



Aditya Consumer Marketing Limited

CIN : L52190BR2002PLC009872

An ISO 9001:2015 Certified Company

a BSE Listed Company

November 23, 2020

BSE Limited
Phiroze jeejeebhoy Towers
Dalal Street
Mumbai-400001

Scrip Code:- 540146

Sub:- Postal Ballot Notice- Disclosure under Regulation 30 of the SEBI
(Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir,

This is further to our letter dated **November 16, 2020** and pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith a copy of Postal Ballot Notice for seeking consent of the Members of "Aditya Consumer Marketing Limited" ("the Company") to pass the proposed resolutions mentioned in the notice, as Ordinary Resolution/Special Resolution through Postal Ballot only by voting through electronic means ("remote e-voting").

In compliance with Ministry of Corporate Affairs Circulars No. 14/2020 dated April 8, 2020, No. 17/2020 dated April 13, 2020 and No. 33/2020 dated September 28, 2020, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories and whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date i.e. **Friday, November 20, 2020**. The communication of the assent or dissent of the Members would only take place through the remote e-voting system.

The Company has engaged the services of Cameo Corporate Services Limited for providing e-voting facility to all its members. The remote e-voting period commences from Tuesday, 24th November, 2020 at 09:00 a.m. (IST) and ends on Wednesday, 23rd December, 2020 at 05:00 p.m. (IST).

The result of postal ballot will be declared on or before **Friday, December 25, 2020**.

Kindly take the information on record.

Thanking You

Yours Faithfully

For Aditya Consumer marketing Limited

For Aditya Consumer Marketing Limited

Hridaya Narayan Tiwari

Company Secretary

Hridaya Narayan Tiwari
Company Secretary

Encl: As Above



Go SUPER MARKET

Patna

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

Gaya

- Gaya College Road

Go Salon

For Ladies

Patna

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

- Anisabad

Gaya

- Gaya College Road

For Gents

Patna

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



Banquet & Conference Hall

Patna

- Bandar Bagicha
- Kankar Bagh

Gaya

- Gaya College Road

Yo!China

Patna

- Bandar Bagicha
- Ashiana Nagar
- Patna City

Gaya

- Gaya College Road



TAKE-AWAY-EXPRESS

- S K Puri
- Kadam Kuan
- Mumbai

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

T : +91 612 25206 74/854, E : anil.cfo@aditya-patna.com

website : www.adityaconsumer.com

GSTIN : 10AAECA2473N1ZT



ADITYA CONSUMER MARKETING LIMITED

CIN-L52190BR2002PLC009872

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

Website- www.adityaconsumer.com

E-mail Id-cs@adityaconsumer.com

Tel. No.- 0612-2520854/674

NOTICE OF POSTAL BALLOT

Notice pursuant to Section 110 of the Companies Act, 2013, as amended read with Rule 22 of the Companies (Management and Administration) Rules, 2014

Dear Member(s),

NOTICE is hereby given pursuant to Section 110 of the Companies Act, 2013 ("Act") and other applicable provisions, if any, of the Act and Rule 22 of the Companies (Management and Administration) Rules, 2014 ("Rules"), as amended from time to time, read with the Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020 and Circular No. 33/2020 dated September 28, 2020, issued by the Ministry of Corporate Affairs ("MCA") (hereinafter collectively referred to as "MCA Circulars"), for seeking consent of the Members of **Aditya Consumer Marketing Limited** ("the Company") to pass the proposed resolutions mentioned in the notice, as Ordinary Resolution/Special Resolution through Postal Ballot only by voting through electronic means ("remote e-voting").

In compliance with the aforesaid MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company / Registrar & Transfer Agents / Depository Participants as on the cut-off date i.e. **Friday, November 20, 2020**. The communication of the assent or dissent of the Members would only take place through the remote e-voting system.

The remote e-voting period commences from **Tuesday, 24th November, 2020 at 09:00 a.m.** (IST) and ends on **Wednesday, 23rd December, 2020 at 05:00 p.m.** (IST). No remote e-Voting will be allowed after said date and time. The Scrutinizer will submit her report to the Chairman of the Company, or any person authorized by him upon completion of the scrutiny of the votes cast through remote e-voting. The results of the Postal Ballot will be announced on or before 5.00 p.m. (IST) Friday, December 25, 2020 and will be informed to the concerned stock exchange and also be posted on the Company's website i.e. www.adityaconsumer.com.

Special Business:

ITEM NO.1

Approval for payment of remuneration of Mrs. Sunita Sinha (DIN: 01636997), Whole Time Director of the Company

To consider and, if thought fit, to pass the following resolution as **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 197,198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and Regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any amendment(s) or modification(s) or re-enactment thereof) and pursuant to due recommendation of Nomination and

Remuneration Committee and the Board of Directors of the Company, the consent of the Members of the Company be and is hereby accorded for payment of the consolidated remuneration, of Mrs. Sunita Sinha (Whole Time Director) subject to ceiling of Rs. 12,000,000/- (Rupees One Crore Twenty Lakhs) per annum with effect from 1st April, 2020 till the end of their tenure i.e. 27th August, 2022, notwithstanding that such remuneration may exceed the limits specified under Section 197 and Schedule V of the Companies Act, 2013 and Regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

“FURTHER RESOLVED THAT where in any financial year during the tenure of Mr. Sunita Sinha, Whole Time Director, the Company has no profit or inadequate profit, the aforesaid remuneration or remuneration as may be approved by the Board of Directors of the Company from time to time shall be paid as minimum remuneration.”

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

Item No. 2.

Approval of appointment of Mr. Anant Upadhyay (DIN- 08847156) as an Independent Director of the Company, to hold office for a term of 5 (five) consecutive years from November 16, 2020 to November 15, 2025.

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

“RESOLVED THAT pursuant to the provisions of Sections 150, 152, 161 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory amendment(s) or modification(s) thereto or enactment(s) or re-enactment(s) thereof for the time being in force) and on the basis of recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, Mr. Anant Upadhyay (DIN- 08847156) who was appointed as an Additional Director designated as an Independent Director of the Company and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company;

“FURTHER RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory amendment(s) or modification(s) thereto or enactment(s) or re-enactment(s) thereof for the time being in force) and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or amendment(s) thereof for the time being in force), Mr. Anant Upadhyay (DIN- 08847156), Director of the Company be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (Five) consecutive years with effect from November 16, 2020 to November 15, 2025 and that he shall not be liable to retire by rotation;

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

Item No. 3.

Approval of appointment of Mr. Atul Sinha (DIN- 08948807) as an Independent Director of the Company, to hold office for a term of 5 (five) consecutive years from November 16, 2020 to November 15, 2025.

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

“RESOLVED THAT pursuant to the provisions of Sections 150, 152, 161 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory amendment(s) or modification(s) thereto or enactment(s) or re-enactment(s) thereof for the time being in force) and on the basis of recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, Mr. Atul Sinha (DIN- 08948807) who was appointed as an Additional Director designated as an Independent Director of the Company and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company;

“FURTHER RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory amendment(s) or modification(s) thereto or enactment(s) or re-enactment(s) thereof for the time being in force) and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or amendment(s) thereof for the time being in force), Mr. Atul Sinha (DIN- 08948807), Director of the Company be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (Five) consecutive years with effect from November 16, 2020 to November 15, 2025 and that he shall not be liable to retire by rotation;

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

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

**Place : Patna
Date: November 16, 2020**

**Hridaya Narayan Tiwari
Company Secretary
ACS-41214**

NOTES:-

1. The Explanatory Statement for the proposed resolution mentioned above pursuant to Section 102 of the Companies Act, 2013 read with Rule 22 of Companies (Management and Administration) Rules, 2014, including amendment thereto, setting out material facts is annexed to this Notice.
2. **In compliance with the Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020 and Circular No. 33/2020 dated September 28, 2020 issued by the Ministry of Corporate Affairs (“MCA”) (hereinafter collectively referred to as “MCA Circulars”), this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the RTA/Company/Depositories.**
3. The Notice is available on the Company’s website viz. www.adityaconsumer.com and on the website of e-voting www.evotingindia.com.
4. The Resolution, if passed by requisite majority, will be deemed to have been passed on the last date of remote e-voting i.e. Wednesday, December 23, 2020.
5. The remote e-voting period commences from **Tuesday, 24th November, 2020 at 09:00 a.m.** (IST) and ends on **Wednesday, 23rd December, 2020 at 05:00 p.m.** (IST). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Friday, November 20, 2020 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

6. The Scrutinizer will submit her report to the Chairman or any person authorized by him after the completion of scrutiny of e-voting, and will be announced by the Chairman of the Company or any person duly authorized by him on or before Friday, December 25, 2020. The result of the voting will also be displayed on the website of the Company (www.adityaconsumer.com), besides being communicated to the Stock Exchanges.
7. A person whose name appears in the Register of Members / List of Beneficial Owners as on the cut-off date i.e. **Friday, November 20, 2020**, shall be entitled to vote through e-voting on the resolution(s) set forth in the Notice. The voting rights of the Members shall be reckoned on the paid-up value of the shares registered in the name of the Member / Beneficial Owner as on the Cut-off date. Any person who is not a Member of the Company as on the Cut-off date should treat this Notice for information purpose only.
8. The Board of Directors of the Company, at its meeting held on 16th November, 2020, have appointed **Miss. Ekta Kumari (Membership No. 43392, CP No. 16019) of K.E & Company**, Company Secretaries as the Scrutinizer to conduct the Postal Ballot through e-voting process in a fair and transparent manner.
9. Members, who have not registered their e-mail address, are requested to register the same with the Company's Registrar and Transfer Agent / Depository Participant(s) to enable the Company to send future communication(s) in electronic form.
10. Members are requested to carefully read the instructions printed in the Postal Ballot Notice given above before casting their vote electronically.

11. Voting Through Electronic Means:

In compliance with the provisions of Sections 108, 110 and other applicable provisions of the Act read with the Companies (Management and Administration) Rules 2014 and Regulation 44 of the Listing Regulations, the Company is pleased to provide e-voting facility to all its Members, to enable them to cast their votes electronically instead of dispatching the physical postal ballot form by post. The Company has engaged the services of Central Depository Services Limited (CDSL) for the purpose of providing e-voting facility to all its Members.

The instructions for e-voting are as follows:

- I. The shareholders should log on to the e-voting website www.evotingindia.com.
- II. Click on Shareholders.
- III. Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- IV. Next enter the Image Verification as displayed and Click on Login.
- V. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

VI. If you are a first-time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none">• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field
Dividend Bank Details or Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none">• If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v)

VII. After entering these details appropriately, click on "SUBMIT" tab.

VIII. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

IX. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

X. Click on the EVSN for the relevant <Aditya Consumer Marketing Limited>on which you choose to vote.

XI. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

XII. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

XIII. After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

XIV. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

- XV. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- XVI. If a demat account holder has forgotten the login password, then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- XVII. Note for Non-Individual Shareholders and Custodians:
- ❖ Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - ❖ A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - ❖ After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - ❖ The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - ❖ A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favor of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- XVIII. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 and 110 OF THE COMPANIES ACT, 2013
FORMING PART OF THE NOTICE OF POSTAL BALLOT**

Item No. 1-Approval for payment of remuneration of Mrs. Sunita Sinha (Whole Time Director)

Pursuant to the amended Section 197 of the Act, companies have been permitted to pay remuneration to managerial personnel in excess of the limits prescribed under Section 197 read with Schedule V to the Act with the consent of the members of the company given by way of a special resolution.

As per Regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) which has come into force from April 01, 2019, fees or compensation payable to executive directors who are promoters or members of the promoter group, would require the approval of the Members of the Company by way of a special resolution if the annual remuneration payable to such executive director exceeds Rs. 5 crore or 2.5% of the net profits of the Company, whichever is higher; or where there is more than one such director, the aggregate annual remuneration to such directors exceeds 5 % of the net profits of the Company.

The Nomination and Remuneration Committee and the Board of Directors of the Company in their respective meetings held on Tuesday, 16th November, 2020 after having considered the contribution made by Mrs. Sunita Sinha (Whole Time Director) during his tenure have approved the payment of consolidated remuneration as mentioned above in the resolution subject to approval from the Members of the Company by way of special resolution.

The following information pertaining to Mrs. Sunita Sinha (Whole Time Director) are furnished pursuant to the provisions of Schedule V to the Companies Act, 2013:

I. General Information:

- (i) Nature of Industry: Multi Brand Retail Trading
- (ii) Date or expected date of commencement of commercial production –Not Applicable
- (iii) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus- Not applicable
- (iv) Financial performance based on given indicators:

Financial Performance of the Company for the year ended 31st March, 2020 and half year ended as on 30th September, 2020

	Rs. (in crore)	
	Year ended (2019-20)	Half year ended (30.09.2020)
Revenue (Gross)	93.12	49.40
Less: Taxes	9.80	5.06
Revenue (Net)	83.32	44.34
Other Income	0.14	.08
Total Income	83.46	44.42
Less: Expenditure	78.46	45.47
Earning before financial charges, depreciation & amortization and taxes (EBITDA)	5.00	-1.05
Less: Exceptional Items	1.91	-

Less: Depreciation & Amortization	1.86	0.94
Financial Charges	0.72	0.40
Provision for taxes	0.14	0.01
Earnings/Profit after taxes (PAT)	0.37	-2.40

- (v) Foreign investments or collaborators if any: Not applicable

II. Information about the appointee:

- (i) Background Details, Job Profile and his suitability:

Mrs. Sunita Sinha is the Promoter and Whole Time Director of the Company. She is Graduated in the field of Arts from the University of Magadh. Extensive experience of 18 years in various business verticals. She has been the driving force in the organisation since its inception. She mainly looks into the operations of Beauty & wellness vertical.

- (ii) Past Remuneration:

Remuneration drawn during the Financial year 2019-20 mentioned below:- Rs. 72,00,000.00

- (iii) Recognition or awards: Not Applicable

- (iv) Remuneration proposed: As mentioned in the Resolution stated above

- (v) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person:

The remuneration paid was below the prevailing remuneration in the industry of similar size for similarly placed persons. The remuneration was determined by the Nomination and remuneration committee, taking into consideration the size of the Company, the profile of the appointee, the responsibilities shouldered by her and the industry benchmarks, the remuneration proposed to be paid is commensurate with the remuneration packages paid to similar senior level appointee in other companies.

- (vi) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.

Besides the remuneration paid to Mrs. Sunita Sinha as Whole Time Director, does not have any other pecuniary relationship with the Company.

Further, Mrs. Sunita Sinha is the wife of Mr. Yashovardhan Sinha, Managing Director of the Company.

III. Other Information:

- (i) Reasons of loss or inadequate profits

The proposed remuneration is not falling within the limits specified under section 197 of the Companies Act, 2013. However, the same is in line within the industry standards for managerial remuneration personnel falling under the same cadre.

- (ii) Steps taken or proposed to be taken for improvement- NA

(iii) Expected increase in productivity and profits in measurable terms:

In the competitive environment, it is difficult to estimate the revenue/profits in measurable terms. As the Company is taking numerous initiatives to improve its financial position and the management is confident of increase in revenue and profits in coming years.

Item No. 2 –Approval of appointment of Mr. Anant Upadhyay (DIN- 08847156) as an Independent Director of the Company

The Board of Directors of the Company based on the recommendation of the Nomination and Remuneration Committee, had approved the appointment of Mr. Anant Upadhyay (DIN- 08847156) as an Additional Director designated as Independent Director on November 16, 2020 in terms of Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 (“Listing Regulations”), Sections 149, 150, 152, Schedule IV and other applicable provisions, if any, of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory amendment(s) or modification(s) thereto or enactment(s) or re-enactment(s) thereof for the time being in force), to hold office for a term of 5 (five) consecutive years from November 16, 2020 to November 15, 2025, not liable to retire by rotation, subject to the approval of the Members.

Mr. Anant Upadhyay is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has consented to act as Director of the Company. The Company has also received declaration from Mr. Anant Upadhyay that he meets the criteria of independence as prescribed under Section 149 read with Schedule IV to the Act and the Listing Regulations.

The Company has received a notice in writing from a Member pursuant to Section 160 of the Act, proposing the candidature of Mr. Anant Upadhyay for the office of Director of the Company, to be appointed as such under the provisions of Section 149 of the Act.

In the opinion of the Board, Mr. Anant Upadhyay fulfills the conditions for appointment as an Independent Director as specified in the Act and Listing Regulations and is independent of the Management.

The Board recommends the Ordinary Resolution as set out in Item No. 2 of this Notice for the approval of the Members.

Other than Mr. Anant Upadhyay, none of the Directors, Key Managerial Personnel or their relatives are concerned or interested, financial or otherwise in the proposed Ordinary Resolution as set out in Item No. 2 of this Notice.

A brief profile of Mr. Anant Upadhyay is given below:

Anant Upadhyay has started his career as probationary officer in “Bank of India” in February, 1983 and worked for 35 years in Banking and Insurance companies in India and abroad also. He is proficient in major aspect of bank management and operations including Strategy and Economic Intelligence, Change Management and Exposure to international banking in multi-currency environment at Hong Kong.

He has been appointed by Ministry of Finance, Govt. of India in consultation with Central Vigilance Commission (CVC) for deputation as Chief Vigilance Officer (CVO) at State bank of Patiala and New India Assurance including additional charge at NABARD.

He also served as Chief Financial Officer (CFO) at Bank of India (BOI) and responsible for accurate disclosures to SEBI and RBI.

Currently he is working as an Additional Director in “PNB Investment Services Limited” from 22nd August, 2020.

Relevant details relating to appointment of Mr. Anant Upadhyay as required by the Act, Listing Regulations and Secretarial Standard- 2 on General Meetings issued by the ICSI, are provided in the **Annexure - 1** to this Notice.

Item No. 3 –Approval of appointment of Mr. Atul Sinha (DIN- 08948807) as an Independent Director of the Company

The Board of Directors of the Company based on the recommendation of the Nomination and Remuneration Committee, had approved the appointment of Mr. Atul Sinha (DIN- 08948807) as an Additional Director designated as Independent Director on November 16, 2020 in terms of Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 (“Listing Regulations”), Sections 149, 150, 152, Schedule IV and other applicable provisions, if any, of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory amendment(s) or modification(s) thereto or enactment(s) or re-enactment(s) thereof for the time being in force), to hold office for a term of 5 (five) consecutive years from November 16, 2020 to November 15, 2025, not liable to retire by rotation, subject to the approval of the Members.

Mr. Atul Sinha is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has consented to act as Director of the Company. The Company has also received declaration from Mr. Atul Sinha that he meets the criteria of independence as prescribed under Section 149 read with Schedule IV to the Act and the Listing Regulations.

The Company has received a notice in writing from a Member pursuant to Section 160 of the Act, proposing the candidature of Mr. Atul Sinha for the office of Director of the Company, to be appointed as such under the provisions of Section 149 of the Act.

In the opinion of the Board, Mr. Atul Sinha fulfills the conditions for appointment as an Independent Director as specified in the Act and Listing Regulations and is independent of the Management.

The Board recommends the Ordinary Resolution as set out in Item No. 3 of this Notice for the approval of the Members.

Other than Mr. Atul Sinha none of the Directors, Key Managerial Personnel or their relatives are concerned or interested, financial or otherwise in the proposed Ordinary Resolution as set out in Item No. 3 of this Notice.

A brief profile of Mr. Atul Sinha is given below:

Mr. Atul Sinha has started his carrier as Probationary Officer, with “Sate Bank of Travancore” in the year 1982 for 8 months and in the year 1983 he joined “Andhra Bank” for 8 months only.He joined “UCO Bank” in November, 1983 again as Probationary Officer and rose to the rank of General Manager and worked across the Country as Branch Head, Zonal Head and Circle Head in operations and headed IT & BRP Department at the Head Office.

In the last 3 years of service beginning from April 2017, functioned as Chief Vigilance Officer of National Housing Bank, IFCI Ltd. & Oriental Bank of Commerce for different durations and retired from service on 31st December, 2019.Relevant details relating to appointment of Mr. Atul Sinha as required by the Act, Listing Regulations and Secretarial Standard- 2 on General Meetings issued by the ICSI, are provided in the **Annexure - 2** to this Notice.

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

**Place : Patna
Date: November 16, 2020**

**Hridaya Narayan Tiwari
Company Secretary
ACS-41214**

ANNEXURE-1

Name	Anant Upadhyay
Date of Birth	07 th September, 1958
Nationality	Indian
Date of Appointment	16 th November, 2020
Qualification	Graduate
Experience and expertise in specific functional area	Please refer Explanatory Statement to this Notice
Directorship held in other Companies.	Director- PNB Investment Services Limited
Memberships in the Committees of Board of other listed companies	Nil
Membership / Chairmanship of Committees of other companies	Member - Audit Committee, Nomination & Remuneration Committee and CSR Committee- PNB Investment Services Limited
Number of Equity Shares held in this Company	Nil
Terms and Condition of Appointment	Pursuant to the recommendation of the members of the Nomination and Remuneration Committee and the Board of Directors in their respective meetings held on November 16, 2020, approval of the shareholders of the Company is sought for appointment of Mr. Anant Upadhyay as an Independent Director on the Board of the Company to hold office for a term of five consecutive years effective from November 16, 2020. As per the provisions of Section 152 of the Act, he is not liable to retire by rotation.
Details of proposed remuneration	Sitting Fees and Profit - based Commission as may be approved in accordance with the applicable provisions of law.
Number of meeting of the Board and Committee meetings attended during the Financial year 2020-21	NA
Relationship with other Directors, Manager and Key Managerial Personnel of the Company	Mr. Anant Upadhyay is not related to Directors, Manager, and Key Managerial Personnel of the Company.
Details of last drawn salary	NA

ANNEXURE-2

Name	Atul Sinha
Date of Birth	20 th December, 1959
Nationality	Indian
Date of Appointment	16 th November, 2020
Qualification	BA (Honours in Sociology)
Experience and expertise in specific functional area	Please refer Explanatory Statement to this Notice
Directorship held in other Companies.	Nil
Memberships in the Committees of Board of other listed companies	Nil
Membership / Chairmanship of Committees of other companies	Nil
Number of Equity Shares held in this Company	Nil
Terms and Condition of Appointment	Pursuant to the recommendation of the members of the Nomination and Remuneration Committee and the Board of Directors in their respective meetings held on November 16, 2020, approval of the shareholders of the Company is sought for appointment of Mr. Atul Sinha as an Independent Director on the Board of the Company to hold office for a term of five consecutive years effective from November 16, 2020. As per the provisions of Section 152 of the Act, he is not liable to retire by rotation.
Details of proposed remuneration	Sitting Fees and Profit - based Commission as may be approved in accordance with the applicable provisions of law.
Number of meeting of the Board and Committee meetings attended during the Financial year 2020-21	NA
Relationship with other Directors, Manager and Key Managerial Personnel of the Company	Mr. Atul Sinha is not related to Directors, Manager, and Key Managerial Personnel of the Company.
Details of last drawn salary	NA