by the Ministry of Corporate Affairs ('MCA'), the first proviso to section 139 (1) of the Companies Act, 2013 pertaining to the requirement of annual ratification of appointment of Auditors by Members is omitted.

Accordingly, as per the Companies (Amendment) Act, 2017, ratification of the appointment of Statutory Auditors during their period of appointment will not be considered.

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 Mrs. Ayushi Khaitan, Company Secretaries, (ACS No. 52589 and CP No. 19325) to undertake the Secretarial Audit of the Company. The Secretarial Audit Report for the financial year 2018-19 is set out in the Annexure '5' 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. Gopal Agarwal
(Din: 07821175)

Sd/-

Mr. Narayan Gope
(Din: 07792366)

Report on Corporate Governance

(As required under SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015).

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 Four Directors. The Board comprises of one Executive Director and Three Non-Executive Directors. Out of the Three Non-Executive Directors, Two is Independent Director. The Chairman of the Board of Directors is a Non-Executive Director.

During the year 2018-2019, Seven Board meetings were held. The dates on which the said meetings were held were as follows: 18th April, 2018, 30th May, 2018, 14th August, 2018, 28th September 2018, 14th November 2018, 12th January 2019 and 15th February, 2019.

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 28 th September 2018	No. of Directorships held as on 31st March, 2019 (including ADL)*	No. of other Board Committees of which he / she is a Member / Chairperson
Mr. Gopal Agarwal	Managing Director	7	7	Yes	1	NIL
Mr. Narayan Gope	Non-Executive Non-Independent Director	7	7	Yes	1	NIL
Mr. Rohit Garodia	Independent Director	7	7	Yes	1	NIL
Ms. Priti Singh	Independent Woman Director	7	7	Yes	1	NIL

* Directorship means Directorship of other Indian Public Companies and Committee memberships includes only Audit Committee and Stakeholders Relationship Committee of Public Limited Companies (Whether Listed or Not).

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.

CORE SKILLS/EXPERTISE/COMPETENCIES OF THE BOARD OF DIRECTORS OF THE COMPANY

Based on the recommendations of the Nomination and Remuneration Committee, a matrix setting out the core skills/ expertise/competencies identified by the Board of Directors in the context of the Company's business and sector(s) as required for its effective functioning and those actually available with the Board is given below.

Skills identified by the Board

- Industry knowledge & experience
- Business Experience
- Financial Expertise
- Understanding the laws, rules, regulations & policies
- Experience in policy shaping & industry promotion
- Managerial & entrepreneur skills
- Leadership skills
- Legal & Corporate Governance

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.

Separate Board Meeting of Independent Director:

Meeting of the Independent Directors was held during the year on 30.03.2019. 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
Ms. Priti Singh	1	1

Mr. Rohit Garodia was the chairman of the meeting.

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 2018-19.

Sd/-
Managing Director
Gopal Agarwal

3. Audit Committee

The Audit Committee of Directors was constituted on 25th day of September, 2014, in terms of the provisions of Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as well as Section 177 of the Companies Act, 2013. The Audit Committee was reconstituted at a Board Meeting held on 30th May, 2017.

The present composition of the Audit Committee as on date is as follows:

- Mr. Rohit Garodia - Independent Director- Chairman
- Mr. Narayan Gope – Non-Executive Non-Independent Director
- Mrs. Priti Singh, Non-Executive Independent Woman 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.

Five Audit committee meeting was held during the year on 18/04/2018, 30/05/2018, on 14/08/2018, on 14/11/2018 and on 12/01/2019

Audit Committee Meetings

Name of the Audit Committee Members	Meetings Held	Meetings Attended
Mrs. Priti Singh	5	5
Mr. Rohit Garodia	5	5
Mr. Narayan Gope	5	5

The terms of reference of the Audit Committee are in consonance with the Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 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.

4. 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. However, the Nomination & Remuneration Committee was reconstituted on 30th May, 2017.

The present composition of the Remuneration Committee is as follows:-

- Mr. Rohit Garodia - Independent Director
- Mr. Narayan Gope – Non-Executive Non-Independent Director
- Mrs. Priti Singh- Woman Independent Director
- The Secretary of the company will act as the Secretary of the committee as well.

Nomination and Remuneration Committee Meetings

During the financial year ended 31 st March, 2019, three Nomination and Remuneration Committee Meetings were held on 30th May, 2018, 14th August, 2018 and 14th November 2018 and the attendance of the Nomination and Remuneration Committee Members was as under:-

Name of the Nomination and Remuneration Committee Members	Meetings Held	Meetings Attended
Mrs. Priti Singh	3	3
Mr. Rohit Garodia	3	3
Mr. Narayan Gope	2	2

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. Gopal Agarwal – Rs. 60,000 (@ Rs. 5000/- per month)

5. 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 SEBI (Listing Obligation and Disclosure Requirement) Regulation 2015, and provisions of the Companies Act, 2013.

Role of Stakeholders Relationship committee

The Stakeholders Relationship Committee of our Board look into:

- review all matters connected with the Company's transfer of securities;
- Resolving the grievances of the security holders of the listed entity including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.;
- Review of measures taken for effective exercise of voting rights by shareholders;
- overseeing and re-materialization, consolidation of shares, etc.;
- Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent;
- Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/ annual reports/ statutory notices by the shareholders of the company.

The Stakeholders Relationship Committee was reconstituted at a Board Meeting held on 30th May, 2017.

The present composition of the Remuneration Committee is as follows:-

- Mr. Rohit Garodia - Independent Director
- Mr. Narayan Gope – Non-Executive Non-Independent Director
- Mrs. Priti Singh- Woman Independent Director

Ms. Neha Goel is the Company Secretary and the Compliance Officer of the Company.

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.

During the financial year ended 31st March, 2019, one Stakeholders Relationship Committee Meetings were held on 14th November, 2018 and the attendance of the Stakeholders Relationship Committee Members was as under:-

Name of the Stakeholders Relationship Committee Members	Meetings Held	Meetings Attended
Mrs. Priti Singh	1	1
Mr. Rohit Garodia	1	1
Mr. Narayan Gope	1	1

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

6. 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	23.09.2016	105/5/1, Kshetra Banerjee Lane, Howrah-711102	NO
Annual General Meeting	18.09.2017	76B, Mahanirban Road, Kolkata- 700029	YES
Annual General Meeting	28.09.2018	76B, Mahanirban Road, Kolkata- 700029	YES

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.

1. 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.

2. 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

3. GENERAL SHAREHOLDER INFORMATION

AGM	:	9 th Annual General Meeting
Date	:	30 th September, 2019
Time	:	11 A.M.
Venue	:	76B, Mahanirban Road, Kolkata- 700029, West Bengal
Financial Year	:	1 st April 2018 to 31 st March 2019
Date of Book Closure	:	September 24, 2019 to September 30, 2019 (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 "6"
Performance in comparison to BSE Sensex,(broad based index)	:	As per Annexure "6"
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, 2019.	:	Please see Annexure '7'
Dematerialisation of Shares and liquidity	:	99.85 % of the Paid-up capital has been dematerialised as on 31st March, 2019.
Outstanding GDRs/ADRs/ Warrants or any Convertible instruments, conversion date and likely impact on equity	:	None
Plant Locations	:	N.A.
Address for Correspondence	:	76B, Mahanirban Road, Kolkata- 700029, West Bengal.

Annexure "6"

Market Price Data – ADL & Sensex: High-Low

Period	High (Rs.)	Low (Rs.)	Sensex High (Rs.)	Sensex Low (Rs.)
April 2018	Not traded	Not traded	35160.36	33019.07
May 2018	Not traded	Not traded	35556.71	34344.91
June 2018	Not traded	Not traded	35739.16	34903.21
July 2018	Not traded	Not traded	37606.58	35264.41
August 2018	Not traded	Not traded	38896.63	37165.16
September 2018	Not traded	Not traded	38389.82	36227.14
October 2018	250.00	250.00	36526.14	33349.31
November 2018	Not traded	Not traded	36194.30	34431.97
December 2018	251.00	251.00	36484.33	34959.72
January 2019	251.00	250.00	36578.96	35513.71
February 2019	251.00	251.00	36975.23	35352.61
March 2019	251.00	251.00	38672.91	36063.81

Annexure "7"

The Distribution of Shareholding as on 31.03.2019

No. of Equity Shares held	No. of Holders	% of Total Holders	No. of Shares	% of Total Shares
1-500	8	1.2177	3510	0.0224
501-1000	4	0.6088	3895	0.0248
1001-5000	183	27.8539	902100	5.7514
5001-10000	251	38.2040	2297850	14.6500
10001-50000	183	27.8539	3851495	24.5553
50001-1,00,000	13	1.9787	1059500	6.7549
100001 and above	15	2.2831	7566650	48.2413
Grand Total	657	100.0000	15685000	100.0000
No. of Shareholders in Physical Mode	1	0.15	7500	0.05
No. of Shareholders in Electronic Mode	656	99.85	15677500	99.95

CERTIFICATE ON VERIFICATION OF DEBARMENT OR DISQUALIFICATION OF DIRECTORS
(Pursuant to Regulation 34(3) read with Para C [10(i)] of Schedule V of Securities and Exchange Board of India
(Listing Obligations and Disclosure Requirements) Regulations, 2015)

To
The Members,
Adhiraj Distributors Limited
76B, Mahanirban Road,
Lansdowne,
Kolkata-700029

This is to certify that on verification of declarations made by the Directors and records maintained by **ADHIRAJ DISTRIBUTORS LIMITED** ("the Company"), none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as Directors of the companies by the Securities Exchange Board of India (SEBI) /Ministry of Corporate Affairs or any such Statutory Authority, as per the requirements of point 10 (i) of Part C of Schedule V of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015.

Date: 3rd September, 2019
Place: Kolkata

Sd/-
AYUSHI KHAITAN
Practicing Company Secretary
ACS No. 52589
C P No. 19325

CERTIFICATE ON COMPLIAN WITH CODE OF CONDUCT

To,
The Members
Adhiraj Distributors Limited

Sub: Declaration by the Managing Director under Para D of Schedule V of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

I, Gopal Agarwal, Managing Director of Adhiraj Distributors Limited, hereby affirm and declare, to the best of my knowledge and belief and on behalf of the Board of Directors of the Company and senior management personnel, that:

- The Board of Directors has laid down a code of conduct for all Board Members and senior management of the Company;
- The code of conduct has been posted on the website of the Company;
- The code of ethics code of conduct has been complied with.

For Adhiraj Distributors Limited

Sd/-

Gopal Agarwal
Managing Director
DIN – 07821175

Place: Jamshedpur

Date: 30th May, 2019

**ANNEXURE '1' TO THE DIRECTORS'
REPORT, FOR THE YEAR ENDED 31ST
MARCH, 2019.**

**CERTIFICATE OF COMPLIANCE WITH
THE CORPORATE GOVERNANCE
REQUIREMENTS**

To
The Members,
Adhiraj Distributors Limited
76B, Mahanirban Road
Kolkata-700029
West Bengal

I have examined the compliance of conditions of Corporate Governance by **Adhiraj Distributors Limited** (the Company) for the year ended on March 31, 2019 as per relevant provisions of the Securities Exchange Board of India (Listing Obligation and Disclosure Requirement) Regulation, 2015 (the 'Listing Regulations').

The compliance of conditions of Corporate Governance is the responsibility of the management. My 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 my opinion and to the best of my information and according to the explanations given to me, I certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned Listing Regulations, as applicable.

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

Sd/-

AYUSHI KHAITAN
Practicing Company Secretary

ACS No. 52589
C P No. 19325

Place: Kolkata
Date: 3rd September, 2019

ANNEXURE '2' TO THE DIRECTORS' REPORT FOR THE YEAR ENDED 31ST MARCH, 2019: Management Discussion and Analysis Report

1. OVERVIEW

The Management Discussion and Analysis Report (MDA) is an integrated part of Company's annual financial statements. The purpose of the MDA is to provide a narrative explanation, through the eyes of management, of how the Company has performed in the past, its financial condition, and its future prospects. This report contains a description of the year gone by and some of the key factors that influenced the business of the Company during the year, as well as a fair and unbiased overview of the Company's past, present, and future. There are forward looking statements mentioned in this report which may involve risks and uncertainties, including but not limited to the risk inherent to the Company's growth strategy, change in regulatory norms, economic conditions and other incidental factors. Actual results could differ materially from those expressed or implied.

2. GLOBAL ECONOMY

After strong growth in 2017 and early 2018, global economic activity slowed notably in the second half of last year, reflecting a confluence of factors affecting major economies. In the middle of the year, the global growth became uneven with rising trade tensions. In 2018, the global economy grew at a rate of 3.6%. The year was marked by various political uncertainties such as future trade disputes between USA and China, upcoming Brexit negotiations, budgetary policy of Italy, among many others. These global tensions are expected to affect the global growth in 2019 as well. The global economy is expected to grow at a rate of 3.2% in 2019 and 3.5% in 2020.

It is expected that beyond 2020 growth will stabilize at around 3½ percent, bolstered mainly by growth in China and India and their increasing weights in world income.

This is a delicate year for the global economy. Growth is expected to pick up in the second half of 2019. If the downside risks do not materialize and the policy support put in place is effective, then global growth will return to 3.6 percent in 2020. If, however, any of the major risks materialize, then the expected recoveries in stressed economies, export-dependent economies, and highly indebted economies may not occur. In that case, policymakers will need to adjust.

(Source: IMF Report, July, 2019 and IMFBlog dated April, 2019)

3. INDIAN ECONOMY

The Indian economy retained its tag of the fastest growing major economy in the world in 2018-19. Additionally, India climbed 23 points in the World Bank's ease of doing business Index to 77th place, becoming the top ranked country in South Asia, raking in a more positive image for the country.

According to Department for Promotion of Industry and Internal Trade (DPIIT), FDI equity inflows in India in 2018-19 stood at US\$ 64.37 billion. India emerged as the top recipient of greenfield FDI Inflows from the Commonwealth, as per a trade review released by The Commonwealth in 2018, indicating that government's effort to improve ease of doing business and relaxation in FDI norms is yielding results.

Interestingly, India overtook France in 2018 to become the world's 6th largest economy. It is now on its course to achieve the 5th position from the United Kingdom this year, on way to \$3 Tn GDP by 2020. Since 2000, India's share in the global economy has doubled from 1.5% to 3.2%.

During the year, just when the economy began recovering from the twin impacts of demonetization and Goods and Services Tax (GST) related transition, the crisis related to the performance of Non-Banking Financial Companies (NBFC) cast its shadow on consumption demand and market sentiments, putting economic growth off track.

The Reserve Bank of India (RBI) announced multiple rate cuts as well as infused liquidity through open market operations to ease the liquidity stress witnessed in the markets since September 2018. RBI also initiated USD-INR swap auctions in March and April 2019, to further augment systemic liquidity. All these measures are expected to play a significant part in nudging the banking system to transmit the benefit of lower rates to borrowers.

With the National Democratic Alliance (NDA) winning the May 2019 general elections, economists expect to see continuity in the implementation of macroeconomic policies over the next five years, creating a sense of stability in the Indian economy. The economic success of the new government will depend on how it faces challenges that are inhibiting India's current growth momentum, and its ability to brace the economy from unavoidable external challenges. With both demand and investment slowing, the government might have to re-evaluate the implementation of its policy agenda and adjust its priorities to accelerate growth in the near term. Despite challenges, the economic outlook for India remains positive for the second term of the Modi-led BJP government, with a GDP growth forecast averaging 7% per year during the 2019 to 2023 period.

(Source: Economic survey 2018-19, IMF)

4. INDUSTRY STRUCTURE

India continues to be one of the fastest growing major economies of the world, with an increasing need for growth capital. The country's banking and

financial services sector is a significant driver for keeping India's economic growth engine humming.

5. OPPORTUNITIES & THREATS

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.

6. FINANCIAL PERFORMANCE

Revenue from Operations

The Company has witnessed revenue growth of 222.37% during the year, to ₹350.00 lakhs during the FY 2018-19 as compared to ₹108.57 lakhs in the previous year.

Other Income

In 2019, other Income growth of 0.94% during the year, to ₹58.3 lakhs during the FY 2018-19 as compared to ₹57.60 lakhs in the previous year.

Expenditure

In the FY 2018-19, the total expenses, excluding depreciation, financial expenses, and provisions amounted to ₹388.04 lakhs which is 95.08% of net revenue as against ₹145.75 lakhs in the FY 2017-18 which was 87.71% of net revenue.

Profit before Tax and Profit after Tax

Profit before tax and extra-ordinary income for the financial year ended 2018-19 is ₹20.09 lakhs as compared to ₹20.42 lakhs in the FY 2017-18.

The Net Profit after tax for the financial year 2018-19 decreased to ₹14.87 lakhs as compared to ₹15.19 lakhs in the FY 2017-18.

Share Capital

Paid up Equity Capital of the Company remained at ₹1568.50 lakhs.

Reserves & Surplus

At the end of the FY 2018-19, Reserves and Surplus is ₹57.65 lakhs as against ₹42.78 lakhs at the end of FY 2017-18.

7. FINANCIAL RATIOS

Following are ratios for the current financial year and their comparison with preceding financial year, along with explanations where the change has been 25% or more when compared to immediately preceding financial year:

Sl. No.	Ratio Description	March 31, 2019	March 31, 2018	Reasons for increase (in case of change of more than 25%)
1.	Debtors Turnover	1.25:1	0.54:1	Realisation from Debtors could not be done and expected to be realised in forthcoming year.
2.	Inventory Turnover	8.43:1	-	Not Applicable
3.	Interest Coverage Ratio	3.90:1	-	Not Applicable
4.	Current Ratio	1.31:1	102.07:1	Movie rights purchased by the company can be sell in forthcoming 3 years. After realisation of sale proceeds, sundry creditors will be paid off.
5.	Debt Equity Ratio	-	-	Not Applicable
6.	Operating Profit Margin (%)	0.05:1	0.12:1	Nominal Variation
7.	Net Profit Margin (%)	0.04:1	0.09:1	Nominal Variation
8.	Return on Networth	0.01:1	0.01:1	Nominal Variation

8. RISKS AND CONCERNS

Risk is an integral part of the Company's business and sound risk management is critical to the success of any organization. The Company is exposed to specific risks that are particular to its business and the environment within which it operates.

The Company is aware of the need to better understand, anticipate, evaluate and mitigate risks in order to minimize its impact on business. The Company has put in place a Risk Management Policy to ensure that all the current and future material risk exposures of the Company are identified, assessed, quantified, appropriately mitigated, minimized and managed.

9. INTERNAL CONTROL SYSTEM

Effective internal controls are necessary for building up an efficient organization. Your Company has in place, an adequate internal control and internal audit system managed by qualified and experienced people to ensure the compliances under statutory regulations. Corporate policies are made to figure out the weaknesses persisting in the system and suggest remedial measure for the same.

The system is improved and modified continuously to meet with the changes in business condition, statutory and accounting requirements.

The Audit Committee also met the Company's statutory auditors to ascertain their views on the financial statements, including the financial reporting system, compliance to accounting policies and procedures, the adequacy and effectiveness of the internal control and systems followed by the Company.

10. HUMAN RESOURCES MANAGEMENT

The Company always regards human resources as its most valuable asset and ensures friendly work environment that encourages initiatives by individuals and recognizes their performance.

To maintain competency and to improve the analytical abilities of employees for gearing them to face challenges, proper training and development is imparted by the Company before the employee takes up any responsibility. Our Company has always valued its employees whose dedication and contribution have helped us to reach the levels of excellence and rewarded them appropriately during the appraisal.

11. DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013.

The Company has in place an Anti-Sexual Harassment Policy in line with the requirements of the Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal)

Act, 2013. Internal Complaints Committee (ICC) has been set up to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary, trainees) are covered under this policy.

The following is a summary of sexual harassment complaints received and disposed off during the year 2018-19.

Number of complaints received: Nil

Number of complaints disposed off: Nil

Cautionary Statement

Statements in the Management Discussion and Analysis describing the Company's objectives, projections, estimate, expectations may be "forward-looking statements" within the meaning of applicable securities laws and regulations. Important factors that could make a difference to the Company's operations include changes in Government regulations, tax regimes, economic developments within India and other such factors over which the Company does not have any direct control.

For and on behalf of the Board of Directors

Sd/-

Gopal Agarwal
Managing Director
DIN – 07821175

Place: Kolkata

Date: September 3rd, 2019

Annexure '3' 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 SEBI (Listing Obligation and Disclosure Requirements)2015.

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 '4' TO THE DIRECTORS' REPORT**Extract of Annual Return**

As on the financial year ended 31.03.2019

[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		L52190WB2011PLC158320		
	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		76B, Mahanirban Road, Kolkata West Bengal 700029		
	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		
Motion picture, video and television programme activities	5911	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
	1.	NIL	N.A.	N.A.	N.A.

ADHIRAJ DISTRIBUTORS LTD.									
VI. 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 Government									
c) State Government									
d) Bodies Corporate	3200000	0	3200000	20.402	3200000	0	3200000	20.402	0.000
e) Banks / Financial Institutions									
f) Any Other									
Sub-total (A)(1)	3200000	0	3200000	20.402	3200000	0	3200000	20.402	0.000
(2) Foreign									
a) NRIs - Individuals									
b) Other - Individuals									
c) Bodies Corporate									
d) Banks / Financial Institutions									
e) Any Other									
Sub-total (A)(2)	0	0	0	0.000	0	0	0	0.000	0.000
Total Shareholding of Promoter (A) = (A)(1)+(A)(2)	3200000	0	3200000	20.402	3200000	0	3200000	20.402	0.000
B. PUBLIC SHAREHOLDING									
(1) Institutions									
a) Mutual Funds									
b) Banks / Financial Institutions	500000	0	500000	3.188	500000	0	500000	3.188	0.000
c) Central Governments									
d) State Governments									
e) Venture Capital Funds									
f) Insurance Companies									
g) Foreign Institutional Investors (FII)									
h) Foreign Venture Capital Funds									
i) Others (Specify)									
Sub-total (B)(1)	500000	0	500000	3.188	500000	0	500000	3.188	0.000
(2) Non-Institutions									
a) Bodies Corporate									
i) Indian	2417995	0	2417995	15.416	2488095	0	2488095	15.863	0.447
ii) Overseas									
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs 1 lakh	3163310	7500	3170810	20.216	3131460	7500	3138960	20.012	-0.204
ii) Individual shareholders holding nominal share capital in excess of Rs 1 l	6316745	0	6316745	40.273	6183945	0	6183945	39.426	-0.847
c) Others Specify									
1. NRI									
2. Overseas Corporate Bodies									
3. Foreign Nationals									
4. Clearing Members	79450	0	79450	0.507	174000	0	174000	1.109	0.602
5. Trusts									
6. Foreign Bodies - D.R.									
Sub-total (B)(2)	11977500	7500	11985000	76.411	11977500	7500	11985000	76.411	0.000
Total Public Shareholding (B) = (B)(1)+(B)(2)	12477500	7500	12485000	79.598	12477500	7500	12485000	79.598	0.000
C. Shares held by Custodian for GDRs & ADRs									
GRAND TOTAL (A+B+C)	15677500	7500	15685000	100.000	15677500	7500	15685000	100.000	0.000

D. 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	20.40	NIL	32,00,000	20.40	NIL	NIL
Total	32,00,000	20.40	NIL	32,00,000	20.40	NIL	NIL

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

There is no change in the % of Shareholding of Promoters during the current year.

F. 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
K. Loganathan	950000	6.06	950000	6.06
Next Orbit Ventures Fund	500000	3.19	500000	3.19
K. Loganathan	434500	2.77	434500	2.77
Confitech Developers Private Limited	391000	2.49	391000	2.49
Lyrebirds Holidays Private Limited	353055	2.25	353055	2.25
Bhavya Commercial Private Limited	317100	2.02	321100	2.05
Vesta Dealers Private Limited	282175	1.80	282175	1.80
BMA Wealth Creators Ltd.	308910	1.97	279910	1.78
Nirmaan Infra Developers Private Limited	260260	1.66	260260	1.66
Mohak Goel	120000	0.77	120000	0.77

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

G. SHAREHOLDING OF DIRECTOR AND KEY MANAGERIAL PERSONNEL

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

H. 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) Principle Amount	–	–	–	–
(ii) Interest due but not paid	–	–	–	–
(iii) Interest accrued but not due	–	–	–	–
Total (i+ii+iii)	–	–	–	–

I. Remuneration of Directors and Key Managerial Personnel**A. Remuneration of Managing Director, Whole-time Director and/or Manager:**

Particulars of Remuneration	Mr. Gopal Agarwal (MD)*
Gross Salary	
(a) Salary as per provisions contained in Section 17(1) of Income Tax Act, 1961	60,000.00
(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)	60,000.00
<i>* Period of Service –01.04.2018 to 31.03.2019</i>	

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

Particulars of Remuneration	Key Managerial Personnel Ms. Neha Goel*
Gross Salary	
(a) Salary as per provisions contained in Section 17(1) of Income Tax Act, 1961	2,46,621
(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
Others, please specify	NIL
Total (A)	2,46,621
<i>Period of Service</i>	01.04.2018 to 31.03.2019

J. 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.

Form No. MR-3**SECRETARIAL AUDIT REPORT**FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2019

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To
The Members,
Adhiraj Distributors Limited
76B, Mahanirban Road
Kolkata-700029
West Bengal

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

I have examined the books, papers, minute books, forms and returns filed and other records maintained by Adhiraj Distributors Limited ("the Company") for the financial year ended on 31st March, 2019 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; **(Not applicable, since the company has not transacted any overseas transaction during the audit period)**
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') or by SEBI, to the extent applicable:
 - (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, 2015
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018
 - (d) The Securities and Exchange Board of India (Share based Employee Benefits) Regulation, 2014 **(Not Applicable to the Company During Audit Period)**
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not Applicable to the Company During Audit Period)**
 - (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; **(Not Applicable to the Company During Audit Period)** and
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **(Not Applicable to the Company During Audit Period)**

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015

I 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.

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

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.

Date: 3rd September, 2019

Place: Kolkata

Sd/-
AYUSHI KHAITAN
Practicing Company Secretary
ACS No. 52589
C P No. 19325

Annexure A

To,
The Members,
Adhiraj Distributors Limited
76B, Mahanirban Road
Kolkata- 700029
West Bengal

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 be express on 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.

Date: 3rd September, 2019

Place: Kolkata

**Sd/-
AYUSHI KHAITAN
Practicing Company Secretary
ACS No. 52589
C P No. 19325**

CEO/CFO Certification to the Board

To
The Board of Directors
Adhiraj Distributors Limited
76B, Mahanirban Road
Kolkata West Bengal 700029

Sub: CEO/CFO Certification as required by Regulation 17(8) of the Listing Regulations

Ref: Financial Statement for the period ended 31st March, 2019

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/-

Gopal Agarwal

Managing Director

DIN – 07821175

Date: May 30th, 2019

Place: Kolkata

INDEPENDENT AUDITOR'S REPORT

To the Members of Adhiraj Distributors Limited

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the standalone financial statements of Adhiraj Distributors Limited ("the Company"), which comprise the balance sheet as at 31st March 2019, and the statement of profit and loss and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 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, 2019, and its profit/loss and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Information Other than the Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the standalone financial statements and our auditor's report thereon.

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance 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. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the Board of Directors is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters.

We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the "**Annexure A**" a statement on the matters specified in paragraphs 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 account as required by law have been kept by the Company so far as it appears from our examination of those books.
- c) The Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- d) In our opinion, the 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 representations received from the directors as on 31st March, 2019 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2019 from being appointed as a director in terms of Section 164(2) of the Act.
- f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "**Annexure B**".
- g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - (i). The Company does not have any pending litigations which would impact its financial position.
 - (ii). The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long term contracts including derivative contracts.
 - (iii). There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For A Agarwal & Associates

Chartered Accountant

FRN – 326873E

Sd/-

Amit Agarwal,

Partner

(M. No. 064726)

Place: Kolkata

Date: May 30th, 2019

“Annexure A” referred to in our Independent Auditors’ Report to the members of the Company on the standalone financial statements for the year ended 31 March, 2019

The Annexure referred to in independent Auditor’s report to the Members of the Company on the standalone financial statements for the year ended on March 31, 2019. We report that

(i).(a) The Company is maintaining proper records showing full, particulars including quantitative details and the situation of its fixed assets;

(b) The fixed assets have been physically verified by the management at reasonable intervals. In our opinion, the frequency of verification of the fixed assets by the management is reasonable having regard to the size of the company and nature of its assets. The discrepancies noticed have been properly dealt with in the books of account;

(c) According to the information and explanations given to us and on the basis of our examination of the records of the company, the title deeds of immovable properties are held in the name of the company.

(ii). The inventory has been physically verified by the management at reasonable intervals during the year. The discrepancies noticed during the physical verification of inventories as compared to book records were not material and have been properly dealt with in the books of accounts.

(iii). The Company has not granted any loans, secured or unsecured to Companies, firms Limited Liabilities Partnerships, or other parties covered in the register maintained under section 189 of the Companies Act. Accordingly, clause 3 (iii) of the Order is not applicable.

(iv) .In our opinion and according to the information and the explanations given to us, the Company has complied with the provisions of Section 185 and 186 of the Act, with respect to loans and investments made.

(v). The Company has not accepted any deposit from the public within the meaning of section 73 to 76 of the Act, Accordingly, clause 3 (v) of the Order is not applicable.

(vi). Pursuant to the rules made by the Central Government of India, the Company is not required to maintain cost records as specified under Section 148(1) of the Act.

(vii). (a) According to the information and explanations given to us and on the basis of our examination of the books of accounts and records of the Company, the Company is regular in depositing undisputed Statutory dues including Provident Fund, Employees’ State Insurance, Income Tax, Sales Tax, Value added Tax, Service Tax, Duty of Customs, Duty of Excise, Goods and Service Tax, cess and any other statutory dues with the appropriate authorities.

(b)According to the information and explanations given to us, there are no undisputed amounts payable in respect of such statutory dues which have remained outstanding as at 31st March, 2019 for a period exceeding six months from the date they become payable.

(c)According to the information and explanations given to us, there are no disputed dues of Provident Fund, Employees’ State Insurance, Income Tax, Sales Tax, Value added Tax, Service Tax, Duty of Customs, Duty of Excise, cess and any other statutory dues.

(viii). Based on our audit procedure and the information and explanations given by the management, we are of the opinion that the Company had not defaulted in the repayment of dues to any financial institution, bank or debenture holders;

(ix). Based upon the audit procedures performed and the information and explanations given by the management, the company has not raised moneys by way of initial public offer or further public offer including debt instruments and term Loans. Accordingly, the provisions of clause 3 (ix) of the Order are not applicable to the Company and hence not commented upon.

(x). In our opinion and according to the information and explanations given to us by the management, we report that no fraud by the Company or on the company by its officers or employees has been noticed or reported during the year.

(xi). In our opinion and according to the information and explanations given to us by the management, the managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act;

(xii). In our opinion, the Company is not a Nidhi Company. Therefore, the provisions of clause 3 (xii) of the Order are not applicable to the Company.

(xiii). In our opinion and according to the information and explanations given to us, the Company has not entered transaction with related parties in compliance with the provisions of section 177 and 188 of Companies Act, 2013 and the details have been disclosed in the Financial Statements as required by the applicable accounting standards.

(xiv). In our opinion and according to the information and explanations given by the management, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, the provisions of clause 3 (xiv) of the Order are not applicable to the Company and hence not commented upon.

(xv). In our opinion and according to the information and explanations given by the management, the company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, the provisions of clause 3 (xv) of the Order are not applicable to the Company.

(xvi). In our opinion and according to the information and explanations given by the management, the company is not required to be registered under section 45 IA of the Reserve Bank of India Act, 1934 and accordingly, the provisions of clause 3 (xvi) of the Order are not applicable to the Company and hence not commented upon.

For A Agarwal & Associates

Chartered Accountant

FRN – 326873E

Sd/-

Amit Agarwal,

Partner

(M. No. 064726)

Place: Kolkata

Date: May 30th, 2019

"Annexure B" referred to in our Independent Auditors' Report to the members of the Company on the standalone financial statements for the year ended 31 March, 2019

(Referred to in paragraph 1(f) under 'Report on Other Legal and Regulatory Requirements' of our report of even date)

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

We have audited the internal financial controls over financial reporting of **ADHIRAJ DISTRIBUTORS LIMITED** ("the Company") as of **March 31, 2019** in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditor's Responsibility

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

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

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

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles.

A company's internal financial control over financial reporting includes those policies and procedures that:

(1) Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;

(2) Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and

expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and

(3) Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

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

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at **March 31, 2019**, based on "the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India" (ICAI).

For A Agarwal & Associates

Chartered Accountant

FRN – 326873E

Sd/-

Amit Agarwal,

Partner

(M. No. 064726)

Place: Kolkata

Date: May 30th, 2019

ADHIRAJ DISTRIBUTORS LIMITED
AUDITED BALANCE SHEET AS ON 31ST MARCH 2019

A EQUITY AND LIABILITIES	NOTE	CURRENT YEAR 31.03.2019	PREVIOUS YEAR 31.03.2018
		<u>₹</u>	<u>₹</u>
1 Shareholder's Funds			
(a) Share Capital	2	15,68,50,000.00	15,68,50,000.00
(b) Reserve & Surplus	3	57,65,448.85	42,78,415.21
		<u>16,26,15,448.85</u>	<u>16,11,28,415.21</u>
2 Non Current Liabilities			
(a) Deferred Tax Liabilities		-	-
3 Current Liabilities			
(a) Short Term Borrowings		-	-
(b) Trade Payables	4	34,66,28,726.00	4,60,567.00
(c) Other Current Liabilities	5	2,37,14,500.00	6,50,960.00
(d) Short Term Provisions	6	5,22,470.00	-
TOTAL		<u><u>53,34,81,144.85</u></u>	<u><u>16,22,39,942.21</u></u>
B ASSETS			
1 Non Current Assets			
(a) Fixed Assets			
- Tangible Assets	7A	14,963.00	14,963.00
- Intangible Assets	7B	-	-
(b) Non Current Investment	8	4,87,76,600.00	4,87,76,600.00
		<u>4,87,91,563.00</u>	<u>4,87,91,563.00</u>
2 Current Assets			
(a) Current Investment	9	2,04,42,016.61	2,29,42,016.61
(b) Inventories		29,50,00,000.00	-
(c) Trade Receivable	10	4,38,49,588.20	59,00,787.50
(d) Cash & cash equivalents	11	4,77,782.40	23,70,931.10
(e) Short Term Loans & Advances	12	12,49,20,194.64	8,22,34,644.00
TOTAL		<u><u>53,34,81,144.85</u></u>	<u><u>16,22,39,942.21</u></u>

Significant Accounting Policies 1

Accompanying Notes forming part of
the financial statements 2 to 19

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

For and on Behalf of Board of Directors

Sd/-
CA Amit Agarwal
Partner
Membership No: 064726

Sd/-
Gopal Agarwal
DIN No - 07821175
Managing Director

Sd/-
Narayan Gope
DIN No - 07792366
Director

Place: Kolkata
Date : 30th May 2019

ADHIRAJ DISTRIBUTORS LIMITED
STATEMENT OF PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH 2019

<u>INCOME FROM THE CONTINUING OPERATION</u>	<u>NOTE</u>	<u>CURRENT YEAR</u> <u>31.03.2019</u>	<u>PREVIOUS YEAR</u> <u>31.03.2018</u>
		<u>₹</u>	<u>₹</u>
Revenue from Operations	13	3,50,00,000.00	1,08,57,230.96
Other Income	14	58,13,490.64	57,59,614.00
Total Revenue		<u>4,08,13,490.64</u>	<u>1,66,16,844.96</u>
<u>EXPENDITURES</u>			
Purchase of Stock in Trade		33,00,00,000.00	90,90,354.40
Changes in Inventory of Stock in Trade		(29,50,00,000.00)	13,93,459.99
Employee Benefit Expenses	15	12,53,329.00	13,40,342.00
Depreciation and Amortization Expenses	7	-	-
Other Expenses	16	25,50,658.00	27,50,719.91
Total Expenses		<u>3,88,03,987.00</u>	<u>1,45,74,876.30</u>
Profit Before Tax		20,09,503.64	20,41,968.66
Tax Expenses			
Current Tax		5,22,470.00	5,23,737.00
Deferred Tax		-	(481.00)
Profit for the year from continuing operation		14,87,033.64	15,18,712.66
Earning per equity share of face value of Rs. 10 each			
Basic (In Rs.)	17	0.09	0.10
Diluted (In Rs.)		0.09	0.10
Significant Accounting Policies	1		
Accompanying Notes forming part of the Financial Statements	2 to 19		
For A Agarwal & Associates Chartered Accountants Firm Reg No : 326873E		For and on Behalf of Board of Directors	
Sd/- CA Amit Agarwal Partner Membership No: 064726		Sd/- Gopal Agarwal DIN No - 07821175 Managing Director	Sd/- Narayan Gope DIN No - 07792366 Director

Place: Kolkata
Date : 30th May 2019

ADHIRAJ DISTRIBUTORS LIMITED**CASH FLOW STATEMENT FOR THE PERIOD FROM 01.04.2018 TO 31.03.2019**

Particulars	Figures as at 31.03.2019	Figures as at 31.03.2018
	₹	₹
A. Cash Flow from Operating Activities		
Net Profit before Tax	20,09,503.64	20,41,968.66
Adjustments		
Add : Depreciation	-	-
Less: Interest Income	58,13,490.64	57,59,614.00
Operating cash Flow before working capital changes	(38,03,987.00)	(37,17,645.34)
Adjustment for :		
Less: Increase / (Decrease) in Trade Receivable	(3,79,48,800.70)	61,40,468.50
Increase / (Decrease) in Inventories	(29,50,00,000.00)	13,93,459.99
Increase / (Decrease) in Short Term Loans & Advance	(4,26,85,550.64)	(89,67,651.50)
(Increase) / Decrease in Trade Payable	34,61,68,159.00	(24,66,437.50)
(Increase) / Decrease in Other Current Liabilities	2,30,63,540.00	5,91,533.00
(Increase) / Decrease in Short Term Provision	5,22,470.00	-
Operating cash flow after working capital changes	(96,84,169.34)	(70,26,272.85)
Less: Tax Paid		
Income Tax	5,22,470.00	5,23,737.00
Net Cash Flow from Operating Activities	(1,02,06,639.34)	(75,50,009.85)
B. Cash Flow from Investing Activities		
Interest Income	58,13,490.64	57,59,614.00
(Purchase) / Sale of Non-Current Investments	-	6,79,400.00
(Purchase) / Sale of Current Investments	25,00,000.00	-
Net Cash Flow from Investing Activities	83,13,490.64	64,39,014.00
C. Cash Flow from Financing Activities		
Increase in Share Capital	-	-
Net Cash flow from Financing Activities	-	-
Net Cash Inflow/ (Outflow) during the period	(18,93,148.70)	(11,10,995.85)
Cash and Cash eq. at the beginning of the Period	23,70,931.10	34,81,926.95
Cash and Cash eq. at the end of the Period	4,77,782.40	23,70,931.10

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

For & on Behalf of the Board

Sd/-
CA Amit Agarwal
Partner
Membership No: 064726

Sd/-
Gopal Agarwal
DIN No - 07822175
Managing Director

Sd/-
Narayan Gope
DIN No - 07792366
Director

Place: Kolkata
Date : 30th May 2019

SIGNIFICANT ACCOUNTING POLICIES AND NOTES ON ACCOUNT FOR THE YEAR ENDING 31ST MARCH 2019**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 L52190WB2011PLC158320 and presently has the authorized capital of Sixteen Crores Rupees. The company is actively engaged in trading of all types of textile goods.

(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.

ADHIRAJ DISTRIBUTORS LIMITED**NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019**

	<u>CURRENT YEAR</u> <u>31.03.2019</u> ₹	<u>PREVIOUS YEAR</u> <u>31.03.2018</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 - 1,56,85,000 Equity Share of Rs.10/- Each)	15,68,50,000.00	15,68,50,000.00
TOTAL	<u>15,68,50,000.00</u>	<u>15,68,50,000.00</u>

(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	20.40%
K. Loganathan	9,50,000	6.06%	9,50,000	6.06%

(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	1,56,85,000	1,56,85,000
Add: Shares issued during the year		
Fresh Allotment	-	-
Equity shares at the end of the year	<u>1,56,85,000</u>	<u>1,56,85,000</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.

ADHIRAJ DISTRIBUTORS LIMITED**NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019**

	CURRENT YEAR 31.03.2019	PREVIOUS YEAR 31.03.2018
	₹	₹
(3) RESERVES AND SURPLUS		
Profit & Loss Account		
As per last Balance Sheet	42,78,415.21	27,59,702.55
Add: Profit for the year	14,87,033.64	15,18,712.66
Closing Balance	57,65,448.85	42,78,415.21
TOTAL	57,65,448.85	42,78,415.21
(4) TRADE PAYABLE		
Trade Payable (Including Acceptance)	34,66,28,726.00	4,60,567.00
	34,66,28,726.00	4,60,567.00
(5) OTHER CURRENT LIABILITIES		
Liabilities for Expenses	24,500.00	5,90,960.00
TDS Payable	2,36,90,000.00	60,000.00
TOTAL	2,37,14,500.00	6,50,960.00
(6) SHORT TERM PROVISIONS		
Provision for Income Tax	5,22,470.00	-
TOTAL	5,22,470.00	-

ADHIRAJ DISTRIBUTORS LIMITED**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 01.04.2018	Addition/ Deduction	As on 31.03.2019	As on 01.04.2018	For the Year	Closing Depreciation as on 31/03/2019	As on 31.03.2019	As on 31.03.2018
Tangible Assets								
Computer & accessories	2,99,250.00		2,99,250.00	2,84,287.00	-	2,84,287.00	14,963.00	14,963.00
Total (7A)	2,99,250.00		2,99,250.00	2,84,287.00	-	2,84,287.00	14,963.00	14,963.00
Intangible Assets	-		-	-	-	-	-	-
Total (7B)	-		-	-	-	-	-	-
Grand Total (7A) + (7B)	2,99,250.00		2,99,250.00	2,84,287.00	-	2,84,287.00	14,963.00	14,963.00
Previous Year	2,99,250.00		2,99,250.00	9,182.00	87,332.00	2,84,287.00	1,98,366.00	1,02,295.00

ADHIRAJ DISTRIBUTORS LIMITED
NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019

	<u>CURRENT YEAR</u>		<u>PREVIOUS YEAR</u>	
	<u>31.03.2019</u>		<u>31.03.2018</u>	
	<u>₹</u>		<u>₹</u>	
(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
Sri Srinadha Steels Pvt. Ltd.	37,800	37,80,000.00	37,800	37,80,000.00
Others		77,62,200.00		77,62,200.00
TOTAL		4,87,76,600.00		4,87,76,600.00
(9) CURRENT INVESTMENTS				
(At Cost, Non Trade)				
Investments in Equity Instruments				
	No of Shares		No of Shares	
<u>A. Equity Shares (Quoted) - Valued at COST</u>				
Kailash Auto Finance Limited	2,28,939	73,93,127.42	2,28,939	73,93,127.42
Surabhi Chemicals & Investments Limited	96,000	87,28,889.19	96,000	87,28,889.19
		1,61,22,016.61		1,61,22,016.61
<u>B. Equity Shares (Unquoted) - Valued at COST</u>				
Mauryan Properties Pvt. Ltd.	-	-	1,000	10,00,000.00
Wevex Devcon Pvt. Ltd.	1,00,000	10,00,000.00	1,00,000	10,00,000.00
Shakti Bulk Carriers Pvt. Ltd.	40,000	10,00,000.00	40,000	10,00,000.00
Others		23,00,000.00		38,00,000.00
		43,00,000.00		68,00,000.00
TOTAL C = (A + B)		2,04,22,016.61		2,29,22,016.61
<u>D. Investment in Mutual Funds</u>				
UTI Floating Rate Fund		20,000.00		20,000.00
		20,000.00		20,000.00
TOTAL E = (C + D)		2,04,42,016.61		2,29,42,016.61
<i>Aggregate Value of Quoted Investments (Rs.)</i>		1,61,22,016.61		1,61,22,016.61
<i>Market Value of Quoted Investments (Rs.)</i>		96,88,920.96		98,65,203.99
<i>Aggregate Value of Unquoted Investments (Rs.)</i>		43,00,000.00		68,00,000.00
<i>Aggregate Provision for diminution in value of investments (Rs.)</i>		-		-
(10) TRADE RECEIVABLES				
(Unsecured and Considered Good)				
Over Six Month		46,49,588.20		24,08,492.30
Others		3,92,00,000.00		34,92,295.20
		4,38,49,588.20		59,00,787.50

ADHIRAJ DISTRIBUTORS LIMITED
NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019

	<u>CURRENT YEAR</u> <u>31.03.2019</u> <u>₹</u>	<u>PREVIOUS YEAR</u> <u>31.03.2018</u> <u>₹</u>
(11) CASH AND CASH EQUIVALENTS		
Cash in hand (As certified by the Management)	12,891.00	4,970.00
Balances with Banks - With Scheduled Bank In Current Accounts	4,64,891.40	23,65,961.10
TOTAL	<u>4,77,782.40</u>	<u>23,70,931.10</u>
(12) SHORT TERM LOANS & ADVANCES (Unsecured , Considered Good)		
Advance recoverable in cash or in kind or for the value to be received	8,88,50,731.64	8,19,15,624.00
<u>Balances with government authorities</u>		
TDS	5,80,124.00	3,19,020.00
GST	3,54,89,339.00	-
TOTAL	<u>12,49,20,194.64</u>	<u>8,22,34,644.00</u>
(13) Revenue from Operations		
Sales	3,50,00,000.00	1,08,57,230.96
TOTAL	<u>3,50,00,000.00</u>	<u>1,08,57,230.96</u>
(14) OTHER INCOME		
Interest Income	58,13,490.64	57,59,614.00
TOTAL	<u>58,13,490.64</u>	<u>57,59,614.00</u>
(15) EMPLOYEE BENEFIT EXPENSES		
Salaries	9,96,621.00	12,55,624.00
Staff Welfare Expenses	2,56,708.00	84,718.00
	<u>12,53,329.00</u>	<u>13,40,342.00</u>

ADHIRAJ DISTRIBUTORS LIMITED**NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019**

	CURRENT YEAR	PREVIOUS YEAR
	31.03.2019	31.03.2018
	₹	₹
(16) OTHER EXPENSES		
<u>Audit Fees</u>		
- As Statutory Auditors	5,600.00	10,750.00
Bank Charges	1,074.00	612.25
Conveyance Expenses	2,20,742.00	2,33,507.00
Filing Fee	2,300.00	12,600.00
Fooding Expenses	1,49,820.00	64,892.00
General Expenses	2,03,038.00	1,62,274.56
Interest Expenses	6,93,089.00	100.00
ISIN Charges	77,970.00	1,20,816.10
Listing Fees	3,92,125.00	4,54,551.00
Office Maintenance expenses	1,91,076.00	1,87,821.00
Office Refreshment expenses	1,47,422.00	75,690.00
Postage	21,002.00	27,142.00
Printing and stationery	1,330.00	60,104.00
Professional Fees	54,754.00	33,000.00
Repair and Maintenance	49,000.00	-
Registrar & Transfer Agent Fees	12,000.00	12,000.00
Rent	19,000.00	39,000.00
Embroidery Expenses	-	10,50,875.00
Telephone Expenses	2,262.00	13,947.00
Transportation Expenses	1,37,413.00	9,000.00
Travelling Expenses	1,68,141.00	1,82,038.00
Website Maintenance Expenses	1,500.00	-
TOTAL	25,50,658.00	27,50,719.91

ADHIRAJ DISTRIBUTORS LIMITED
NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019

(17) Earning per Share

Calculation of Basic and Diluted Earning per share for the years ended 31st March, 2019 & 31st March 2018:

	<u>Current Year</u>	<u>Previous Year</u>
	₹	₹
Basic and Diluted		
(a) Profit attributable to equity shareholders	14,87,033.64	15,18,712.66
	14,87,033.64	15,18,712.66
Number of equity shares at the beginning of the year	1,56,85,000	1,56,85,000
Number of equity shares at the end of the year	1,56,85,000	1,56,85,000
Weighted average number of equity shares outstanding during the year	1,56,85,000	1,56,85,000
Basic Earning Per Share	0.09	0.10
Diluted Earning Per Share	0.09	0.10

(18) 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.

(19) 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

For and on Behalf of Board of Directors

Sd/-
CA Amit Agarwal
(Partner)
Membership No: 064726

Sd/-
Gopal Agarwal
DIN No - 07821175
Managing Director

Sd/-
Narayan Gope
DIN No - 07792366
Director

Place: Kolkata
Date : 30th May 2019

ADHIRAJ DISTRIBUTORS LIMITED

CIN: L52190WB2011PLC158320

Regd Office: 76B, Mahanirban Road

Kolkata-700029, West Bengal

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 9th **ANNUAL GENERAL MEETING** of the Company held on Monday the 30th day of **September, 2019** at **11A.M.** at "76B, Mahanirban Road, Kolkata-700029, West Bengal."*

*Signature of the Member/ Representative/ Proxy Holder**** Strike out whichever is not applicable*

ADHIRAJ DISTRIBUTORS LIMITED

CIN: L52190WB2011PLC158320

Regd Office: 76B, Mahanirban Road
Kolkata-700029, West Bengal

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 **9th ANNUAL GENERAL MEETING** of the Company held on Monday the **30th day of September, 2019** and at any adjournment thereof in respect of the following resolutions:

- Adoption of Balance Sheet, Statement of Profit & Loss, Report of Auditors and Board of Directors for the year ended 31st March, 2019.
- Re-Appointment of Mr. Narayan Gope as Director who is retiring by rotation.

Signed this _____ day of _____ 2019. Signature of Member _____

Revenue
Stamp

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 at 76B, Mahanirban Road, Kolkata-700029, West Bengal not later than 48 hours before the time for holding the meeting.

Form No. MGT- 12
Polling Paper

[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1) (c) of the Companies (Management and Administration) Rules, 2014]

Name of the Company: Adhiraj Distributors Limited				
Registered Office: 76B, Mahanirban Road, Kolkata-700029, West Bengal				
CIN: L52190WB2011PLC158320				
BALLOTPAPER				
S No	Particulars	Details		
1.	Name of the first named Shareholder (In Block Letters)			
2.	Postal address			
3.	Registered Folio No./ *Client ID No. (*applicable to investors holding shares in dematerialized form)			
4.	Class of Share	Equity Shares		
I hereby exercise my vote in respect of Ordinary/Special Resolutions enumerated below by recording my assent or dissent to the said resolutions in the following manner:				
No.	Item No.	No. of Shares held by me	I assent to the resolution	I dissent from the resolution
1.	To adopt Standalone Financial Statements of the Company including Report of Board of Directors and Auditors			
3.	To Reappoint Mr Narayan Gope as Director.			
*Please put a tick mark (✓) in appropriate column against the resolution(s) indicated above. In case of member/proxy wishes his/her vote to be used differently, he/she should indicate the number of shares under the columns 'For' and/or 'Against'				
Place:		(Signature of the shareholder*)		
Date:				

(*as per Company records)