



ADD SHOP PROMOTIONS LTD.

CIN :- U51109GJ2013PLC076482

Reg. Office : B-304, Imperial Heights, 150 Ft. Ring Road,
Rajkot.- 360005, Gujarat (INDIA) Ph.: 0281- 2580399

ADD SHOP PROMOTIONS LTD.

World's Greatest Opportunity

Date: August 31, 2019

To,
Department of Corporate Service
BSE Limited
P. J. Tower, Dalal Street,
Fort,
Mumbai - 400001

Dear Sir,

BSE Scrip Code: 541865

Sub: Submission of Annual Report for the Financial Year 2018-19 pursuant to Regulation 34 (1) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015.

With reference to the captioned subject and Regulation 34 (1) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, please find enclosed herewith the Annual Report of the Company for the Financial Year 2018-19.

Please take note of the same in your records.

Thanking you,
Yours faithfully,

For, Add – Shop Promotions Limited

F. D. Shah
Falguni Shah
Company Secretary



Encl: As above

06th
ANNUAL REPORT

ADD – SHOP PROMOTIONS LIMITED

ADD-SHOP PROMOTIONS LIMITED

CIN: U51109GJ2013PLC076482

Annual General Meeting

Thursday, 05th September, 2019

At

B-304, Imperial Height,
150 Ft Ring Road,
Rajkot - 360005

At

02:00 P.M.

The Shareholders are requested to bring their copy of the Annual Report along with them at the Annual General Meeting, since copy of the Report will not be distributed at the meeting.

Registrar and Share Transfer Agent

Cameo Corporate Services Limited
Subramanian Building,
1, Club House Road,
Chennai – 600 005

Auditors

M/s. SADP & Co
BB House, 5 Collegewadi
Near Kathiawad Gymkhana,
Off. Dr. Radhakrishnan Road,
Rajkot – 360001

Registered Office: B-304, Imperial Height, 150 Ft Ring Road, Rajkot – 360005

Board of Directors

DINESHBHAI BHANUSHANKAR PANDYA
Managing Director

JAYSHREE DINESHBHAI PANDYA
Non executive director

DEVIBEN DINESHBHAI PANDYA
Executive director

DEVANG DINESHBHAI PANDYA
Executive director

JIGAR DINESHKUMAR PANDYA
Executive director
RAJESHKUMAR RASIKLAL PAREKH
Independent Director

VIVEK GOPALBHAI DADHANIA
Independent Director

RUSHABH VORA
Independent Director

YAGNIK DILIPBHAI MUNDADIYA
Independent Director

KINJAL JASMATBHAI KHUNT
Independent Director

FALGUNI DHRUMIL SHAH
Company Secretary & Compliance Officer

Email: investor@addshop.co.in

Tel. No. 0281-2580499

www.addshop.co

ADD-SHOP PROMOTIONS LIMITED

NOTICE

Notice is hereby given that the 06th Annual General Meeting of the members of **ADD-SHOP PROMOTIONS LIMITED** will be held at 02.00 P.M. on Thursday, 05th day of September, 2019 at the Registered Office of the Company at B-304, Imperial Height, 150 Ft Ring Road, Rajkot - 360005 to transact the following businesses:

Ordinary Business:

1. To consider and adopt the Balance Sheet as at 31st March, 2019, Profit & Loss Account and Cash Flow Statement of the Company for the financial year ended on that date together with reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mrs. Jayshree Dineshbhai Pandya (DIN: 06647308), who retires by rotation and being eligible, offers himself for re-appointment.
3. Appointment of Statutory Auditor to fill casual vacancy

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

“RESOLVED THAT pursuant to the provisions of Section 139(8) of the Companies Act, 2013 read with the Companies (Audit and Auditors Rules, 2014 (the Rules)), including any statutory modification(s) or re-enactment(s) thereof for the time being in force and pursuant to recommendation made by the Board of Directors at its meeting held on 19/04/2019 M/s. SADP & Co., Chartered Accountants (Firm Registration No. 112625W), be and are hereby appointed as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. C. S. Gajera & Co., Chartered Accountants (Firm Registration No. 128504W) and that they shall hold the office from the conclusion of this Annual General Meeting until the conclusion of fifth Annual General Meeting of the Company at such remuneration as may be agreed upon between the Auditor and the Directors of the Company.

By order of the Board of Directors

Place: Rajkot
Date: 05/08/2019

Sd/-
Falguni Shah
Company Secretary

ADD-SHOP PROMOTIONS LIMITED

Explanatory Statement under Section 102(1) of the Companies Act, 2013:

M/s. C. S. Gajera & Co., Chartered Accountants (Firm Registration No. 128504W) have tendered their resignation from the position of Statutory Auditors due to their Pre-Occupation and other assignments to act as Statutory Auditor of Add-Shop Promotions Limited, resulting into a casual vacancy in the office of Statutory Auditors of the Company as envisaged by Section 139(8) of the Companies Act, 2013. Casual vacancy caused by the resignation of auditor can be filled by the shareholders in General Meeting within three months from the date of recommendation of the Board of Directors of the Company.

The Board of Directors of the Company recommended at its meeting held on 19/04/2019 that M/s. SADP & Co., Chartered Accountants (Firm Registration No. 112625W), be appointed as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. C. S. Gajera & Co., Chartered Accountants. M/s. C. S. Gajera & Co., Chartered Accountants (Firm Registration No. 128504W), have conveyed their consent to be appointed as the Statutory Auditors of the Company along with a confirmation that, their appointment, if made by the members, would be within the limits prescribed under the Companies Act, 2013.

Accordingly, Ordinary Resolution is submitted to the meeting for the consideration and approval of members. None of the Directors, Key Managerial Persons or their relatives, in any way, concerned or interested in the said resolution.

Notes:

- 1) The relevant details of the Directors seeking re-appointment under item No 3 above as required by Regulation 26 (4) and 36(3) of the Securities Exchange Board of India (Listing Obligations and Disclosures Requirement) Regulations, 2015 (Listing Regulations) and as required under Secretarial Standards-2 on General Meetings issued by the Institute of Company Secretaries of India is annexed hereto.
- 2) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY- EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
- 3) A person can act as a proxy on behalf of Members not exceeding fifty in number and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A Member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as a proxy and such person shall not act as proxy for any other person or shareholder.
- 4) Corporate Members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company, a certified copy of the relevant Board Resolution along with their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the Meeting.

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- 5) Members holding shares in physical form are requested to advise any change of communication address immediately to the Registrar and Share Transfer Agent, M/s. Cameo Corporate Services Limited, Subramanian Building , # 1, Club House Road, Chennai – 600 002.
- 6) The Register of Members and Share Transfer Books of the Company shall remain closed from Thursday, 29th August, 2019 to Thursday, 05th September, 2019 (both days inclusive) for the purpose of Annual General Meeting.
- 7) The register of contracts or arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, the Register of Directors and Key Managerial Personal and their share holding maintained under Section 170 of the Companies Act, 2013 read with Rules made there under would be available for inspection by the Members at the Registered Office of the Company on working days, except Saturdays, Sundays and public holidays, between 10:00 A.M. to 04:00 P.M up to the date of the Annual General Meeting.
- 8) Members are requested to bring their copies of the company's annual report and accounts for the financial year ended 31st March, 2019. Members are also requested to bring their attendance slips duly completed and signed mentioning therein details of their DP ID and Client ID/Folio No.
- 9) 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 at the Meeting.
- 10) The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to the Depository Participants with whom they maintain their d-mat accounts. Members holding shares in physical form should submit their PAN to the Registrar and Share Transfer Agent of Company.
- 11) Members are requested to d-materialize their physical shareholding at the earliest. Your Company has dematerialization connectivity with both NSDL & CDSL and the ISIN of the Company is INE01B501018.
- 12) To prevent fraudulent transaction, Members are advised to exercise due diligence and notify the Company any change in address or demise of any Members as soon as possible. Members are also advised not to leave their d--mat account(s) dormant for a long. Periodic statement of holding should be obtained from the concerned DP and holding should be verified.
- 13) The route map showing direction to reach the venue of the 06th Annual General Meeting is given as a part of this Annual Report as per the requirements of the Secretarial Standard-2 on "General Meetings".
- 14) Queries on the Accounts and Operations of the Company, if any, may be sent to the company at its registered office at least seven days in advance of the meeting with attention marked to Managing Director.

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- 15) The register of members and share transfer books of the company will remain closed from 29.08.2019 to 05.09.2019 both days inclusive.
- 16) Electronic copy of the 06th Annual Report for the 2018-19 and Notice of the 06th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company / Depository Participant(s) / Registrar and Transfer Agents for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email addresses, physical copies of the 06th Annual Report and Notice of the 06th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with the Attendance Slip and Proxy Form is being sent in the permitted mode.

Voting Through Electronic Means:

- Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time, and Regulation 44 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, Add-Shop Promotions Limited (“the Company”) is pleased to offer e-voting facilities to the Members to cast their votes electronically on all the resolutions set forth in the Notice convening the Sixth Annual General Meeting (“AGM”) scheduled to be held on Thursday, September 05, 2019, at 02.00 P.M. The Company has engaged the services of Central Depository Services Limited (CDSL) to provide e-voting facility. The e-voting facility is available at the link www.evotingindia.com
 - The voting period begins at 09.00 a.m. IST on Monday September 02nd, 2019 and ends at 5.00 p.m. IST on Wednesday September 04th, 2019. During this period, Members of the Company, holding shares either in physical form or in dematerialized form (as on the cut-off date which is Saturday August 31st, 2019), may cast their vote electronically. The voting rights of Members shall be in proportion to their shares in the paid up equity share capital of the Company as on this cut-off date. The e-voting module shall be disabled by CDSL for voting after 5.00 p.m. IST on Wednesday September 04th, 2019.
- (i) The shareholders should log on to the e-voting website www.evotingindia.com.
 - (ii) Click on Shareholders / Members
 - (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.

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

- (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 <Add-Shop Promotions Limited> on which you choose to vote.

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- (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 changed 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) **Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (xviii) **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 favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

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- (xix) 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.
- (xx) The facility for voting through ballot paper shall also be made available at the AGM and the members attending the meeting shall be able to exercise their right to vote at the meeting through ballot paper in case they have not casted their vote by remote e-voting.
- (xxi) The members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
- (xxii) The Company has appointed Mr. Jatin Kapadia, Practising Company Secretaries, as the scrutinizer for conducting the e-voting process as well as the Ballot process at the Annual General Meeting (AGM) in a fair and transparent manner and submits a report thereon.
- (xxiii) The Scrutinizer shall, after the conclusion of voting at the Annual General Meeting (AGM), first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than two days of the conclusion of the Annual General Meeting (AGM), a consolidated scrutinizer’s report of the total votes cast to the Chairman of the Annual General Meeting (AGM) who shall countersign the same and declare the results of the voting forthwith.
- (xxiv) The Results declared along with the Scrutinizer’s Report shall be placed on the Company’s website www.addshop.co and shall also be communicated to the BSE Limited, on which shares of the Company are listed.

By order of the Board of Directors

Place: Rajkot
Date: 05/08/2019

Sd/-
Falguni Shah
Company Secretary

ADD-SHOP PROMOTIONS LIMITED

ANNEXURE TO ITEM NO. 3 OF THE NOTICE

Details of Director seeking re-appointment at the 06th Annual General Meeting

[In pursuance of Regulation 36(3) of SEBI (Listing obligation and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”)]

Name of the Director	Jayshree Dineshbhai Pandya
DIN	006647308
Date of Birth	10/05/1972
Nationality	Indian
Date of first appointment in the current designation	25/12/2017
Qualification	Up to 10th (G.S.E.B)
Experience	She has the good knowledge of Herbal Products and Marketing.
Shareholding in the Company: Number of Equity Shares	196875 Shares
Terms and conditions of appointment or re-appointment along with details of remuneration	-
Remuneration last drawn	NIL
No. of Meeting of the Board attended during the year	All
Directorships* of other Companies (Excluding Add-Shop Promotions Limited)	Dada Organics Private Limited
Membership/Chairmanship of Committee of other Companies (Excluding Add-Shop Promotions Limited)	NIL
Inter-se relationships between: <ul style="list-style-type: none">DirectorsKey Managerial Personnel	Not Applicable Not Applicable

***Directorship includes all the companies incorporated in India.**

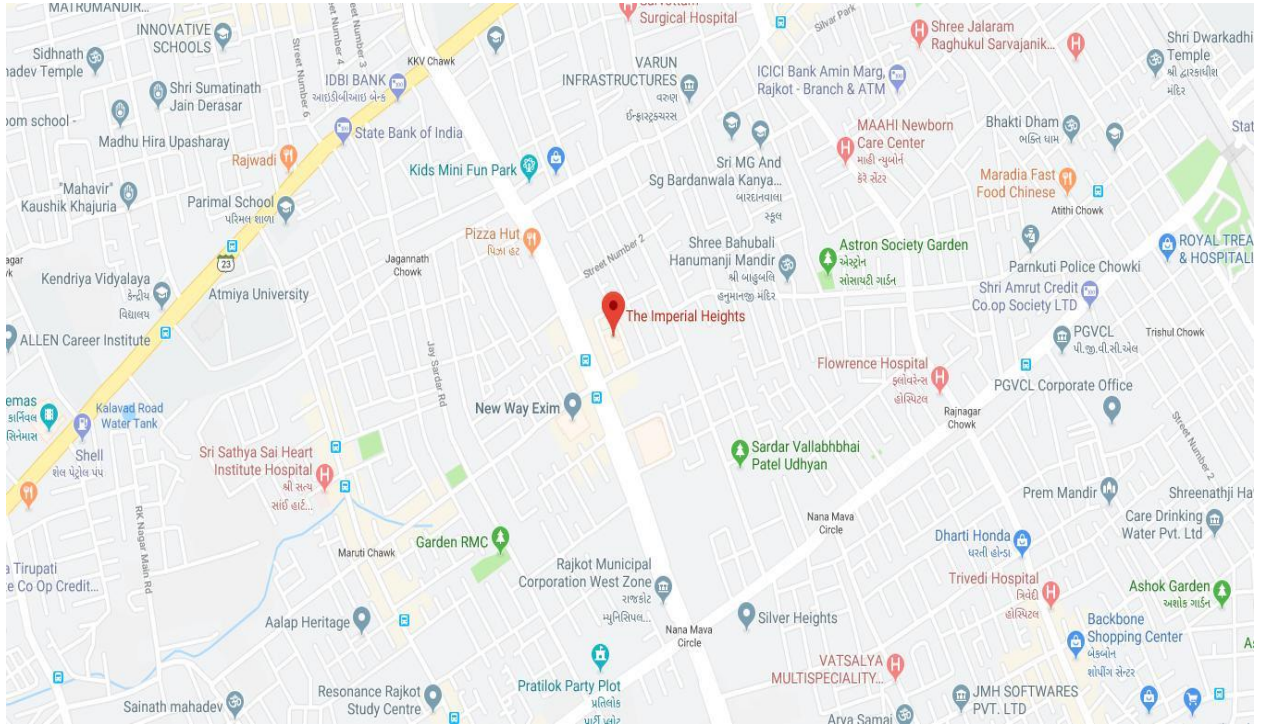
By order of the Board of Directors

Place: Rajkot
Date: 05/08/2019

Sd/-
Falguni Shah
Company Secretary

ADD-SHOP PROMOTIONS LIMITED

ROUTE MAP TO THE VENUE OF AGM



ADD-SHOP PROMOTIONS LIMITED

B-304, Imperial Heights, 150 Feet Ring Road, Rajkot – 360005



0281-2580499



investor@addshop.co



www.addshop.co

DIRECTOR'S REPORT

To,
The Members of
Add-Shop Promotions Limited

The Directors take pleasure in presenting the 06th Annual Report together with Audited accounts of the company for the year ended on 31st March, 2019 which they trust, will meet with your approval.

Financial Result:

(Rs. In Lakhs)		
PARTICULARS	YEAR ENDED 31.03.2019	YEAR ENDED 31.03.2018
Income for the year	2274.38	1254.89
Other Income	-	0.62
Total Income	2274.38	1255.52
Profit before Financial Cost, Depreciation and Taxation	179.35	40.44
Less: Financial Cost	51.44	3.07
Operating profit before Depreciation & Taxation	127.90	37.37
Less: Depreciation	9.81	5.26
Profit before Taxation	118.09	32.11
Provision for Taxation :		
Current Tax/Excess Short Provision	28.57	8.99
Deferred Tax	2.89	0.17
Profit After Taxation	86.63	22.96

Dividend:

In order to conserve and plough back to the resources, your directors have not recommended any dividend for the year on equity shares of the Company.

Operations:

The total revenue during the year have been Rs. 2274.38 lakhs compared to Rs.1255.52 lakhs in the previous year. The Company's Profit for the year before depreciation, interest and taxation has been Rs. 127.90 lakhs (P.Y. Rs. 37.37 lakhs) and the Net Profit after interest, depreciation, prior period adjustments & taxes are Rs.86.63 lakhs (P.Y. Rs. 22.96 lakhs).

Share capital:-

The paid up equity share capital as on 31st March, 2019 stood at Rs. 6,47,41,250/- i.e.64,74,125equity shares of Rs. 10/- each.

Initial Public Offering:

The Company had came out with Initial Public Offering of 23,96,000 equity shares of Rs 10/- each at a premium of Rs 16/- per equity shares aggregating to Rs. 622.96 lakhs and Company got listed its entire equity shares on BSE SME Platform dated September 10,2018.

Listing:

The Equity Shares of the Company are listed on SME Platform of BSE Limited. The Company is regular in payment of all kind of fees to the exchange for the year 2018-19. The Company got listed on BSE SME platform on date 10/09/2018. The members are requested to take note of the same. The ISIN and Scrip Code of the Company is as under:

ISIN: INE01B501018

Scrip Code: 541865

Particulars of Loans, Guarantee or Investments:

The Company has not given any loans or guarantees covered under the provisions of section 186 of the Companies Act, 2013 during the financial year 2018-19.

Disclosure Under Rule 8 (5) Of Companies (Accounts) Rules, 2014:**Change in Nature of Company Business:**

During the year under review, the business of the company has not been changed.

Details of Directors/Key Managerial Personnel Appointed / Resigned:

During the year under review, below mentioned directors have been appointed / resigned:

Appointment:

- Ms.Falguni Dhrumil Shah appointed as a Company Secretary and Compliance Officer of the Company on June 23, 2018
- Ms. Kinjal Khunt, Mr.Yagnik Mundadiya, Mr.Rushabh Vora and Mr.Vivek Dadhanania were appointed as an Additional Independent Director of the Company on June 25, 2018 and subsequently were regularized as an Independent Director on June 27, 2018.
- Mr. Rajeshkumar Parekh was appointed as an Additional Independent Director of the Company on May 26,2018 and subsequently were regularized as Independent Director on May 31,2018.

- Mrs.Deviben Pandya is the Executive Director of our Company. She was appointed as an additional Director of our Company on May 10, 2018 and was regularised as an Executive Director on May 31, 2018.
- Mr.Jigar Pandya is the Executive Director of our Company He was appointed as an additional Director of our Company on May 10, 2018 and was regularised as an Executive Director on May 31, 2018.
- Mr.Devang Dineshbhai Pandya is the Executive Director of our Company. He was appointed as an additional Director of our Company on May 10, 2018 and was regularised as an Executive Director on May 31, 2018. Further, he was appointed as a Chief Financial Officer on May 26, 2018

Resignation:

- Mr. Kanubhai Kheni was resigned from the post of Director with effect from 19th April, 2018
- Mr. Raj Haridutt Sharma, Mr.Girish Mahalingaiah, Mr.Mahendra Khengar and Mr.Mangilal Panchal were resigned from the post of Director with effect from 23rd June, 2018.

Details of Holding / Subsidiary Companies / Joint Ventures / Associate Companies:

During the year under review, there was no holding / Subsidiary Company / Joint Ventures / Associate Companies.

Event Subsequent to the Date of Financial Statement

There were no material changes and commitments affecting the financial position of the Company subsequent to the end of the financial year.

Deposit:

The Company has not invited any deposit other than the exempted deposit as prescribed under the provision of the Companies Act, 2013 and the rules framed there under, as amended from time to time. Hence there are no particulars to report about the deposit falling under Rule 8 (5) (v) and (vi) of Companies (Accounts) Rules, 2014.

Details of Significant and Material Orders passed by Regulators or Courts or Tribunals:

During the year under review there were no significant and material orders passed by any Regulators or Court or Tribunals which may have impact on the going concern status. No order has been passed by any Regulators or Court or Tribunals which may have impact on the Company's operation in future.

Conservation of Energy, Technology Absorption and Foreign Exchange Earning and Outgoings

Conservation of Energy: Energy conservation is important for the company and therefore energy conservation measures are undertaken wherever practicable in its plant and attached facilities. The Company is making every effort to ensure the optimal use of energy, avoid waste and conserve energy by using energy efficient equipments with latest technologies.

Technology absorption: The Company continuous to use the latest technologies for improving the productivity and quality of its services and products.

Foreign exchange Earnings and Outgoings: There are no foreign exchange earnings and out-goings during the financial year.

Key Managerial Personnel

Name of Director	Designation
Dineshbhai Bhanushankar Pandya	Managing Director
Devang Dineshbhai Pandya	Chief Financial Officer
Falguni Dhrumil Shah	Company Secretary

Audit committee

Name of Director	Position in the Committee	Designation
Rajeshkumar Parekh	Chairperson	Non-Executive Independent Director
Vivek Dadhania	Member	Non-Executive Independent Director
Rushabh Vora	Member	Non-Executive Independent Director

Nomination and Remuneration Committee

Name of Director	Position in the Committee	Designation
Yagnik Mundadiya	Chairperson	Non-Executive Independent Director
Kinjal Khunt	Member	Non-Executive Independent Director
Rajeshkumar Parekh	Member	Non-Executive Independent Director

Stakeholders Relationship Committee

Name of Director	Position in the Committee	Designation
Rushabh Vora	Chairperson	Non-Executive Independent Director
Rajeshkumar Parekh	Member	Non-Executive Independent Director
Jigar Pandya	Member	Executive Director

Committee's Meetings:

The Audit Committee met Four (4) times during the financial year 2018-19, and the details of the meeting are as follows:

Sr. No	Date of Meeting	Attendance of Members
1.	06.04.2018	Chairman & all other members were present
2.	26.05.2018	Chairman & all other members were present
3.	05.07.2018	Chairman & all other members were present
4.	14.11.2018	Chairman & all other members were present

The Nomination & Remuneration Committee met One (1) times during the financial year 2018-19, and the details of the meeting are as follows.

Sr. No	Date of Meeting	Attendance of Members
1.	25.06.2018	Chairman & all other members were present

Board Meetings & Extra Ordinary General meeting

During the year 2018-19, the Board of Directors met regularly, 12 (Twelve) Board Meetings were convened and held. Interval between any two meetings was well within the maximum allowed gap of 120 days.

Date	Particulars
06.04.2018	All Directors were present
20.04.2018	All Directors were present
25.04.2018	All Directors were present
05.05.2018	All Directors were present
10.05.2018	All Directors were present
26.05.2018	All Directors were present
02.06.2018	All Directors were present
23.06.2018	All Directors were present
25.06.2018	All Directors were present
29.09.2018	All Directors were present
14.11.2018	All Directors were present
12.02.2019	All Directors were present

During the period under report, the Company had called 4 (Four) Extra Ordinary General meeting as under:-

Date	Particulars
27.04.2018	Allotment of 8,00,000 shares
31.05.2018	Authorised Share Capital of our Company was increased to Rs. 7,00,00,000 consisting of 70,00,000 Equity Shares of Rs. 10 each
11.06.2018	Conversion of Private company into Public Company vide Special Resolution

27.06.2018	Passed a resolution for appointment of Devang Dineshbhai Pandya as Chief Financial Officer and further authorize the Board of Directors to raise the funds by making Initial Public Offer Regularization of Kinjal Khunt, Yagnik Mundadiya, Rushabh Vora and Vivek Dadhanania as an Independent Director
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As per Schedule IV of the Companies Act, 2013, a separate meeting of Independent Directors without the attendance of Non-Independent Directors was held on November 14, 2018 to discuss the agenda items as required under the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015. The independent directors reviewed the performance of non-independent directors and the Board as whole, reviewed the performance of the chairperson of the company taking into account the views of executive and non executive directors and assessed the quality, quantity and timeliness flow of information between the Company Management and the Board that is necessary for the Board to effectively and reasonably perform their duties. The Independent Directors expressed their satisfaction with overall functioning and implementations of their suggestions.

The Annual General Meeting of the Company was held on Wednesday 06th June, 2018 at the Registered Office of the Company.

Director Remuneration

During the year under review, the company has paid remuneration to director of the company as Follow:

Sr. NO.	Name of Director	Remuneration (Amount Rs.)
1.	Dineshbhai Bhanushankar Pandya	12,00,000/- per annum
2.	Jayshree Dineshbhai Pandya	3,00,000/-per annum
3.	Deviben Dineshbhai Pandya	3,00,000/-per annum
4.	Devang Dineshbhai Pandya	3,00,000/-per annum
5.	Jigar Dineshkumar Pandya	3,00,000/-per annum

Director's Responsibility Statement:

As required under the provisions of Section 134(3) (c) of the Act, your Directors report that:

- (a) In the preparation of the annual accounts for the financial year ended 31st March, 2019 the applicable accounting standards have been followed.
- (b) The Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profits of the Company for that period.
- (c) The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- (d) The Directors have prepared the annual accounts for the year ended 31st March, 2019 on a going concern basis.

(e) The Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively.

(f) The Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and such systems are adequate and operating effectively.

Related Party Transactions

All related party transactions that were entered into during the financial year ended March 31, 2019 were on arm's length basis and were in the ordinary course of business. Therefore, the provision of Section 188 of the Companies Act, 2013 were not attracted. Further, there are no materially significant related party transactions during the year under review made by the Company with Promoters, Directors, or other designated persons which may have a potential conflict with the interest of the Company at large. Thus, disclosure in Form AOC-2 is given in Annexure-I.

Auditors and Auditors Report:

Statutory Auditors:-

M/s. SADP & Co., Chartered Accountants (Firm Registration No. 112625W), have been appointed as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. C. S. Gajera & Co., Chartered Accountants and that they shall hold the office from the conclusion of this Annual General Meeting until the conclusion of fifth Annual General Meeting of the Company to be held after this Annual General Meeting at such remuneration as may be agreed upon between the Auditor and the Directors of the Company.

There are no qualifications, reservations or adverse remarks made in the Statutory Auditors of the Company.

Secretarial Auditors and their Report:-

Pursuant to provisions of Section 204 (1) of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the company has appointed M/s K Jatin & Co., a firm of Company Secretary in Practice to undertake the Secretarial Audit of the Company for the financial year 2018-19. The Secretarial Audit Report in the form MR-3 is annexed herewith as "Annexure –II"

The Auditor's Report for the financial year ended March 31, 2019 on the financial statements of the Company is a part of this Annual Report.

Explanations or Comments by the Board on Qualifications, Reservations or Adverse Remark or Disclaimers:-

The Notes on Financial Statements referred to in the Auditor's Report are Self-explanatory and do not call for any further comments. There is no qualification, reservation or adverse remarks made in the statutory auditor's report.

Risk Management Policy

The Company has a structured risk management policy. The Risk management process is designed to safeguard the organization from various risks through adequate and timely actions. It is designed to anticipate, evaluate and mitigate risks in order to minimize its impact on the business. The potential risks are inventoried and integrated with the management process such that they receive the necessary consideration during decision making. It is dealt with in greater details in the management discussion and analysis section. The Risk Management Policy is also available on the Company's website.

Corporate Social Responsibility:

The Company is not covered under the criteria of the provision of Section 135 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014, and therefore it is not mandatory for the Company to have the Corporate Social Responsibility.

Environment, Health and Safety:

The Company continued its commitment to industrial safety and environment protection. Periodical audits are done by external and internal agencies to assess the continued levels of EHS efficiency of plant.

Annual Performance Evaluation:

In compliance with the provisions of the Act and Regulation of SEBI (Listing obligations and Disclosure Requirements) Regulations 2015, the performance evaluation was carried out as under:

Board:

In accordance with the criteria suggested by The Nomination and Remuneration Committee, the Board of Directors evaluated the performance of the Board, having regard to various criteria such as Board composition, Board processes, Board dynamics etc. The Independent Directors, at their separate meetings, also evaluated the performance of the Board as a whole based on various criteria. The Board and the Independent Directors were of the unanimous view that performance of the Board of Directors as a whole was satisfactory.

Committees of the Board:

The performance of the Audit Committee, the Nomination and Remuneration Committee and the Stakeholders Relationship Committee was evaluated by the Board having regard to various criteria such as committee composition, committee processes, committee dynamics etc. The Board was of the unanimous view that all the committees were performing their functions satisfactorily and according to the mandate prescribed by the Board under the regulatory requirements including the provisions of the Act, the Rules framed there under and the Listing Agreement.

Directors:

- (a) **Independent Directors:** In accordance with the criteria suggested by The Nomination and Remuneration Committee, the performance of each independent director was evaluated by the entire Board of Directors (excluding the director being evaluated) on various parameters like engagement, leadership, analysis, decision making, communication, governance and interest of stakeholders. The Board was of the unanimous view that each independent director was a reputed professional and brought his/her rich experience to the deliberations of the Board. The Board also appreciated the contribution made by all the independent directors in guiding the management in achieving higher growth and concluded that continuance of each independent director on the Board will be in the interest of the Company.
- (b) **Non-Independent Directors:** The performance of the non-independent director (including the chair person) was evaluated by the Independent Directors at their separate meeting. Further, their performance was also evaluated by the Board of Directors. The various criteria considered for the purpose of evaluation included leadership, engagement, transparency, analysis, decision making, functional knowledge, governance and interest of stakeholders. The Independent Directors and the Board were of the unanimous view that each of the non-independent directors was providing good business and people leadership.

Extract of Annual Return

The details forming part of the extract of annual return on prescribed form MGT -9 is annexed hereto as “Annexure III” and form part of this report.

Particulars of employees

Pursuant to Rule 5 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company states that none of the employees of the Company who was in receipt of remuneration in excess of Rs. 60 Lakh, if employed throughout the year or Rs. 5 Lakh per month, if employed for part of the financial year or received remuneration in excess of that drawn by the MD/WTD/Manager & holding 2% or more of equity share capital of the Company (himself along with spouse & dependent children). Hence, the disclosures as required by above Rules are not given as none of the employees qualify for such disclosure.

Human Resources and Policy on Prevention of Sexual Harassment At Workplace:

As per the requirement under the provisions made under section 4 of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, an appropriate Committee has been formed to attend to the complaints of the sexual harassment at workplace, if any, made by female employees. The Company is having a Policy on the Prevention of Sexual Harassment. During the year under review, no complaints were received.

Secretarial Standards of ICSI

The Company is in compliance with the Secretarial Standard on Meetings of the Board of Directors (SS-1) and General Meeting (SS-2) issued by the Institute of Company Secretaries of India and approved by the Central Government.

Other Regulatory Requirement

The Company has been complied with all regulatory requirements of central government and state government and there were no significant and material orders passed by the Regulators or Courts or Tribunals during the year impacting the going concern status and the Company's operations in future.

Cost Audit Report

As per provision of section 148(3) of Companies Act, 2013 and rule 6(2) of Companies (Cost records and audit) Rules, 2014, the company is not required to appoint a cost auditor to audit the cost records of the company for cost audit report.

Fraud Reported by Auditors

There were no frauds reported by the Statutory Auditors under the provisions of Section 143 (12) of the Companies Act, 2013 and rules made there under.

Corporate Governance And Management Discussion And Analysis Report:**Corporate Governance:-**

Pursuant to Regulations 15 of SEBI (LODR) Regulations, 2015, Corporate Governance provisions as specified is not applicable to the Company, since the paid up share capital of the Company and the Net worth is below the threshold limits prescribed under SEBI (LODR).

Management Discussion and Analysis Report:-

In terms of the Regulations 34(e) of SEBI (LODR) Regulations, 2015, Management Discussion and Analysis is set out in the Annual Report as “**Annexure –IV**”

Internal Financial Controls:

The Board has adopted policies and procedures for ensuring the orderly and efficient conduct of its business, including the adherence to the 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 disclosure.

The Company has a well-established internal control system. The Company strives to maintain a dynamic system of internal controls over financial reporting to ensure reliable financial record-

keeping, transparent financial reporting and disclosure and protection of physical and intellectual property.

Insurance

The Company has taken all the necessary steps to insure its properties and insurable interest, as deemed appropriate and as required under the various legislative enactments. There were no major incidents or accidents to warrant insurance claims during the year under review.

Green Initiative

Your Directors would like to draw your attention to Section 20 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, as may be amended from time, which permits paperless compliances and also service of notice / documents (including annual report) through electronic mode to its members. To support this green initiative of the Central Government in full measure, we hereby once again appeal to all those members who have not registered their e-mail addresses so far are requested to register their e-mail address in respect of electronic holdings with their concerned depository participants and / or with the Company.

Vigil Mechanism:

The Company has set up a whistleblower policy which can be viewed on the Company's website www.addshop.co. In terms of the said policy the Directors and employees are given direct access to the Managing Director as well as Chairman of the Audit Committee to report on alleged wrongdoings. The said policy has been made available at the Registered Office of the Company at conspicuous places to enable the employees to report concerns, if any, directly to the Managing Director as well as Chairman of the Audit Committee. Employees who join the Company newly are apprised of the availability of the said policy as a part of their induction schedule. The above is in compliance of Section 177 (9) & (10) of the Companies Act, 2013 and in terms of Regulation 22 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Declaration By Independent Directors:

The following Directors are independent in terms of Section 149(6) of the Companies Act, 2013 and Regulation of SEBI (Listing obligations and Disclosure Requirements) Regulations 2015:

- Mr. Rajeshkumar Parekh
- Mr. Vivek Dadhania
- Mr. Rushabh Vora
- Mr. Yagnik Mundadiya
- Ms. Kinjal Khunt

The Company has received requisite declarations/ confirmations from all the above Directors confirming their independence.

Material Changes And Commitments:

There are no material changes and commitments, if any, affecting the financial position of the Company subsequent to the date of the Balance sheet and up to the date of the report.

Formal Annual Evaluation:

As required under Section 134 (p) of the Companies Act, 2013 and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors had already approved the evaluation criteria for evaluating the performance of the Board of Directors, its committees and the performance of Independent Directors.

Accordingly, as required under Schedule IV of the Companies Act, 2013 and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Independent Directors at their separate meeting held on 12 February, 2019 evaluated the performance of the non independent Directors and the Board as a whole. They also reviewed the performance of the Managing Director of the Company and also assessed the quality, quantity and timeliness of flow of information between the Company Management and the Board that was necessary for the Board to effectively and reasonably perform their duties.

Also as required under Regulation 17 (10) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board assessed the performance of the Independent Directors as per the criteria laid down and has recommended their continuation on the Board of the Company at its meeting.

The Board of Directors assessed the performance of the individual directors on the Board based on parameters such as, relevant experience and skills, ability and willingness to speak up, focus on shareholder value creation, high governance standards, knowledge of business, processes and procedures followed, openness of discussion / integrity, relationship with management, impact on key management decisions etc. The Members of the Committee of audit, nomination & remuneration, stakeholder's relationship and corporate social responsibility committee were also assessed on the above parameters and also in the context of the committee's effectiveness vis-a-vis the Act and the listing regulations.

Policy on Directors Appointment and Remuneration:

The Managerial remuneration has been paid / provided in accordance with the remuneration policy and requisite approvals mandated by section 197 read with schedule V to the Companies act, 2013.

Appreciation:

Your Directors acknowledge the valuable contribution and appreciate the co-operation received from the bankers, customers and financial institutions for their continued assistance and support extended to the Company.

Your Directors also express their appreciation to all the employees of the Company for their sustained contribution throughout the period. Yours Directors wish to thank the shareholders for their continued support, encouragement and the confidence reposed in the Management.

For, Add-Shop Promotions Limited

Date: 05/08/2019
Place: Rajkot

Dineshbhai Bhanushankar Pandya
Managing Director

Annexure - I

FORM NO. AOC -2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014.

Form for Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arms length transaction under third proviso thereto.

1. Details of contracts or arrangements or transactions not at Arm's length basis.

SL. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	No Transaction / Contracts were entered which were not at arm's lengths
b)	Nature of contracts/arrangements/transaction	
c)	Duration of the contracts/arrangements/transaction	
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	
e)	Justification for entering into such contracts or arrangements or transactions'	
f)	Date of approval by the Board	
g)	Amount paid as advances, if any	
h)	Date on which the special resolution was passed in General meeting as required under first proviso to section 188	

2. Details of contracts or arrangements or transactions at Arm's length basis.

SL. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	No Material contract or arrangements with related party
b)	Nature of contracts/arrangements/transaction	
c)	Duration of the contracts/arrangements/transaction	
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	
e)	Date of approval by the Board	
f)	Amount paid as advances, if any	

Annexure - II
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 9 of the Companies
(Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members of
ADD-SHOP PROMOTIONS LIMITED
(CIN: U51109GJ2013PLC076482)

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Add-Shop Promotions Limited** (hereinafter referred to as “the Company”). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company’s books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2019 (hereinafter referred to as “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 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 Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of External Commercial Borrowing, Foreign Direct Investment and Overseas Direct Investment; **(Not applicable to the Company during Audit Period)**
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (SEBI Act):-
 - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; and The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **(Not applicable to the Company during Audit Period)**
 - d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; and The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 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, 1998 and The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **(Not applicable to the Company during Audit Period)**

I report that, having regard to the compliance system prevailing in the Company and on the examination of the relevant documents and records in pursuance thereof, on test-check basis, the Company has also complied with the following laws applicable specifically to the Company:

- i. Employees Provident Fund and Miscellaneous Provisions Act, 1952
- ii. Environment Protection Act, 1986 and other environmental laws
- iii. Indian Contract Act, 1872
- iv. Income Tax Act, 1961 and Indirect Tax Laws
- v. The Goods and Service Tax Act, 2017
- vi. Indian Stamp Act, 1999
- vii. Industrial Dispute Act, 1947
- viii. Minimum Wages Act, 1948
- ix. Negotiable Instruments Act, 1881
- x. Payment of Bonus Act, 1965
- xi. Payment of Gratuity Act, 1972
- xii. Payment of Wages Act, 1936 and other applicable labour laws

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) Regulations, 2015.

I further report that, during the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, Listing Agreement etc. mentioned above.

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 generally 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.

All decisions at Board Meetings and Committee Meeting are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.

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.

Place: Rajkot

Date: August 05, 2019

Jatin Kapandia

ACS No.: 26725, CP No.: 12043

Add-Shop Promotions Limited

Annexure III

Form No. MGT-9

EXTRACT OF ANNUAL RETURN

As on the financial year ended on March 31, 2019

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

I. REGISTRATION AND OTHER DETAILS:

CIN	U51109GJ2013PLC076482
Registration Date	20/08/2013
Name of the Company	ADD-SHOP PROMOTIONS LIMITED
Category / Sub- Category of the Company	Company limited by Shares/ Indian Non-govt company
Address of the Registered Office and contact details	B-304, Imperial Height, 150 ft Ring Road, Rajkot - 360005 Tel No.: (0281) 6644040 Email Id: investor@addshop.co Website: www.addshop.co
Whether listed company	Yes
Name, address and contact details of Registrar and Transfer Agent, if any	Cameo Corporate Services Limited Subramanian Building, No. 1, Club House Road, Chennai – 600002 Tel: 044-28460390 Email: cameo@cameoindia.com Website: www.cameoindia.com

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:-

Sl. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
1.	Trading of Ayurvedic Products	46467	100%

Add-Shop Promotions Limited

PARTICULARS OF HOLDING,SUBSIDIARY AND ASSOCIATE COMPANIES

Sl. NO	NAME AND ADDRESS OF THE COMPANY	CIN/GLN	HOLDING/ SUBSIDIARY / ASSOCIATE	% of shares held	Applicable Section
		NOT APPLICABLE			

IV.SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i. Category-wiseShareHolding

Category code	Category of Shareholder	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.	SHAREHOLDING OF PROMOTER AND PROMOTER GROUP									
1.	INDIAN									
a.	INDIVIDUALS/HINDU UNDIVIDED FAMILY	0	1,40,000	1,40,000	100.00 %	4078105	0	4078105	62.9908	62.9908
b.	CENTRAL GOVERNMENT/ STATE GOVERNMENT(S)	0	0	0	0.0000	0	0	0	0.0000	0.0000
c.	BODIES CORPORATE	0	0	0	0.0000	0	0	0	0.0000	0.0000
d.	FINANCIAL INSTITUTIONS/ BANKS	0	0	0	0.0000	0	0	0	0.0000	0.0000
e.	ANY OTHER									
	SUB - TOTAL (A)(1)	0	1,40,000	1,40,000	100.00 %	4078105	0	4078105	62.9908	62.9908

Add-Shop Promotions Limited

2.	FOREIGN									
a.	INDIVIDUALS (NON-RESIDENT INDIVIDUALS/ FOREIGN INDIVIDUALS)	0	0	0	0.0000	0	0	0	0.0000	0.0000
b.	BODIES CORPORATE	0	0	0	0.0000	0	0	0	0.0000	0.0000
c.	INSTITUTIONS	0	0	0	0.0000	0	0	0	0.0000	0.0000
d.	QUALIFIED FOREIGN INVESTOR	0	0	0	0.0000	0	0	0	0.0000	0.0000
e.	ANY OTHER									
	SUB - TOTAL (A)(2)	0	0	0	0.0000	0	0	0	0.0000	0.0000
	TOTAL SHARE HOLDING OF PROMOTER AND PROMOTER GROUP (A) = (A)(1)+(A)(2)	0	1,40,000	1,40,000	100.00 %	4078105	0	4078105	62.9908	62.9908
B.	PUBLIC SHAREHOLDING									
1.	INSTITUTIONS									
a.	MUTUAL FUNDS/UTI	0	0	0	0.0000	0	0	0	0.0000	0.0000
b.	FINANCIAL INSTITUTIONS/ BANKS	0	0	0	0.0000	0	0	0	0.0000	0.0000
c.	CENTRAL GOVERNMENT/ STATE GOVERNMENT(S)	0	0	0	0.0000	0	0	0	0.0000	0.0000
e.	INSURANCE COMPANIES	0	0	0	0.0000	0	0	0	0.0000	0.0000
f.	FOREIGN INSTITUTIONAL INVESTORS	0	0	0	0.0000	0	0	0	0.0000	0.0000
g.	FOREIGN VENTURE CAPITAL INVESTORS	0	0	0	0.0000	0	0	0	0.0000	0.0000
h.	QUALIFIED FOREIGN INVESTOR	0	0	0	0.0000	0	0	0	0.0000	0.0000
i.	ANY OTHER									
	SUB - TOTAL (B)(1)	0	0	0	0.0000	0	0	0	0.0000	0.0000
2.	NON-INSTITUTIONS									
a.	BODIES CORPORATE	0	0	0	0.0000	248000	0	248000	3.8306	-1.6785

Add-Shop Promotions Limited

b.	INDIVIDUALS -									
	I INDIVIDUAL SHAREHOLDERS HOLDING NOMINAL SHARE CAPITAL UPTO RS. 1 LAKH	0	0	0	0.0000	142020	0	142020	2.1936	- 34.0333
	II INDIVIDUAL SHAREHOLDERS HOLDING NOMINAL SHARE CAPITAL IN EXCESS OF RS. 1 LAKH	0	0	0	0.0000	1854000	0	1854000	28.6370	- 18.1074
c.	QUALIFIED FOREIGN INVESTOR	0	0	0	0.0000	0	0	0	0.0000	0.0000
d.	ANY OTHER									
	CLEARING MEMBERS	0	0	0	0.0000	4000	0	4000	0.0617	0.0617
	HINDU UNDIVIDED FAMILIES	0	0	0	0.0000	116000	0	116000	1.7917	-9.5605
	NON RESIDENT INDIANS	0	0	0	0.0000	32000	0	32000	0.4942	0.3273
	Retirement Benefit Scheme	0	0	0	0.0000	152000	0	152000	2.3478	-9.1713
	SUB - TOTAL (B)(2)	0	0	0	0.0000	2396020	0	2396020	37.0091	- 62.9908
	TOTAL PUBLIC SHAREHOLDING (B) = (B)(1)+(B)(2)	0	0	0	0.0000	2396020	0	2396020	37.0091	- 62.9908
	TOTAL (A)+(B)	0	1,40,000	1,40,000	100.00 %	6474125	0	6474125	100.0000	0.0000
C.	SHARES HELD BY CUSTODIANS AND AGAINST WHICH DEPOSITORY RECEIPTS HAVE BEEN ISSUED									
	Promoter and Promoter Group	0	0	0	0.0000	0	0	0	0.0000	0.0000
	Public	0	0	0	0.0000	0	0	0	0.0000	0.0000
	TOTAL CUSTODIAN (C)	0	0	0	0.0000	0	0	0	0.0000	0.0000
	GRAND TOTAL (A)+(B)+(C)	0	1,40,000	1,40,000	100.00 %	6474125	0	6474125	100.0000	0.0000

Add-Shop Promotions Limited

ii. Shareholding of Promoters

Sr. No	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during 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	
1	Dineshbhai Bhanushankar Pandya	70000	50.00%	-	3881200	59.9495 %	-	59.9495 %
2	Jayshree Dineshbhai Pandya	70000	50.00%	-	196875	3.0410 %	-	3.0410 %
3	Jigar Dineshkumar Pandya	-	-	-	10	0.0001 %	-	0.0001 %
4	Devang Dineshbhai Pandya	-	-	-	10	0.0001 %	-	0.0001 %
5	Deviben Dineshbhai Pandya	-	-	-	10	0.0001 %	-	0.0001 %

iii. Change in Promoters' Shareholding (please specify, if there is no change):

		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
Sl No	Name of the Share holder	No of shares	% of total shares of the company	No of shares	% of total shares of the company
1	DINESHBHAI BHANUSHANKAR PANDYA				
	At the beginning of the year	70000	50.00	70000	50.00
	Purchase/ Allotment during the year	3811200	58.8681	3881200	59.9494
	At the end of the Year	3881200	59.9494	3881200	59.9494

Add-Shop Promotions Limited

2	JAYSHREE DINESHBHAI PANDYA				
	At the beginning of the year	70000	50.00	70000	50.00
	Purchase/ Allotment during the year	126875	1.9597	196875	3.0409
	At the end of the Year	196875	3.0409	196875	3.0409
3	JIGAR DINESHKUMAR PANDYA				
	At the beginning of the year	0	0.0000	0	0.0000
	Purchase/ Allotment during the year	10	0.0001	10	0.0001
	At the end of the Year	10	0.0001	10	0.0001
4	DEVANG DINESHBHAI PANDYA				
	At the beginning of the year	0	0.0000	0	0.0000
	Purchase/ Allotment during the year	10	0.0001	10	0.0001
	At the end of the Year	10	0.0001	10	0.0001
5	DEVIBEN DINESHBHAI PANDYA				
	At the beginning of the year	0	0.0000	0	0.0000
	Purchase/ Allotment during the year	10	0.0001	10	0.0001
	At the end of the Year	10	0.0001	10	0.0001

iv. Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

Sl No	Name of the Share holder	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No of shares	% of total shares of the company	No of shares	% of total shares of the company
1	MANJU JAYANTILAL LODHA				
	At the beginning of the year	0.00	0.00	0	0.00
	Purchase 04-Sep-2018	316000	13.1886	316000	13.1886
	At the end of the Year	316000	4.8809	316000	4.8809
2	SHASHANK PRAVINCHANDRA DOSHI				
	At the beginning of the year	0.00	0.00	0	0.00
	Purchase 04-Sep-2018	232000	9.6828	232000	9.6828
	At the end of the Year	232000	3.5834	232000	3.5834
3	MEGHANA UMESHA				
	At the beginning of the year	0.00	0.00	0	0.00
	Purchase 04-Sep-2018	160000	6.6777	160000	6.6777
	Purchase 26-Oct-2018	36000	0.5560	196000	3.0274
	Sale 28-Dec-2018	-4000	0.0617	192000	2.9656
	Sale 15-Mar-2019	-69000	1.0657	123000	1.8998
	Sale 22-Mar-2019	-43500	0.6719	79500	1.2279
	Sale 29-Mar-2019	-4500	0.0695	75000	1.1584
	At the end of the Year	75000	1.1584	75000	1.1584

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4	GUINNESS SECURITIES LIMITED				
	At the beginning of the year	0.00	0.00	0	0.00
	Purchase 04-Sep-2018	132000	5.5091	132000	5.5091
	At the end of the Year	132000	2.0388	132000	2.0388
5	MR. DIPSINH RANJITSINH SOLANKI				
	At the beginning of the year	0.00	0.00	0	0.00
	Purchase 04-Sep-2018	88000	3.6727	88000	3.6727
	At the end of the Year	88000	1.3592	88000	1.3592
6	MR ARVIND NANDLAL DATTANI				
	At the beginning of the year	0.00	0.00	0	0.00
	Purchase 04-Sep-2018	84000	3.5058	84000	3.5058
	Sale 19-Oct-2018	-84000	1.2974	0	0.0000
	At the end of the Year	0	0.0000	0	0.0000
7	MR. JIGNESH AMRUTLAL THOBHANI				
	At the beginning of the year	0.00	0.00	0	0.00
	Purchase 04-Sep-2018	56000	2.3372	56000	2.3372
	At the end of the Year	56000	0.8649	56000	0.8649
8	MR. KANUBHAI RAMJIBHAI KHENI				
	At the beginning of the year	0.00	0.00	0	0.00
	Purchase 04-Sep-2018	32000	1.3355	32000	1.3355
	Purchase 30-Nov-2018	8000	0.1235	40000	0.6178
	At the end of the Year	40000	0.6178	40000	0.6178
9	MRS. BHANUBEN KANUBHAI KHENI				
	At the beginning of the year	0.00	0.00	0	0.00
	Purchase 04-Sep-2018	28000	1.1686	28000	1.1686
	Purchase 21-Sep-2018	8000	0.1235	36000	0.5560
	At the end of the Year	36000	0.5560	36000	0.5560
10	MEHUL D VASA				
	At the beginning of the year	0.00	0.00	0	0.00
	Purchase 04-Sep-2018	28000	1.1686	28000	1.1686
	Sale 22-Feb-2019	-28000	0.4324	0	0.0000
	At the end of the Year	0	0.0000	0	0.0000
11	SAPNA MAHESH RUPANI				
	At the beginning of the year	0	0.0000	0	0.0000
	Purchase 12-Oct-2018	160000	2.4713	160000	2.4713

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	Purchase 02-Nov-2018	60000	0.9267	220000	3.3981
	At the end of the Year 30-Mar-2019	220000	3.3981	220000	3.3981
12	JAYANTILAL HANSRAJ LODHA				
	At the beginning of the year	0	0.0000	0	0.0000
	Purchase 28-Sep-2018	384000	5.9313	384000	5.9313
	Sale 02-Nov-2018	-48000	0.7414	336000	5.1898
	Sale 28-Dec-2018	-72000	1.1121	264000	4.0777
	Sale 11-Jan-2019	-72000	1.1121	192000	2.9656
	Sale 18-Jan-2019	-4000	0.0617	188000	2.9038
	At the end of the Year	188000	2.9038	188000	2.9038
13	KEBBEHALI PANCHILINGAIAH UMESH				
	At the beginning of the year	0	0.0000	0	0.0000
	Purchase 26-Oct-2018	32000	0.4942	32000	0.4942
	Sale 11-Jan-2019	-4000	0.0617	28000	0.4324
	Sale 08-Feb-2019	-6000	0.0926	22000	0.3398
	Purchase 15-Mar-2019	144000	2.2242	166000	2.5640
	At the end of the Year	166000	2.5640	166000	2.5640
14	NNM SECURITIES				
	At the beginning of the year	0	0.0000	0	0.0000
	Purchase 04-Jan-2019	92000	1.4210	92000	1.4210
	At the end of the Year	92000	1.4210	92000	1.4210

v. Shareholding of Directors and Key Managerial Personnel:

Sr. No	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	
1	Dineshbhai Bhanushankar Pandya	70000	50.00%	-	3881200	59.9494	-	59.9494

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						%		%
2	Jayshree Dineshbhai Pandya	70000	50.00%	-	196875	3.0409 %	-	3.0409 %
3	Jigar Dineshkumar Pandya	-	-	-	10	0.0001 %	-	0.0001 %
4	Devang Dineshbhai Pandya	-	-	-	10	0.0001 %	-	0.0001 %
5	Deviben Dineshbhai Pandya	-	-	-	10	0.0001 %	-	0.0001 %

None of the Directors / Key Managerial Personnel other than mentioned above hold any Shares during Financial Year 2018-19.

V. INDEBTEDNESS

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

(Rs. In Lakhs)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
I. Principal Amount	121.00	83.24	-	204.24
II. Interest due but not paid	-	-	-	-
III. Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	121.00	83.24	-	204.24
Change in Indebtedness during the financial year				
Addition/(Reduction)	28.08	31.18	-	59.26
Net Change	28.08	31.18	-	59.26
Indebtedness at the end of the financial year				
i) Principal Amount	149.08	114.42	-	263.50
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-

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Total (i+ii+iii)	149.08	114.42	-	263.50
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VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

(Rs In Lakhs)

Sl. No.	Particulars of Remuneration	Name of the MD/WTD/Manager	Total Amount
1.	Remuneration for the year	Dineshbhai Pandya	12.00
		Total	12.00

B. Remuneration to other directors:

(Rs In Lakhs)

Sl. No.	Particulars of Remuneration	Name of the Director	Total Amount
1.	Remuneration for the year	Jayshree Pandya	3.00
2.		Jigar Pandya	3.00
3.		Deviben Pandya	3.00
		Total	9.00

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

Sr. No.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Company Secretary	CFO	Total
1	Devang Pandya	Nil	Nil	3.00	3.00
2	Falguni Shah	Nil	0.90	Nil	0.90

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

There were no penalties, punishment or compounding of offences during the year ended March 31, 2019.

For, Add-Shop Promotions Limited

Date: 05/08/2019
Place: Rajkot

Dinesh Pandya
Managing Director

Annexure - IV

MANAGEMENT DISCUSSION AND ANALYSIS REPORT 2018-19

OVERVIEW

Our Company was originally incorporated as Add-Shop Promotions Private Limited at Rajkot, Gujarat as a Private Limited Company under the provisions of Companies Act, 1956 vide Certificate of Incorporation dated August 20, 2013 bearing Corporate Identification Number U51109GJ2013PTC076482 issued by Registrar of Companies, Dadar and Nagar Havelli, Gujarat. Subsequently our Company was converted into a Public Limited Company pursuant to special resolution passed by the shareholders at the Extraordinary General Meeting held on June 11, 2018 and fresh certificate of incorporation consequently upon change of name was issued by Registrar of Companies, Gujarat, Ahmedabad dated June 21, 2018 and name of our Company was changed to Add-Shop Promotions Limited. The Corporate Identification Number is U51109GJ2013PLC076482. For further details of change of name and registered office of our Company. Our Promoter and Managing Director Dineshbhai Pandya is visually impaired person and a first-generation entrepreneur, trainer and motivator. He has experience in the field of Ayurvedic and Pharma. He is awarded “*Golden Books of records*” for most village assemblies addressed by a differently able person. The Company was incorporated by him with a vision to find and implement solutions for two very deep-rooted challenges of our nation like unemployment & unhealthiness of our citizens. Our Company is currently engaged in the business of marketing and distribution of products in the categories of ayurvedic products, food supplement products, agricultural products, animal feed supplement products and personal care products under the brand name “*Add-Shop Promotions*”. In this present competitive era of medicines and food supplements, our company is aiming to focus on ways to bridge the nutrition gap, which is a recognized cause of any diseases, by promoting Ayurveda and its products.

We primarily cater to retailers and wholesalers where we supply products manufactured by select manufacturers under our brand. We procure the finished products from our G.M.P and I.S.O certified manufacturers and thereafter market the product through various intermediaries and sales agents. With an objective to penetrate major market, we have entered into agreement with various collecting and forwarding agents (C&F’ s). Our Company has entered into agreements with Panchlingeshwara Enterprises, in Karnataka., Just Need United Trading, Maharashtra and Good Life Enterprises Telangana. Our Company distributes organic products to farmers for their agriculture use as well organic cattle feed products for their livestock. Our Company believes that the agriculture sector in India is expected to generate better momentum in the next few years due to increased investments in agricultural infrastructure.

The Government of India has also introduced several projects to assist the agriculture sector which is ensuring better growth prospects in the said Industry. Foreseeing the growth in the agricultural sector, our company intends to tap the growth opportunity by pushing sales through a wide range of agro products. Our Company is a fellow member of Federation of Direct Selling

association vide membership number FDSA/F/10.

(a) Business Scenario

Financial Year 2018-19 was a result-oriented year in every term. Either it is achieving something or planning well. Further it has celebrated its 4th anniversary in the Asia's largest auditorium Shree Shanmukhanad Auditorium, Mumbai and gave award-reward to many of associates. Impact of the function has visualized in numbers by way of increase in sales and profit.

During the year, the Company covered 4 more States under its business territory, established 500+ outlets and 50,000 associates. The Company had tried to train most of their associates and today more than 300 associates are highly active in India. Further, to increase turnover, it has increased inventory of various categories like Ayurveda medicine, Organic Fertilizer, Herbal Cosmetics and as a result 100% biodegradable Sanitary Napkins Launched by the Company. For spreading the knowledge of Ayurveda, the company has started Doctor Helpline number. The Company emphasizes more on utilization of social media platform to train their associates and to bring awareness about their product.

The Company aims to bring the product cheaper for consumer with the same quality by doing various innovative methods and Research and Development by its team.

WORLD ECONOMY OVERVIEW

World growth strengthened in 2017 to 3.8 percent, with a notable rebound in global trade. It was driven by an investment recovery in advanced economies, continued strong growth in emerging Asia, a notable upswing in emerging Europe, and signs of recovery in several commodity exporters. Global growth is expected to tick up to 3.9 percent this year and next, supported by strong momentum, favorable market sentiment, accommodative financial conditions, and the domestic and international repercussions of expansionary fiscal policy in the United States.

Indian Economy Overview Introduction India has emerged as the fastest growing major economy in the world as per the Central Statistics Organisation (CSO) and International Monetary Fund (IMF) and it is expected to be one of the top three economic powers of the world over the next 10-15 years, backed by its strong democracy and partnerships. India's GDP is estimated to have increased 6.6 per cent in 2017-18 and is expected to grow 7.3 per cent in 2018-19.

Market size

India's gross domestic product (GDP) at constant prices grew by 7.2 per cent in September-December 2017 quarter as per the Central Statistics Organisation (CSO). Corporate earnings in India are expected to grow by 15-20 per cent in FY 2018-19 supported by recovery in capital expenditure, according to JM Financial. The tax collection figures between April 2017- February 2018 show an increase in net direct taxes by 19.5 per cent year-on-year and an increase in net direct taxes by 22.2 per cent year-on-year. India has retained its position as the third largest startup base in the world with over 4,750 technology startups, with about 1,400 new start-ups

being founded in 2016, according to a report by NASSCOM.

Recent Developments

With the improvement in the economic scenario, there have been various investments in various sectors of the economy. The M&A activity in India increased 53.3 per cent to US\$ 77.6 billion in 2017 while private equity (PE) deals reached US\$ 24.4 billion. Some of the important recent developments in Indian economy are as follows:

- India's merchandise exports and imports grew 11.02 per cent and 21.04 per cent on a y-o-y basis to US\$ 273.73 billion and US\$ 416.87 billion, respectively, during April-February 2017-18.
- India's Foreign Direct Investment (FDI) inflows reached US\$ 208.99 billion during April 2014 December 2017, with maximum contribution from services, computer software and hardware, telecommunications, construction, trading and automobiles.
- India's Index of Industrial Production (IIP) rose 7.5 per cent year-on-year in January 2018 while retail inflation reached a four-month low of 4.4 per cent in February 2018.
- Indian merchandise exports in dollar terms registered a growth of 4.48 per cent year-on-year in February 2018 at US\$ 25.83 billion, according to the data from Ministry of Commerce & Industry.
- Indian companies raised Rs 1.6 trillion (US\$ 24.96 billion) through primary market in 2017.
- Moody' s upgraded India' s sovereign rating after 14 years to Baa2 with a stable economic outlook.
- India's ranking in the world has improved to 126 in terms of its per capita GDP, based on purchasing power parity (PPP) as it increased to US\$ 7,170 in 2017, as per data from the International Monetary Fund (IMF).
- India is expected to have 100,000 startups by 2025, which will create employment for 3.25 million people and US\$ 500 billion in value, as per Mr. T V Mohan Das Pai, Chairman, Manipal Global Education.
- The World Bank has stated that private investments in India is expected to grow by 8.8 per cent in FY 2018-19 to overtake private consumption growth of 7.4 per cent, and thereby drive the growth in India's gross domestic product (GDP) in FY 2018-19.
- The Niti Aayog has predicted that rapid adoption of green mobility solutions like public transport, electricvehicles and car-pooling could likely help India save around Rs 3.9 trillion (US\$ 60 billion) in 2030.
- Indian impact investments may grow 25 per cent annually to US\$ 40 billion from US\$ 4 billion

by 2025, as per Mr. Anil Sinha, Global Impact Investing Network's (GIIN's) advisor for South Asia.

- The Union Cabinet, Government of India, has approved the Central Goods and Services Tax (CGST), Integrated GST (IGST), Union Territory GST (UTGST), and Compensation Bill.
- The Nikkei India manufacturing Purchasing Managers' Index increased at the fastest pace in December 2017 to reach 54.7, signaling a recovery in the economy. Government Initiatives
- The Union Cabinet gave its approval to the North-East Industrial Development Scheme (NEIDS) 2017 in March 2018 with an outlay of Rs 3,000 crores (US\$ 460 million) up to March 2020.
- In March 2018, construction of 321,567 additional houses across 523 cities under the Pradhan Mantri Awas Yojana (Urban) has been approved by the Ministry of Housing and Urban Poverty Alleviation, Government of India with an allocation of Rs 18,203 crore.
- Prime Minister's Employment Generation Programme (PMEGP) will be continued with an outlay of Rs 5,500 crore (US\$ 844.81 million) for three years from 2017-18 to 2019-20, according to the Cabinet Committee on Economic Affairs (CCEA).
- The Government of India has decided to invest Rs 2.11 trillion (US\$ 32.9 billion) to recapitalise public sector banks over the next two years and Rs 7 trillion (US\$ 109.31 billion) for construction of new roads and highways over the next five years.
- The India-Japan Act East Forum, under which India and Japan will work on development projects in the North-East Region of India will be a milestone for bilateral relations between the two countries, according to Mr. Kenji Hiramatsu, Ambassador of Japan to India.
- India's revenue receipts are estimated to touch Rs 28-30 trillion (US\$ 436- 467 billion) by 2019, owing to Government of India's measures to strengthen infrastructure and reforms like demonetisation and Goods and Services Tax (GST).

Road Ahead

India's gross domestic product (GDP) is expected to reach US\$ 6 trillion by FY27 and achieve upper-middle income status on the back of digitisation, globalisation, favourable demographics, and reforms. India is expected to be the third largest consumer economy as its consumption may triple to US\$ 4 trillion by 2025, owing to shift in consumer behaviour and expenditure pattern, according to a Boston Consulting Group (BCG) report; and is estimated to surpass USA to become the second largest economy in terms of purchasing power parity (PPP) by the year 2040, according to a report by PricewaterhouseCoopers.

WORLD BANK ON INDIAN ECONOMY

Recent Economic Developments

Poverty has declined since 2004/5 although temporary disruptions from demonetization and depressed food prices may have moderated the pace in the short term. Real GDP growth slowed to 7.1 % in FY16/17 from 8 % in FY15/16, and to 5.7 % in Q1 FY17/18. Despite the increase in public and private consumption due to the revival of rural demand after a normal monsoon and the implementation of the 7th central pay commission recommendations, overall demand slowed as investments remained weak. Excluding agriculture, output growth experienced a slowdown compared to the previous year. Construction, real estate, and manufacturing were particularly affected. Public finances remain stable, although contingent liabilities are rising. The central government stuck to its fiscal targets in FY16/17, reaffirming fiscal credibility. The quality of expenditures at the general government level has shifted towards productive infrastructure spending in recent years, providing an additional stimulus to growth.

However, fiscal deficits at the sub-national level have risen from an aggregate of 2.6% in FY12-15 to 3.7% in FY16-17 largely because of a transfer of some public sector enterprise liabilities to direct debt of states.

Economic Outlook

Economic activity is expected to stabilize, maintaining annual GDP growth at 7.0% in FY18. Growth is projected to increase to 7.4% by FY20, underpinned by a recovery in private investments prompted by a recent increase in public capex and an improvement in the investment climate (partly due to passage of the GST and the Bankruptcy Code, and measures to attract FDI). The biggest medium-term risks are associated with the recovery in private investments which continues to face several domestic impediments including the corporate debt overhang and regulatory and policy challenges, along with the risk of an imminent increase in US interest rates.

HEALTH CARE INDUSTRY IN INDIA

It has been predicted that India with increased digital adoption, the Indian healthcare market, which is worth around US\$ 100 billion, will likely grow at a CAGR of 23 per cent to US\$ 280 billion by 2020. The Healthcare Information Technology (IT) market is valued at US\$ 1 billion currently (April 2016) and is expected to grow 1.5 times by 2020. A total of 3,598 hospitals and 25,723 dispensaries across the country offer AYUSH (Ayurveda, Yoga & Naturopathy, Unani, Siddha and Homoeopathy) treatment, thus ensuring availability of alternative medicine and treatment to the people.

Global Market Growth & Demand Scenario

By 2020, the world will have 1 billion populations of 60+ ages. 70% of this population live in developed nations & balance 30% in developing nations. Nutraceutical demand will grow at a

steady rate in developed nations. Developing nations with their progressive disposable income will see a sudden surge in growth in the next 5-10 years.

INDIAN NUTRACEUTICAL MARKET

The Indian Nutraceuticals market is expected to grow from \$ 4 Bn in 2015 to \$ 10 Bn in 2022. This represents a huge growth of 21% growth annually. Those brands that will invest in growing the category by spreading awareness regarding the benefits of food supplements as well as a focus on quality products customized to Indian needs will stay relevant and gain the lion's share in this growing sector.

Consumer Segments

India represents a huge and vast market for Nutraceuticals as almost every segment has a need for some form of Nutraceuticals. Some segments have a more pronounced need for Nutraceuticals among others;

1. Growing children needs Functional food and beverage supplement to be able to perform well in academics and extra-curricular well
2. Younger Age-groups 15-25 & 25-35 are stronger targets either due to active lifestyle or specific needs
3. Pregnant and lactating mothers need to supplement their nutrition need
4. Ages 60+ group are specifically vulnerable to Diabetes, Bone related diseases and other ailments and needs special preventive protection through Nutraceuticals.

Achievements:-

The Company had got its equity listed on BSE SME Platform on 10th September, 2018 which would give more wider range and presence in the Corporate world.

Further, the Company achieved SME Top 100 award by the MSME Central Minister Shree Nitin Gadkari on the SME International day.

OPPORTUNITIES AND THREATS

Our Competitive Strengths

1. Tie-up with our suppliers

We have entered into a tie up agreement with Marss Herbal (India) which is engaged in manufacturing of wide range of herbal and natural use products. Marss herbal manufactures the products and supply us under our brand, registered brand name of ADD-Shop Promotions Limited.

2. Experienced Promoter and Management team

Our promoter Dineshbhai Pandya is visually impaired person and has an experience of approximately two decades in field of marketing and also possesses knowledge in agriculture and health products. He also has experience to manufacture such agricultural products and other animal feed supplement products. He has conducted approximately 1200 village assemblies across India in order to educate farmers regarding organic farming. Our business operations are managed by team of personnel which enables us to continue to take advantage of market opportunities and expanding our business

3. Relationship with distributors and Customers

We believe in constantly addressing our distributors, sales agent and customer needs for our products. Our relationship with them help us to get repeat business. This has helped us to maintain a long-term relationship with our distributors, sales agent and customers. We believe that our relationship with our distribution, sales agents and customers represents a competitive advantage in gaining new clients and increasing our business.

4. Focused Market Area.

Our company is engaged in the business of marketing and selling of over the counter ayurvedic medicines and personal care products. We have focused on Urban, Semi-Urban and Rural markets to sell our exclusive products, as the demand of quality goods and services in the urban, semi-urban and rural areas of India is increasing rapidly.

Our Business Strategy

1. Focus on increasing geographical presence

We believe that our growth in the markets will result from growing demand for the products we distributing. Our strategic initiatives for wide markets include offering of wide products which helps us develop a broad market penetration and establish our presence in developed market.

2. Customer Satisfaction

We plan to grow our business primarily by increasing the number of customers, as we believe that increased customer relationships will add stability to our business. We seek to build on existing relationships and also focus on bringing into our portfolio more customers. Our Company believes that our business is a by-product of relationship. Our Company believes that a long-term customer relationship with large clients fetches better dividends. Long-term relations are built on trust and continuous meeting with the requirements of the customers.

3. Manufacturing of new products

Currently, we have a tie-up with Marss Herbal (India) for the supply of products. In future, we plan to grow our business by manufacturing ayurvedic, food supplement, agriculture, animal fidsuplyment, personal care products as well as other products. We believe that manufacturing of products will help us in increasing the volume of sales and profitability.

4. Focus on diversified business model

We are currently focused on supply of ayurvedic, food supplement, agriculture, animal fidsuplyment, personal care products. We intend to venture into trading in different types of products in above categories including agro and herbal products. This will provide us a growth opportunity as well as mitigating the risk of focusing only on a certain type of trade. This is in order to ensure our long term stability and enhancement of our revenue growth.

Opportunities

- Currently, the market for herbal supplements varies on the basis of consumer awareness, product availability, and forms of delivery, product acceptance, and regional regulations. Rising health consciousness increased concern towards diet, and enhanced attention towards preventive health care has made them turn towards health-imparting herbal supplements. Cosmetics, personal care, health care and food supplements have the major share in the global herbal products market.
- The Company is in the direct selling retailer business so it has offered a scheme to all its associates and according to that the Company identifies the one who will be eligible for actively sales for 30 days of month. After that the said associate will get promotions, reward or gift vouchers.
- The Company is in the direct selling retailer business so it has offered a scheme to all its associates and according to that the Company identifies the one who will be eligible for actively sales for 30 days of month. After that the said associate will get promotions, reward or gift vouchers.
- The Company has started its own manufacturing unit, which will ultimately resulting into the cost cutting of the company and increasing the profit thereby. Further, it has opened up three new branch offices in the different cities.
- Your Company had conducted 3 giant events, 6 small events, 14 product training, 34 one-day programme and 2600 two-hours programme to grow and expand its business.

Threats

- Yield is dependent on nature of the region / area of distribution, sale.
- Lack of interest for doing scientific study on the plants and their products.
- Patent issue
- Product quality variation due to lack of process standardization
- High investment and low profit margin
- Lack of support in International Market
- Lack of scientific evidence makes it difficult to convince people.

(b) Outlook and Future Prospects

The word 'Ayurveda' is derived from two Sanskrit words Ayush and Vid. Ayush means life and Vid means knowledge or science. In India the science of life has originated since 5000 years ago and is one world's oldest health care systems. Ayurveda is the Mother of all Healing systems which offers all healing therapies and natural medicines. Since Ayurveda is a medicinal system that hails from India and is considered as an alternative medicine throughout the world. The lost ground in India has been regained in mass appeal and has noticed an interest in the west. Change has also been notice towards nature cure and hence herbal therapies, natural medicines have come back. The research and teaching in Ayurveda has been supported by the Indian Government. Taking into account the above the Company is bound to succeed in the plans and programmes it has developed for the future as well as the products it has launched for the betterment of the society at large.

(c) Risks & Concerns

The Company has a challenge in the form of language barrier which was mostly impacted over the rural area of the nation. To overcome it, Company prepared local language literature in different 8 languages. This will defeat the problem and improves the turnover of the company.

Further, the herbal industry has certain weaknesses that need to be addressed. In general, the industry has weak backward linkages that affect supply chain like inadequate backward linkages such as contract production and investment from finished industry to minimize the business risk. Further, despite a friendly government, industry does not find the policies and regulation adequately appropriate for sector growth.

This industry is marred with high investment cost, patent issues and low profit margin that make the small-scale industries sustenance tough. The industry for its sustenance need to be export oriented, but product variability and poor tie-ups with foreign countries makes it challenging to target international market. The product variability is affected due to lack of process standardization. Finally, inadequate interest regarding scientific studies impacts the product development, validation and standardization.

(d) Subsidiaries/Joint Ventures

The Company does not have subsidiaries, associates and joint venture companies.

(e) Human Resources

Talented and skilled manpower is an important enabler for a Company to grow and maintain competitiveness. Human resources are considered as most important and valuable assets of your Company. Focus was kept on acquisition, retention and development of necessary skilled

manpower keeping in view our current operations requirement as well as the future business expansion and growth plans. The Company continues to conduct employee trainings across several functions pertaining to technical, behavioral, general health safety and environment. A regular employee performance evaluation system is in place to evaluate the individual performance as well as determining their development needs and future potential.

Your Company has complied with all the regulations pertaining to Factory, Labour and other applicable laws and very cordial industrial relations are maintained with the employees. It considers manpower as its assets and that people had been driving force for growth and expansion of the Company.

(f) Financial Results:

(Rs. In Lakhs)

PARTICULARS	YEAR ENDED 31.03.2019	YEAR ENDED 31.03.2018
Income for the year	2274.38	1254.89
Other Income	-	0.62
Total Income	2274.38	1255.52
Profit before Financial Cost, Depreciation and Taxation	179.35	40.44
Less: Financial Cost	51.44	3.07
Operating profit before Depreciation & Taxation	127.90	37.37
Less: Depreciation	9.81	5.26
Profit before Taxation	118.09	32.11
Provision for Taxation :		
Current Tax/Excess Short Provision	28.57	8.99
Deferred Tax	2.89	0.17
Profit after Taxation	86.63	22.96

(a) Segment –Wise or product wise performance

The Company operates in only single segments. Hence segment wise performance is not applicable.

(b) Internal Control Systems and their adequacy

The Company has in place, adequate internal control systems and procedures covering all the financial and operating functions. These have been designed to provide adequate assurance to the management regarding compliance with the accounting standards by maintenance of appropriate accounting records, monitoring the economy and efficiency of operations, protecting the assets of the Company from losses and ensuring the reliability of financial and operational information through proper compliance with the statutory enactments and its rules and regulations. Some of

the significant features of the internal control systems and procedures are as follows:

As a part of the effort to evaluate the effectiveness of the internal control systems, your Company's internal audit department reviews all the control measures on a periodic basis and recommends improvements, wherever appropriate. The internal audit department is manned by highly qualified and experienced personnel and reports directly to the Audit Committee of the Board. The Audit Committee regularly reviews the audit findings as well as information Security Assurance Services is also provided by independent external professionals. Based on their recommendations, the Company has implemented a number of control measures both in operational and accounting related areas, apart from security related measures.

(c) Cautionary Statement

Certain statements in the Management Discussion & Analysis describing the Company's objectives, projection, estimates, expectations or predictions may be "forward looking statements" within the meaning of applicable securities laws and regulations. Actual results may differ from those expressed or implied. Important factors that could make a difference to the Company's operations include raw material availability and prices, cyclical demand and pricing in the Company's principal markets, changes in Government regulations, tax regimes, economic developments within India and other identical factors.

Forward-looking statements are based on certain assumptions and expectations of future events. These statements are subject to certain risks and uncertainties. The Company cannot guarantee that these assumptions and expectations are accurate or will be realized. The actual result may be different from those expressed or implied since the company's operations are affected by the many external and internal factors, which are beyond the control of the management. Hence the company assumes no responsibility in respect of forward-looking statements that may be amended or modified in future on the basis of subsequent developments, information or events.

Company follows all mandatory Accounting Standards.

For, Add-Shop Promotions Limited

Date: 05/08/2019

Place: Rajkot

Dinesh Pandya
Managing Director

"Annexure V"

Information required under Section 197 of the Companies Act, 2013 read with Companies (Appointment and remuneration) Rules, 2014

- (i) **The ratio of the remuneration of Directors and Key Managerial Personnel to the median remuneration of the employees of the Company for the financial year 2018-19:**

Sl. No.	Name of Director and KMP	Designation	Ratio of the remuneration of each Director/KMP to median remuneration of employees	% increase in Remuneration
1	Dineshbhai Pandya	Managing Director	6.04	380%
2	Jayshree Pandya	Non-Executive Director	3.02	NA
3	Deviben Pandya	Executive Director	3.02	NA
4	Jigar Pandya	Executive Director	3.02	NA
5	Devang Pandya	Executive Director cum CFO	3.02	NA
6	Rajeshkumar Parekh	Independent Director	NA	-
7	Vivek Dadhanania	Independent Director	NA	NA
8	Rushabh Vora	Independent Director	NA	NA
9	Yagnik Mundadiya	Independent Director	NA	NA
10	Kinjal Khunt	Independent Director	NA	NA
11	Falguni Shah	Company Secretary	-	-

- (ii) **The percentage increase in the median remuneration of the employees of the Company for the Financial Year 2018-19: 10.40 %**
- (iii) **The number of permanent employees on the rolls of the Company: 43**
- (iv) **Average percentage increase already made in the salaries of employees other than the key managerial personnel in financial year 2018-19 and its comparison with the percentage increase in the managerial remuneration:**

(Amount in Rs.)

Remuneration paid to employees (excluding managerial personnel) for the FY 2017-18	Remuneration paid to employees (excluding managerial personnel) for the FY 2018-19	(%) Change in remuneration paid to employees (excluding managerial personnel)	Remuneration paid to managerial personnel for the FY 2017-18	Remuneration paid to managerial personnel for the FY 2018-19	(%) change in remuneration paid to managerial personnel
32,72,821/-	42,69,315/-	30.44%	28,50,000/-	24,90,000/-	(12.63%)

- (v) **Affirmation that the remuneration is as per the remuneration policy of the Company**
The remuneration is as per the Remuneration Policy of the Company.

For, Add-Shop Promotions Limited

Date: 05/08/2019
Place: Rajkot

Dinesh Pandya
Managing Director

DECLARATION ON CODE OF CONDUCT

**To,
The Members of
ADD-SHOP PROMOTIONS LIMITED
(CIN: U51109GJ2013PLC076482)**

In compliance with the requirements of Regulation 34 (3) read with the Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 with the Stock Exchanges, I declare that the Board of Directors and Members of senior management have affirmed the compliance with the code of conduct during the Financial Year ended 31.03.2019.

Place: Rajkot
Date: 05/08/2019

Dineshbhai Pandya
Managing Director
DIN: 006647303

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

**To,
The Members of
ADD-SHOP PROMOTIONS LIMITED
(CIN: U51109GJ2013PLC076482)**

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Premier Synthetics Limited having CIN **U51109GJ2013PLC076482** and having registered office at B-304, Imperial Height, 150 ft Ring Road, Rajkot - 360005 (hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para C Sub clause 10 (i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2019 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority

Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Place: Ahmedabad
Date: 05/08/2019

Jatin Kapandia
ACS No.: 26725
CP No.: 12043



Independent Auditor's Report

To the Members of **ADD-SHOP PROMOTIONS LIMITED**

Opinion

We have audited the financial statements of ADD-SHOP PROMOTIONS 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 financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2019, 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.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting Standards specified under section 133 of the Act. 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, management 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 management 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 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 with reference to financial statements 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 did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For S A D P AND CO
Chartered Accountants
FRN: 112625W

Place:-Rajkot
Date: 30/05/2019

PARAG GUNVANTRAI BHUPTANI
(PARTNER)
Membership No. 122330



Annexure 'A'

The Annexure referred to in paragraph 1 of Our Report on "Other Legal and Regulatory Requirements".

We report that:

- i.
 - a. The company has maintained proper records showing full particulars, including quantitative details and situation of its fixed assets.
 - b. As explained to us, fixed assets have been physically verified by the management at reasonable intervals; no material discrepancies were noticed on such verification.
 - c. The title deeds of immovable properties are held in the name of the company.
- ii. As explained to us, inventories have been physically verified during the year by the management at reasonable intervals. No material discrepancy was noticed on physical verification of stocks by the management as compared to book records.
- iii. According to the information and explanations given to us and on the basis of our examination of the books of account, the Company has not granted any loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or other parties listed in the register maintained under Section 189 of the Companies Act, 2013. Consequently, the provisions of clauses iii (a), (b) and (c) of the order are not applicable to the Company.
- iv. In respect of loans, investments, guarantees, and security, provisions of section 185 and 186 of the Companies Act, 2013 have been complied with.
- v. The company has not accepted any deposits from the public covered under sections 73 to 76 of the Companies Act, 2013.
- vi. As per information & explanation given by the management, maintenance of cost records has not been specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013.
- vii.
 - a. According to the records of the company, undisputed statutory dues including Provident Fund, Investor Education and Protection Fund, Employees' State Insurance, Income-tax, Sales-tax, Service Tax, Custom Duty, Excise Duty, value added tax, cess and any other statutory dues to the extent applicable, have generally been regularly deposited with the appropriate authorities. According to the information and explanations given to us there were no outstanding statutory dues as on 31st of March, 2019 for a period of more than six months from the date they became payable.
 - b. According to the information and explanations given to us, there is no amount payable in respect of income tax, service tax, sales tax, customs duty, excise duty, value added tax and cess whichever applicable, which have not been deposited on account of any disputes.
- viii. In our opinion and according to the information and explanations given by the management, we are of the opinion that, the Company has not defaulted in repayment of dues to a financial institution, bank, Government or debenture holders, as applicable to the company.



- ix. Based on our audit procedures and according to the information given by the management, the money raised by way of initial public offer or further public offer (including debt instruments) and term loans have been applied for the purpose for which they were obtained.
- x. According to the information and explanations given to us, we report that no fraud by the company or any fraud on the Company by its officers or employees has been noticed or reported during the year.
- xi. According to the information and explanations given to us, we report that managerial remuneration has been paid in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act.
- xii. The company is not a Nidhi Company. Therefore, clause (xii) of the order is not applicable to the company.
- xiii. According to the information and explanations given to us, all transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the Financial Statements etc. as required by the applicable accounting standards.
- xiv. The company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review.
- xv. The company has not entered into non-cash transactions with directors or persons connected with him.
- xvi. The company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

For S A D P AND CO
Chartered Accountants
FRN: 112625W

Place:-Rajkot
Date: 30/05/2019

PARAG GUNVANTRAI BHUPTANI
(PARTNER)
Membership No. 122330



Annexure 'B'

Report on Internal Financial Controls with reference to financial statements

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

We have audited the internal financial controls over financial reporting of ADD-SHOP PROMOTIONS 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. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

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

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, 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 authorisations of management and directors of the company; and
3. provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 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.

For S A D P AND CO
Chartered Accountants
FRN: 112625W

Place:-Rajkot
Date: 30/05/2019

PARAG GUNVANTRAI BHUPTANI
(PARTNER)
Membership No. 122330

ADD-SHOP PROMOTIONS LIMITED

(F.Y. 2018-2019)

B 304, Imperial Height, 150 Ft. Ring Road, Opp. Big Bazar, RAJKOT,**RAJKOT-360005****CIN : U51109GJ2013PLC076482****Balance Sheet as at 31st March 2019****₹ in rupees**

Particulars	Note No.	As at 31st March 2019	As at 31st March 2018
From Banks			
Shareholder's funds			
Share capital	2	6,47,41,250	14,00,000
Reserves and surplus	3	4,94,74,403	24,26,749
Money received against share warrants			
		11,42,15,653	38,26,749
Share application money pending allotment			
Non-current liabilities			
Long-term borrowings	4	1,12,62,259	83,24,057
Deferred tax liabilities (Net)	5	5,65,902	2,76,902
Other long term liabilities			
Long-term provisions	6		
		1,18,28,161	86,00,959
Current liabilities			
Short-term borrowings	7	64,44,613	1,20,99,536
Trade payables	8		
(A) Micro enterprises and small enterprises			
(B) Others		68,79,620	4,55,41,915
Other current liabilities	9	1,29,64,117	10,07,008
Short-term provisions	6	63,97,065	46,96,165
		3,26,85,415	6,33,44,624
TOTAL		15,87,29,229	7,57,72,332
ASSETS			
Non-current assets			
Property, Plant and Equipment	10		
Tangible assets		3,26,80,048	5,54,513
Intangible assets		10,97,597	14,85,658
Capital work-in-Progress			
Intangible assets under development			
Non-current investments			
Deferred tax assets (net)	5		
Long-term loans and advances	11	10,44,960	3,00,000
Other non-current assets	12	18,92,421	
		3,67,15,026	23,40,171
Current assets			
Current investments			
Inventories	13	5,41,39,176	1,89,83,282
Trade receivables	14	6,53,05,573	4,99,00,508
Cash and cash equivalents	15	24,20,741	45,48,371
Short-term loans and advances	11	1,48,713	
Other current assets			
		12,20,14,203	7,34,32,161
TOTAL		15,87,29,229	7,57,72,332

The accompanying notes are an integral part of the financial statements.

As per our report of even date

For S A D P AND CO
Chartered Accountants
(FRN: 112625W)

For and on behalf of the Board of Directors

PARAG GUNVANTRAI BHUPTANI
PARTNER
Membership No.: 122330
Place: Rajkot
Date: 30/05/2019

DINESHBHAI BHANUSHANKAR
PANDYA
DIRECTOR
DIN: 06647303

JIGAR DINESHBHAI PANDYA
DIRECTOR
DIN: 07905076

Statement of Profit and loss for the year ended 31st March 2019

₹ in rupees

Particulars	Note No.	31st March 2019	31st March 2018
Revenue			
Revenue from operations	16	22,74,37,996	12,54,89,536
Less: Excise duty			
Net Sales		22,74,37,996	12,54,89,536
Other income	17		62,149
Total revenue		22,74,37,996	12,55,51,685
Expenses			
Cost of material Consumed			
Purchase of stock-in-trade	18	14,77,27,370	8,17,27,054
Changes in inventories	19	(3,51,55,894)	(1,61,59,761)
Employee benefit expenses	20	69,31,947	61,60,776
Finance costs	21	51,44,584	3,06,993
Depreciation and amortization expenses	22	9,81,273	5,26,062
Other expenses	23	9,00,00,027	4,97,79,390
Total expenses		21,56,29,307	12,23,40,514
Profit before exceptional, extraordinary and prior period items and tax		1,18,08,689	32,11,171
Exceptional items			
Profit before extraordinary and prior period items and tax		1,18,08,689	32,11,171
Extraordinary items			
Prior period item			
Profit before tax		1,18,08,689	32,11,171
Tax expenses			
Current tax	24	28,54,852	8,98,840
Deferred tax		2,89,000	16,728
Excess/short provision relating earlier year tax	25	1,933	
Profit(Loss) for the period		86,62,904	22,95,603
Earning per share			
Basic	26		
Before extraordinary Items		1.76	16.40
After extraordinary Adjustment		1.76	16.40
Diluted			
Before extraordinary Items			
After extraordinary Adjustment			

The accompanying notes are an integral part of the financial statements.

As per our report of even date

For S A D P AND CO
Chartered Accountants
(FRN: 112625W)

For and on behalf of the Board of Directors

PARAG GUNVANTRAI BHUPTANI
PARTNER
Membership No.: 122330
Place: Rajkot
Date: 30/05/2019

DINESHBHAI BHANUSHANKAR
PANDYA
DIRECTOR
DIN: 06647303

JIGAR DINESHBHAI PANDYA
DIRECTOR
DIN: 07905076

Notes to Financial statements for the year ended 31st March 2019

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

Note No. 1**A. Significant Accounting Policies****1. Basis of Accounting**

These financial statements have been prepared in accordance with the Indian Accounting Standards (hereinafter referred to as the 'Ind AS') as notified by Ministry of Corporate Affairs pursuant to Section 133 of the Companies Act, 2013 read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016. The financial statements have been prepared on accrual and going concern basis. The accounting policies are applied consistently to all the periods presented in the financial statements. All assets and liabilities have been classified as current or non current as per the Company's normal operating cycle and other criteria as set out in the Division II of Schedule III to the Companies Act, 2013. Based on the nature of products and the time between acquisition of assets for processing and their realisation in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current or non-current classification of assets and liabilities.

The financial statements have been prepared under the historical cost convention on accrual basis.

2. Use of Estimates

The preparation of financial statements in conformity with Indian GAAP requires the management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the disclosure of contingent liabilities, at the end of the reporting period. Although these estimates are based on the management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in future periods.

3. Revenue Recognition :-

Expenses and Income considered payable and receivable respectively are accounted for on accrual basis.

Revenue from sale of goods is recognised when all the significant risks and rewards of ownership in the goods are transferred to the buyer as per the terms of the contract, there is no continuing managerial involvement with the goods and the amount of revenue can be measured reliably. The Company retains no effective control of the goods transferred to a degree usually associated with ownership and no significant uncertainty exists regarding the amount of the consideration that will be derived from the sale of goods. Revenue is measured at fair value of the consideration received or receivable, after deduction of any trade discounts, volume rebates and any taxes or duties collected on behalf of the government which are levied on sales such as sales tax, value added tax, goods and services tax, etc.

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.

4. Property, Plant & Equipment :-

Property, Plant & Equipment including intangible assets are stated at their original cost of acquisition including taxes, freight and other incidental expenses related to acquisition and installation of the concerned assets less depreciation till date.

Company has adopted cost model for all class of items of Property Plant and Equipment.

5. Depreciation :-

Depreciation on Fixed Assets is provided to the extent of depreciable amount on the SLM method. Depreciation is provided based on useful life of the assets as prescribed in Schedule II to the Companies Act, 2013.

Depreciation on assets acquired/sold during the year is recognised on a pro-rata basis to the statement of profit and loss till the date of acquisition/sale.

The carrying amount of assets is reviewed at each balance sheet date if there is any indication of impairment based on internal/external factors. An impairment loss is recognised wherever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the greater of the assets, net selling price and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and risks specific to the asset.

After impairment, depreciation is provided on the revised carrying amount of the asset over its remaining useful life.

6. Inventories :-

Inventories are valued as under:-

1. Inventories : Lower of cost(FIFO/specific cost/Weighted avg) or net realizable value

7. Borrowing cost:-

Borrowing costs that are attributable to the acquisition or construction of the qualifying assets are capitalized as part of the cost of such assets. A qualifying assets is one that necessarily takes a substantial period of time to get ready for its intended uses or sale. All other borrowing costs are charged to revenue in the year of incurrence.

8. Taxes on Income:-

Provision for current tax is made on the basis of estimated taxable income for the current accounting year in accordance with the Income Tax Act, 1961. The deferred tax for timing differences between the book and tax profits for the year is accounted for, using the tax rates and laws that have been substantively enacted by the balance sheet date. Deferred tax assets arising from timing differences are recognized to the extent there is virtual certainty with convincing evidence that these would be realized in future. At each Balance Sheet date, the carrying amount of deferred tax is reviewed to reassure realization.

9. Provisions, Contingent Liabilities and Contingent Assets:- (AS-29)

Provisions are recognized only when there is a present obligation as a result of past events and when a reliable estimate of the amount of the obligation can be made.

Contingent Liabilities is disclosed in Notes to the account for:-

- (i) Possible obligations which will be confirmed only by future events not wholly within the control of the company or
- (ii) Present Obligations arising from past events where it is not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount of the obligation cannot be made.

Contingent assets are not recognized in the financial statement since this may result in the recognition of the income that may never be realized.

General:

Except wherever stated, accounting policies are consistent with the generally accepted accounting principles and have been consistently applied.

Note No. 2 Share Capital

₹ in rupees

Particulars	As at 31st March 2019	As at 31st March 2018
Authorised :		
7000000 (31/03/2018:6000000) Equity shares of Rs. 10.00/- par value	7,00,00,000	6,00,00,000
Issued :		
6474125 (31/03/2018:140000) Equity shares of Rs. 10.00/- par value	6,47,41,250	14,00,000
Subscribed and paid-up :		
6474125 (31/03/2018:140000) Equity shares of Rs. 10.00/- par value	6,47,41,250	14,00,000
Total	6,47,41,250	14,00,000

Reconciliation of the Shares outstanding at the beginning and at the end of the reporting period**Equity shares**

₹ in rupees

	As at 31st March 2019		As at 31st March 2018	
	No. of Shares	Amount	No. of Shares	Amount
At the beginning of the period	1,40,000	14,00,000	1,40,000	14,00,000
Issued during the Period	63,34,125	6,33,41,250		
Redeemed or bought back during the period				
Outstanding at end of the period	64,74,125	6,47,41,250	1,40,000	14,00,000

Right, Preferences and Restriction attached to shares**Equity shares**

The company has only one class of Equity having a par value Rs. 10.00 per share. Each shareholder is eligible for one vote per share held. In the event of liquidation, the Equity shareholders are eligible to receive the remaining assets of the company after distribution of all preferential amounts, in proportion to their shareholding.

ADD-SHOP PROMOTIONS LIMITED

(F.Y. 2018-2019)

B 304, Imperial Height, 150 Ft. Ring Road, Opp. Big Bazar, RAJKOT,**RAJKOT-360005****CIN : U51109GJ2013PLC076482****Details of shareholders holding more than 5% shares in the company**

Type of Share	Name of Shareholders	As at 31st March 2019		As at 31st March 2018	
		No. of Shares	% of Holding	No. of Shares	% of Holding
Equity [NV: 10.00]	Dineshbhai B Pandya	38,81,200	59.95	70,000	50.00
Equity [NV: 10.00]	Jayshreeben D Pandya			70,000	50.00
Equity [NV: 10.00]	Jayantilal H Lodha	4,20,000	6.49		
	Total :	43,01,200	66.44	1,40,000	100.00

Note No. 3 Reserves and surplus

₹ in rupees

Particulars	As at 31st March 2019	As at 31st March 2018
Surplus		
Opening Balance	24,26,749	14,31,146
Add: Profit for the year	86,62,904	22,95,603
Less: Transfer to Bonus Issue		(13,00,000)
Closing Balance	1,10,89,653	24,26,749
Securities premium		
Opening Balance		
Add: Addition during the year	3,83,84,750	
Less : Deletion during the year		
Closing Balance	3,83,84,750	
Balance carried to balance sheet	4,94,74,403	24,26,749

Note No. 4 Long-term borrowings

₹ in rupees

Particulars	As at 31st March 2019			As at 31st March 2018		
	Non-Curre nt	Current Maturities	Total	Non-Curre nt	Current Maturities	Total
Term Loan - From banks						
From Banks unsecured	51,51,726	33,11,596	84,63,322			
	51,51,726	33,11,596	84,63,322			
Term Loan - From Others						
From Non Banking Finance Companies unsecured	61,10,533	53,31,349	1,14,41,882			
	61,10,533	53,31,349	1,14,41,882			
Loans and advances from related parties						
Loans directors Unsecured				83,24,057		83,24,057
				83,24,057		83,24,057
The Above Amount Includes						
Unsecured Borrowings	1,12,62,259	86,42,945	1,99,05,204	83,24,057		83,24,057
Amount Disclosed Under the Head "Other Current Liabilities"(Note No. 9)		(86,42,945)	(86,42,945)		()	()
Net Amount	1,12,62,259	0	1,12,62,259	83,24,057	0	83,24,057

Note No. 5 Deferred Tax

₹ in rupees

Particulars	As at 31st March 2019	As at 31st March 2018
Deferred tax liability		
Deferred Tax Liability on Depreciation	5,65,902	2,76,902
Gross deferred tax liability	5,65,902	2,76,902
Net deferred tax liability	5,65,902	2,76,902

ADD-SHOP PROMOTIONS LIMITED

(F.Y. 2018-2019)

B 304, Imperial Height, 150 Ft. Ring Road, Opp. Big Bazar, RAJKOT,**RAJKOT-360005****CIN : U51109GJ2013PLC076482****Note No. 6 Provisions****₹ in rupees**

Particulars	As at 31st March 2019			As at 31st March 2018		
	Long-term	Short-term	Total	Long-term	Short-term	Total
Provision for employee benefit						
Provident Fund Provision		44,592	44,592			
		44,592	44,592			
Other provisions						
Current tax provision		28,54,852	28,54,852		8,98,840	8,98,840
Provision for Salary		9,71,213	9,71,213		7,58,100	7,58,100
Provision for Distributor Commission		24,59,608	24,59,608		30,19,225	30,19,225
Audit Fee Provisions		15,000	15,000		20,000	20,000
Provision for Misc. Expense		51,800	51,800			
		63,52,473	63,52,473		46,96,165	46,96,165
Total		63,97,065	63,97,065		46,96,165	46,96,165

Note No. 7 Short-term borrowings**₹ in rupees**

Particulars	As at 31st March 2019	As at 31st March 2018
Loans Repayable on Demands - From banks		
Cash Credit Facility from Bank secured	64,44,613	1,20,99,536
	64,44,613	1,20,99,536
The Above Amount Includes		
Secured Borrowings	64,44,613	1,20,99,536
Total	64,44,613	1,20,99,536

Note No. 8 Trade payables**₹ in rupees**

Particulars	As at 31st March 2019	As at 31st March 2018
(B) Others	68,79,620	4,55,41,915
Total	68,79,620	4,55,41,915

The SSI status of the creditors is not known to the company, hence the information is not given

Note No. 9 Other current liabilities**₹ in rupees**

Particulars	As at 31st March 2019	As at 31st March 2018
Current maturities of long-term debt(Note No. 4)	86,42,945	
Others payables		
GST Payable	10,83,669	6,40,496
TDS Payable	6,49,931	3,66,512
Advance from Customers	25,87,572	
	43,21,172	10,07,008
Total	1,29,64,117	10,07,008

ADD-SHOP PROMOTIONS LIMITED**B 304, Imperial Height, 150 Ft. Ring Road, Opp. Big Bazar, RAJKOT, RAJKOT-360005****CIN : U51109GJ2013PLC076482**

(F.Y. 2018-2019)

Note No. 10 Property, Plant and Equipment as at 31st March 2019**₹ in rupees**

Assets			Gross Block							Accumulated Depreciation/ Amortisation				Net Block	
		Useful Life (In Years)	Balance as at 1st April 2018	Additions during the year	Revaluation increase (decrease)	Deletion during the year	Increase (Decrease) through net exchange difference	Other Adjustment (Gross Block)	Balance as at 31st March 2019	Balance as at 1st April 2018	Provided during the year	Deletion / adjustment s during the year	Balance as at 31st March 2019	Balance as at 31st March 2019	Balance as at 31st March 2018
A	Tangible assets														
	Own Assets														
	Computer	3.00	5,83,252	3,36,941					9,20,193	3,64,659	2,04,478		5,69,137	3,51,056	2,18,593
	Smart phone, Projector and camera	3.00	21,748	3,53,331					3,75,079	414	73,941		74,355	3,00,724	21,334
	Air Conditions	5.00	24,609	64,000					88,609	17	4,816		4,833	83,776	24,592
	Furniture and flxtures	10.00	1,19,800	1,18,524					2,38,324	23,316	12,673		35,989	2,02,335	96,484
	Frreze and Projector	5.00	2,11,700	18,990					2,30,690	22,547	58,635		81,182	1,49,508	1,89,153
	Cleaning machine	5.00		33,516					33,516		4,484		4,484	29,032	
	Water purify	5.00		22,457					22,457		3,589		3,589	18,868	
	Telephone Instrument	5.00	4,708						4,708	351	1,079		1,430	3,278	4,357
	Electric Fitting	10.00		45,000					45,000		3,818		3,818	41,182	
	Printer	3.00		7,800					7,800		562		562	7,238	
	Fortune car	8.00		23,04,499					23,04,499		2,05,432		2,05,432	20,99,067	
	Honda Activa Scooter	10.00		68,500					68,500		6,204		6,204	62,296	
	Machinery a/c	0.00		52,23,860					52,23,860					52,23,860	
	Suzuki access	10.00		70,500					70,500		6,386		6,386	64,114	
	Factory buliding	60.00		2,34,30,129					2,34,30,129		7,115		7,115	2,34,23,014	
	Land	0.00		6,20,700					6,20,700					6,20,700	
	Total (A)		9,65,817	3,27,18,747					3,36,84,564	4,11,304	5,93,212		10,04,516	3,26,80,048	5,54,513
	P.Y Total		28,31,088	1,29,379					29,60,467	3,94,234	5,26,062		9,20,296	20,40,171	24,36,854
B	Intangible assets														
	Software	5.00	19,94,650						19,94,650	5,08,992	3,88,061		8,97,053	10,97,597	14,85,658
	Total (B)		19,94,650						19,94,650	5,08,992	3,88,061		8,97,053	10,97,597	14,85,658
	Current Year Total (A + B)		29,60,467	3,27,18,747					3,56,79,214	9,20,296	9,81,273		19,01,569	3,37,77,645	20,40,171
	Previous Year Total		28,31,088	1,29,379					29,60,467	3,94,234	5,26,062		9,20,296	20,40,171	24,36,854

General Notes :

- No depreciation if remaining useful life is negative or zero.
- Depreciation is calculated on pro-rata basis in case assets is purchased/sold during current F.Y.
- If above assets is used for any time during the year for double shift, the depreciation will increase by 50% for that period and in case of the triple shift the depreciation shall be calculated on the basis of 100% for that period.

ADD-SHOP PROMOTIONS LIMITED

(F.Y. 2018-2019)

B 304, Imperial Height, 150 Ft. Ring Road, Opp. Big Bazar, RAJKOT,**RAJKOT-360005****CIN : U51109GJ2013PLC076482****Note No. 11 Loans and advances**

₹ in rupees

Particulars	As at 31st March 2019		As at 31st March 2018	
	Long-term	Short-term	Long-term	Short-term
Security Deposit				
Unsecured, considered good	10,44,960		3,00,000	
	10,44,960		3,00,000	
Other loans and advances				
Advance to Staff		64,500		
Advance to Suppliers		67,405		
GST Provisional Balance		16,808		
		1,48,713		
Total	10,44,960	1,48,713	3,00,000	

Note No. 12 Other non-current assets

₹ in rupees

Particulars	As at 31st March 2019	As at 31st March 2018
Other Assets		
Authorized Share Capital Expense to the extent not written off	8,08,081	
IPO Expense to the extent not written off	10,84,340	
Total	18,92,421	

Note No. 13 Inventories

₹ in rupees

Particulars	As at 31st March 2019	As at 31st March 2018
(Valued at cost or NRV unless otherwise stated)		
Finished Goods(Basis of valuation:At cost or Net Realizable Value whichever is lower.)	5,41,39,176	1,89,83,282
Total	5,41,39,176	1,89,83,282

Note No. 14 Trade receivables

₹ in rupees

Particulars	As at 31st March 2019	As at 31st March 2018
Exceeding six months		
Unsecured, Considered Good	18,067	
Total	18,067	
Less than six months		
Unsecured, Considered Good	6,52,87,506	4,99,00,508
Total	6,52,87,506	4,99,00,508
Total	6,53,05,573	4,99,00,508

Note No. 15 Cash and cash equivalents

₹ in rupees

Particulars	As at 31st March 2019	As at 31st March 2018
Balance with banks		
Balance with Banks	23,80,572	42,40,323
Total	23,80,572	42,40,323
Cash in hand		
Cash in hand	40,169	3,08,048
Total	40,169	3,08,048
Total	24,20,741	45,48,371

Note No. 16 Revenue from operations

₹ in rupees

Particulars	31st March 2019	31st March 2018
Sale of products	22,74,37,996	12,54,89,536
Net revenue from operations	22,74,37,996	12,54,89,536

Note No. 17 Other income

₹ in rupees

Particulars	31st March 2019	31st March 2018
Other non-operating income		
Seminar Income		62,093
Kasar		56
		62,149
Total		62,149

Note No. 18 Purchase of stock-in-trade

₹ in rupees

Particulars	31st March 2019	31st March 2018
Purchase	14,77,27,370	8,17,27,054
Total	14,77,27,370	8,17,27,054

Note No. 19 Changes in inventories

₹ in rupees

Particulars	31st March 2019	31st March 2018
Inventory at the end of the year		
Finished Goods	5,41,39,176	1,89,83,282
	5,41,39,176	1,89,83,282
Inventory at the beginning of the year		
Finished Goods	1,89,83,282	28,23,521
	1,89,83,282	28,23,521
(Increase)/decrease in inventories		
Finished Goods	(3,51,55,894)	(1,61,59,761)
	(3,51,55,894)	(1,61,59,761)

Note No. 20 Employee benefit expenses

₹ in rupees

Particulars	31st March 2019	31st March 2018
Salaries and Wages		
Director Salary	24,00,000	28,50,000
Salary Expense	43,59,315	32,72,821
	67,59,315	61,22,821
Contribution to provident and other fund	1,22,632	
Staff welfare Expenses	50,000	37,955
Total	69,31,947	61,60,776

Note No. 21 Finance costs

₹ in rupees

Particulars	31st March 2019	31st March 2018
Interest	43,93,294	1,64,284
Other Borrowing costs	7,51,290	1,42,709
Total	51,44,584	3,06,993

Note No. 22 Depreciation and amortization expenses

₹ in rupees

Particulars	31st March 2019	31st March 2018
Depreciation on tangible assets	5,93,212	5,26,062
Amortisation on intangible assets	3,88,061	
Total	9,81,273	5,26,062

Note No. 23 Other expenses

₹ in rupees

Particulars	31st March 2019	31st March 2018
CST Expense		69,985
Award Reward Expense	4,94,502	6,37,000
Legal Fee	29,98,727	1,94,545
Office and Godown Rent	11,63,200	4,09,955
Office Expense	23,55,876	9,10,505
Outgoing Transportation Exp	21,29,382	9,93,421

ADD-SHOP PROMOTIONS LIMITED

(F.Y. 2018-2019)

B 304, Imperial Height, 150 Ft. Ring Road, Opp. Big Bazar, RAJKOT,**RAJKOT-360005****CIN : U51109GJ2013PLC076482**

Printing and Designing Expense	2,73,152	4,33,271
Software Expense	8,31,350	3,24,045
Travelling Expenses	19,09,810	29,19,320
Training Expense		81,300
Event Management Expense	84,47,982	53,33,762
Electricity expenses	1,57,144	70,463
Advertising expenses	71,457	38,301
Insurance expenses	2,09,360	1,00,244
Internet Expense		13,040
Franchies Commission Expense		70,08,742
Stationery And Packing Material Expense	1,64,962	81,633
Donations	2,83,050	1,23,800
Postage expenses	5,48,625	10,11,192
Distributor Incentive, Commission and Bonus Expense	6,41,17,988	2,32,48,397
Registration And License Expense	1,23,500	4,96,028
Miscellaneous expenditure		17,000
Telephone expenses	95,459	79,738
Audit fees	19,500	20,000
Discount Expense	28,76,846	51,63,703
Membership fees	50,000	
Misc Exp. W/off	4,73,105	
Labour Exp.	1,36,173	
Vehicle Repairing Exp	68,877	
Total	9,00,00,027	4,97,79,390

Note No. 24 Current tax

₹ in rupees

Particulars	31st March 2019	31st March 2018
Current tax pertaining to current year	28,54,852	8,98,840
Total	28,54,852	8,98,840

Note No. 25 Excess/short provision relating earlier year tax

₹ in rupees

Particulars	31st March 2019	31st March 2018
Short Provision relating to Earlier year Tax	1,933	
Total	1,933	

Note No. 26 Earning Per Share

₹ in rupees

Particulars	Before Extraordinary items		After Extraordinary items	
	31st March 2019	31st March 2018	31st March 2019	31st March 2018
Basic				
Profit after tax (A)	86,62,904	22,95,603	86,62,904	22,95,603
Weighted average number of shares outstanding (B)	49,09,365	1,40,000	49,09,365	1,40,000
Basic EPS (A / B)	1.76	16.40	1.76	16.40
Face value per share	10	10	10	10

(B) Notes on Financial Statements

1. The SSI status of the creditors is not known to the Company; hence the information is not given.
2. Salaries includes directors remuneration on account of salary Rs. 24,00,000
3. Trade receivables, Trade payables, Loans & Advances and Unsecured Loans have been taken at their book value subject to confirmation and reconciliation.
4. Payments to Auditors:

Audit Fees	32,500
For other Consultancy and Taxation Matter	Nil
Total	32,500

5. Loans and Advances are considered good in respect of which company does not hold any security other than the personal guarantee of persons.
6. Related Party disclosure as identified by the company and relied upon by the auditors:

(A) Related Parties and their Relationship

(I) Key Management Personnel

1. Dineshbhai B Pandya
2. Jayshree D Pandya
3. Deviben D Pandya
4. Devang D Pandya
5. Jigar D Pandya
6. Rajesh R Parekh
7. Vivek G Dadhania
8. Rushabh Vora
9. Yagnik Mundadia
10. Kinjal Khunt

(III) Enterprises owned or significantly influenced by Key Management personnel or their relatives

1. Dada Organics
2. Dada Organics Pvt. Ltd.

Transactions with Related parties (Figure in Lacs)

Transactions During the Year		
Particulars	Key Management Personnel	Enterprise Under Significant Influence of Key Management Personnel
Remuneration Paid	24.00	Nil
Sales of Goods	Nil	166.20
Purchase of Goods	Nil	1389.26

ADD-SHOP PROMOTIONS LIMITED
B 304, Imperial Height, 150 Ft. Ring Road, Opp. Big Bazar, RAJKOT,
RAJKOT-360005
CIN : U51109GJ2013PLC076482

(F.Y. 2018-2019)

7. Previous year figures have been regrouped/rearranged wherever necessary.

Signature to notes 1 to ____

In terms of Our Separate Audit Report of Even Date Attached.

For S A D P AND CO
Chartered Accountants

For ADD-SHOP PROMOTIONS LIMITED

(PARAG GUNVANTRAI BHUPTANI)

PARTNER
Membership No. 122330
Registration No. 112625W

DINESHBHAI
BHANUSHANKAR
PANDYA

Director

JIGAR DINESHBHAI
PANDYA

Director

Place:- Rajkot

DIN : 06647303

DIN : 07905076

Date: - 30/05/2019

ADD-SHOP PROMOTIONS LIMITED

CIN: U51109GJ2013PLC076482

Registered office: B-304, Imperial Height, 150ft Ring Road, Rajkot - 360005

Email Address: investors@addshop.co

ATTENDANCE SLIP

(To be presented at the entrance)

Name of the Member / Proxy (s):

Folio No:

DP ID / Client ID:

I/We hereby record my/our presence at the 06th Annual General Meeting of the Company at B-304, Imperial Height, 150ft Ring Road, Rajkot – 360005 on Thursday 05th day of September, 2019 at 02.00 p.m.

PLEASE COMPLETE THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTERANCE OF THE MEETING HALL. JOINT SHAREHOLDER(S) MAY OBTAIN ADDITIONAL SLIP AT THE VENUE OF THE MEETING.

Signature of the Member / Proxy

Form No. MGT-11

Proxy form

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

ADD-SHOP PROMOTIONS LIMITED

CIN: U51109GJ2013PLC076482

Registered office: B-304, Imperial Height, 150ft Ring Road, Rajkot - 360005

Name of the Member(s):

Registered address:

E-mail Id:

Folio No/ Client Id:

I/ We being the member of, holding.....shares, hereby appoint

1. Name:

Address:

E-mail Id: or failing him

2. Name:

Address:

E-mail Id: or failing him

3. Name:

Address:

E-mail Id:

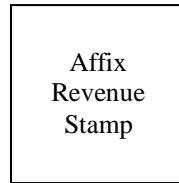
as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at 06th Annual General Meeting of members of the Company, to be held on 05/09/2019 at the registered office of the Company at B-304, Imperial Height, 150ft Ring Road, Rajkot – 360005 and at any adjournment thereof in respect of such resolution as are indicate below:

Resolution No.	Particulars of Resolution	Voting	
Ordinary Business		For	Against
1	Consider and adopt Financial Statements of the Company for the year ended 31st March, 2019 together with the Reports of the Board of Directors and Auditors' thereon		
2	To appoint a Director in place of Mrs. Jayshree Dineshbhai Pandya (DIN: 0006647308), who retires by rotation and being eligible, offers himself for re-appointment.		
Special Business			

3	Appointment of Statutory Auditor to fill casual vacancy		
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Signed this day of..... 2019

Signature of Shareholder:



Signature of Proxy holder(s):