

BHATIA COMMUNICATIONS & RETAIL (INDIA) LIMITED

BHATIA'S[®]
The mobile one stop shop

CIN: L32109GJ2008PLC053336

Regd Off: 132, Dr. Ambedkar Shopping Centre, Ring Road, Surat-395002
Email: info@bhatiamobile.com, Ph: 0261-2349892
Website : www.bhatiamobile.com

Date: 13/08/2019

To,
BSE LIMITED
Phiroze Jeejeebhoy towers,
Dalal Street,
Mumbai- 400 001.

Script ID/ Code : BHATIA/540956

Subject : Annual Report for the year ended as on 31st March, 2019

Reference No. : Regulation 34(1) of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015.

Dear Sir/ Madam,


Pursuant to Regulation 34(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith Annual Report of the company for the financial year 2018-19 and is also available on the website of the company at www.bhatiamobile.com.

This is for your information and record.

Thanking You.

Yours Faithfully,

For **Bhatia Communications & Retail (India) Limited**


Mittal Narendrabhai Shah
Company Secretary and Compliance Officer

Place: Surat



Encl.: Annual Report

BHATIA'S®
The mobile one stop shop

ANNUAL REPORT 2019

Bhatia Communications
and Retail (India) Ltd

www.bhatiamobiles.com



ANNUAL REPORT

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19

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Bhatia Communication and Retail (India) Ltd.

www.bhatiamobiles.com

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Corporate Information

BOARD OF DIRECTORS

Mr. Sanjeev Harbanslal Bhatia
Chairman and Managing Director

Mrs. Rashmi Kapil Arora
Non-Executive Independent Director

Mr. Rachit Naresh Narang
Non-Executive Independent Director

Mr. Nikhil Harbanslal Bhatia
Whole-time Director

Mr. Aript Arunkumar Jain
Non-Executive Independent Director

COMPANY SECRETARY AND COMPLIANCE OFFICER

CS Avani Karansingh Chaudhari
(Resigned on 12/04/2019)

CS Mittal Narendrabhai Shah
(Appointed on 12/04/2019)

STATUTORY AUDITOR

R Kejriwal & Co
Chartered Accountant
2, Aastha, 2/906, Hira Modi Sheri,
Opp. Gujarat Samachar Press,
Ring Road, Surat-395002, Gujarat.

REGISTER AND TRANSFER AGENT

Purva Sharegistry (India) Private
Limited
Category I Registrar to Issue & Share
Transfer Agents
Unit No. 9 Shiv Shakti Ind. Estt.,
J. R. Boricha Marg, Lower Parel (E),
Mumbai-400011, Maharashtra

REGISTERED OFFICE

132, Dr. Ambedkar Shopping Centre,
Ring Road, Surat- 395002.
Ph. No.: 0261-2349892
Email: info@bhatiamobile.com
Website: www.bhatiamobile.com

Email Id: support@purvashare.com
Website: www.purvashare.com
Ph. No.: +91-022-23016761/8261
Tele Fax: +91-022-2301 2517

BANKER TO THE COMPANY

HDFC Bank Limited
Rajkot Nagrik Sahakari Bank Ltd

11TH ANNUAL GENERAL MEETING

Date: Monday, 09h September, 2019
Time: 11:00 A.M.
Venue: 132, Dr. Ambedkar Shopping
Centre, Ring Road,
Surat 395002, Gujarat.



AUDIT COMMITTEE

Arpit Arunkumar Jain
Chairman

Sanjeev Harbanslal Bhatia
Member

Rashmi Kapil Arora
Member

NOMINATION AND REMUNERATION COMMITTEE

Arpit Arunkumar Jain
Chairman

Rachit Naresh narang
Member

Rashmi Kapil Arora
Member

STAKEHOLDER'S SHAREHOLDERS AND INVESTORS GRIEVANCES COMMITTEE

Rashmi Kapil Arora
Chairman

Sanjeev Harbanslal Bhatia
Member

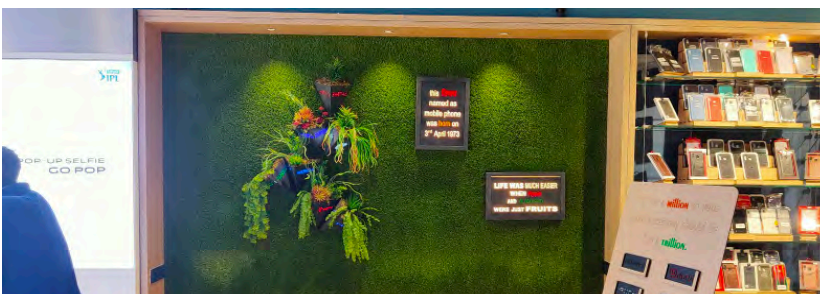
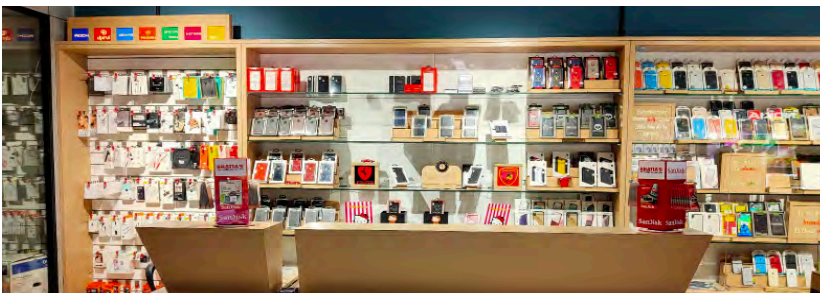
Arpit Arunkumar Jain
Member

CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

Sanjeev Harbanslal Bhatia
Chairman

Rachit Naresh narang
Member

Nikhil Harbanslal Bhatia
Member



Chairman's Message

Dear Stakeholders,



Sanjeev Bhatia

Managing Director

I am pleased to present to you our company's performance during the FY2018-19, and I am proud to share with you how extraordinary and significant this year has been for your company.

The global growth was moderately impacted due to trade wars, geopolitical uncertainties and some of the nations' push towards deglobalisation. The World Bank expects global growth rates to be around 2.7% and 2.8% for the next couple of years, with sluggishness coming in from Euro Area and some of the emerging markets. However, amidst all these, India remained one of the fastest growing major economies in the world backed by healthy domestic consumption coming from the aspiring and affluent households.

If we were to look into the last decade or so, India's Domestic Consumption has increased 3.5 times to touch Rs 110 trillion. India's massive population with favourable demography and purchasing power provides a huge consumer base, thus providing an ample of room to grow and prosper. The base gets even bigger for your company, as it has decided to stick to growing in Tier-II cities, where the growth rates in luxury spending outpaces the Tier-I cities.

Your company's transformational diversification in product portfolio, is taking shape and has already shown signs to yield results in the coming years. The performance for this year, was above par, as your company achieved greater Operational efficiency due to the implementation of technology-driven inventory control system in all the stores. We do not intend to grow at an erroneous rate, by opening stores after stores, and meeting the capital requirements for the same through debt but we rather aim to keep the Balance Sheet in-check and place stores that gives us a locational advantage and reach a wider section of people. This helps us break-even timely and thus giving the desired time to strategize the future road map.

During the year under view, we expanded our Product Portfolio and added Electronic Home Appliances in our basket. Currently, we have 3 major outlets from where the Sales of these appliances are being made, which we expect to increase in the future as your company seeks to benefit from the brand value it created over the years. This decision which was long thought off, has added another feather in our cap and we believe it to provide us a leap forward in the revenues and profits. It has already started to contribute to the top-line and is expected to become a noteworthy portion of your Company's Sales in the coming years. Your company has been able to deliver a resilient performance on the existing lines of business, as we now moved one notch forward to our goal of having a dominant position in South-Gujarat Retail Market. The reasons behind the same, was your company's association with Top Mobile and Mobile Accessories Brands, and Banking Channel Partners which has contributed nearly to one-fourth of the Total Sales for your company.

We believe in creating value by taking constant efforts towards building capabilities and developing our competitive edge over peers with the help of bringing in diversity and transparency in doing business and would continue to do so in order to become a stronger entity than we were yesterday.

On behalf of the Board, I thank the entire team at Bhatia Communications & Retail (India) Limited for showing their faith by giving constant support and encouragement. I also take the pleasure to thank the employees for their tireless efforts towards achieving our goals. The journey began years back, towards becoming one of the most trusted retailers in the Electronic Equipment business segment and as every year pass by, we move an inch closer to our goal.

Best regards,

Sd/-

SANJEEV HARBANSLAL BHATIA

(Chairman)



Notice of 11th Annual General Meeting

Notice is hereby given of the 11th Annual General Meeting of the members of Bhatia Communications & Retail (India) Limited will be held on Monday, the 09th day of September, 2019 at 132, Dr. Ambedkar Shopping Centre, Ring Road, Surat-395002, Gujarat at 11:00 A.M. to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the company for the financial year ended on 31st March, 2019, together with the Reports of the Board of Directors and Auditors' thereon.

"**RESOLVED THAT** the Audited Balance Sheet and Profit and loss account for the year ended 31st March, 2019 along with the Director's Report, be and are hereby considered, Adopted and Approved"

2. To appoint a Director in place of Mr. Sanjeev Harbanslal Bhatia, Managing Director (DIN: 02063671), liable to retire by rotation in terms of section 152(6) of the Companies Act, 2013 and being eligible, seeks re-appointment.

"**RESOLVED THAT** in accordance with the provision of Section 152 (6) and all other applicable provisions, if any, of the Companies Act, 2013, Mr. Sanjeev Harbanslal Bhatia, Managing Director (DIN: 02063671), who retires by rotation at this annual general meeting, be and is hereby reappointed as director of the Company, liable to retire by rotation."

3. RE-APPOINTMENT OF M/S. R. KEJRIWAL & CO., CHARTERED ACCOUNTANTS AS A STATUTORY AUDITORS OF THE COMPANY.

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 the Section 139 and other applicable provisions, if any of the Companies Act, 2013, read with the Companies (Audit and Auditors) rules, 2014, including any statutory enactment or modification thereof for time being in force, M/s. R. Kejriwal & Co., Chartered Accountants, Surat (FRN: 133558W) be and are hereby re- appointed as a statutory Auditors of the Company for term of 2 years and to hold office from conclusion of this 11th Annual General Meeting till conclusion of 13th Annual General Meeting of the company, at such remuneration reimbursement of out of pocket expenses, if any per financial year on the basis of the recommendation of the Audit committee and approved by the Board of Directors as may be amended from time to time."

SPECIAL BUSINESS:

4. APPROVAL OF RELATED PARTY TRANSACTIONS

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

"RESOLVED THAT pursuant to section 188 of the companies act, 2013 and Companies (Meetings of Board and its powers) Rules, 2014, and Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force) and other applicable laws if any; the consent of the Company be and is hereby accorded to the transactions to be entered or already entered into by the company with the related parties as detailed in the explanatory statement."

"FURTHER RESOLVED THAT the above approval is given notwithstanding that the total amount of transaction(s) to be entered either individually or cumulatively may increase the net worth or paid up share capital and reserves of the company or turnover of the company."

"FURTHER RESOLVED THAT the Board of director be and is hereby authorized to alter the terms of above transactions as per the requirements and interest of the company."

Place: Surat

Date: 09/08/2019

By order of the Board

for Bhatia Communications & Retail (India) Limited

Sd/-

Mittal Narendrabhai Shah

Company Secretary & Compliance Officer

Notes:

1. A member entitled to attend and vote at the annual general meeting (the “meeting”) is entitled to appoint a proxy to attend and vote on a poll instead of himself / herself and the proxy need not be a member of the company. The instrument appointing the proxy, duly completed, must be deposited at the company's registered office not less than 48 hours before the commencement of the meeting (on or before 07th September, 2019, 11:00 A.M. IST). A person can act as a proxy on behalf of members not exceeding fifty 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 proxy and such person shall not act as a proxy for any other person or shareholder. A proxy form for the AGM is enclosed.
2. Corporate members intending to send their authorized representative to attend the meeting are requested to send to the Company a certified copy of Board resolution authorizing their representative to attend and vote on their behalf at the Meeting.
3. Relevant documents referred to in the above Notice are open for inspection at the Registered Office of the Company during the business hours on any working day (except Sunday and holidays) between 10.00 a.m. and 4.00 p.m. up to the date of the Annual General Meeting.
4. Members/Proxy holders/ Authorized representatives are requested to bring their copy of Annual Report and Attendance slip sent herewith, duly filled-in for attending the Annual General Meeting.
5. Members are requested to quote Folio/DPID number in all their correspondences.
6. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
7. The Register of Contracts & arrangements in which director are interested, maintained under section 189 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
8. The Register of Members and the Share Transfer Books of the Company will remain closed from 03rd September, 2019 to 09th September, 2019 (both days inclusive).
9. The Shareholders are requested to direct change of address notifications and updates details to their respective Depository Participant(s).
10. Equity shares of the Company are under compulsory demat trading by all Investors.
11. The Annual Report 2018-19, the Notice of the 11th AGM and instructions for e-voting along with the Attendance Slip and Proxy form, are being sent by electronic mode to all the members whose email addresses are registered with the Company/ Depository Participant(s), unless a member has requested for a physical copy of documents. For members who have not registered their email addresses, physical copies of the documents are being sent by the permitted mode.

12. Members may also note that the Notice of the 11th AGM and the Annual Report 2018-19 will be available on Company's website, www.bhatiamobile.com.
13. Members who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving all communication from the company electronically and quicker response to their queries to RTA or Company.
14. The shareholder needs to furnish the printed Attendance slip along with a valid identity proof such as the PAN card, passport, AADHAR card or driving license to enter the AGM hall.
15. Additional information, pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in respect of the directors seeking appointment/re- appointment at the AGM, is furnished as annexure to the Notice. The directors have furnished consent / declaration for their appointment/ re-appointment as required under the Companies Act, 2013 and the Rules there under.
16. The voting rights of Shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on 02nd September, 2019
17. The route map of the venue of the Annual General Meeting is appended to this Report. The prominent land mark near the venue is Rajkot Nagrik Sahkari Bank Limited, Ring Road, Surat
18. Information and other instructions relating to e-voting are as under:
 - Pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided a facility to the members to exercise their votes electronically through the electronic voting service facility arranged by NSDL. The facility available for voting through ballot paper will also be made available at the AGM and members attending the AGM, who have not already cast their votes by remote e-voting shall be able to exercise the right at the AGM through ballot paper. Members who have cast their votes by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their votes again.
 - The members attending the Meeting who have not cast their vote by remote e-voting shall be able to vote at the Meeting through 'polling paper'.
 - The members who have cast their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote again.
 - Shri Ranjit Kejriwal, Practicing Company Secretary has been appointed to act as the Scrutinizer for conducting the remote e-voting process as well as the voting through Poll Paper, in a fair and transparent manner.
 - Voting rights shall be reckoned on the paid up value of shares registered in the name of the member as on the cut-off date i.e. September 02, 2019.
 - A person, whose name is recorded in the register of members as on the cut-off date, i.e. September 02, 2019 only shall be entitled to avail the facility of remote e-voting / voting.

- The Scrutinizer, after scrutinizing the votes cast at the meeting (polling paper) and through remote e-voting, will, not later than 48 hours of conclusion of the Meeting, make a consolidated scrutinizer's report and submit the same to the Chairman. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company. The results shall be communicated to the Stock Exchanges.
- Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e. September 09, 2019.
- Instructions to Members for e-voting are as under:
- The voting period starts on Friday 06th September, 2019 on open of working hours (i.e 9:30 hours) and ends on the close of working hours (i.e. 05:00 hours), Sunday, 08th September, 2019. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 02.09.2019 may cast their vote electronically. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently. The e-voting module shall be disabled by NSDL for voting thereafter.



Step 1: Log-in to NSDL e-Voting system

i. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.

ii. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.

iii. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

iv. Your User ID details will be as per details given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 111276 then user ID is 111276001***

v. Your password details are given below:

a. If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

b. If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need enter the 'initial password' and the system will force you to change your password.

c. How to retrieve your 'initial password'?

i. If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

- vi. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
 - a. Click on “Forgot User Details/Password?”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b. “Physical User Reset Password?” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c. If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
- vii. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
- viii. Now, you will have to click on “Login” button.
- ix. After you click on the “Login” button, Home page of e-Voting will open.

Step 2 : Cast your vote electronically on NSDL e-Voting system.

- i. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
- ii. After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
- iii. Select “EVEN” of the Company.
- iv. Now you are ready for e-Voting as the Voting page opens.
- v. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
- vi. Upon confirmation, the message “Vote cast successfully” will be displayed.
- vii. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- viii. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders:

- i. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to rbksurat@gmail.com to with a copy marked to evoting@nsdl.co.in.
- ii. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.

Please note the following:

A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.

A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.

The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of ballot paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in

the employment of the Company and shall make, not later than 48 hours of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

Other information:

- Your login id and password can be used by you exclusively for e-voting on the resolutions placed by the companies in which you are the shareholder.
- It is strongly recommended not to share your password with any other person and take utmost care to keep it confidential.

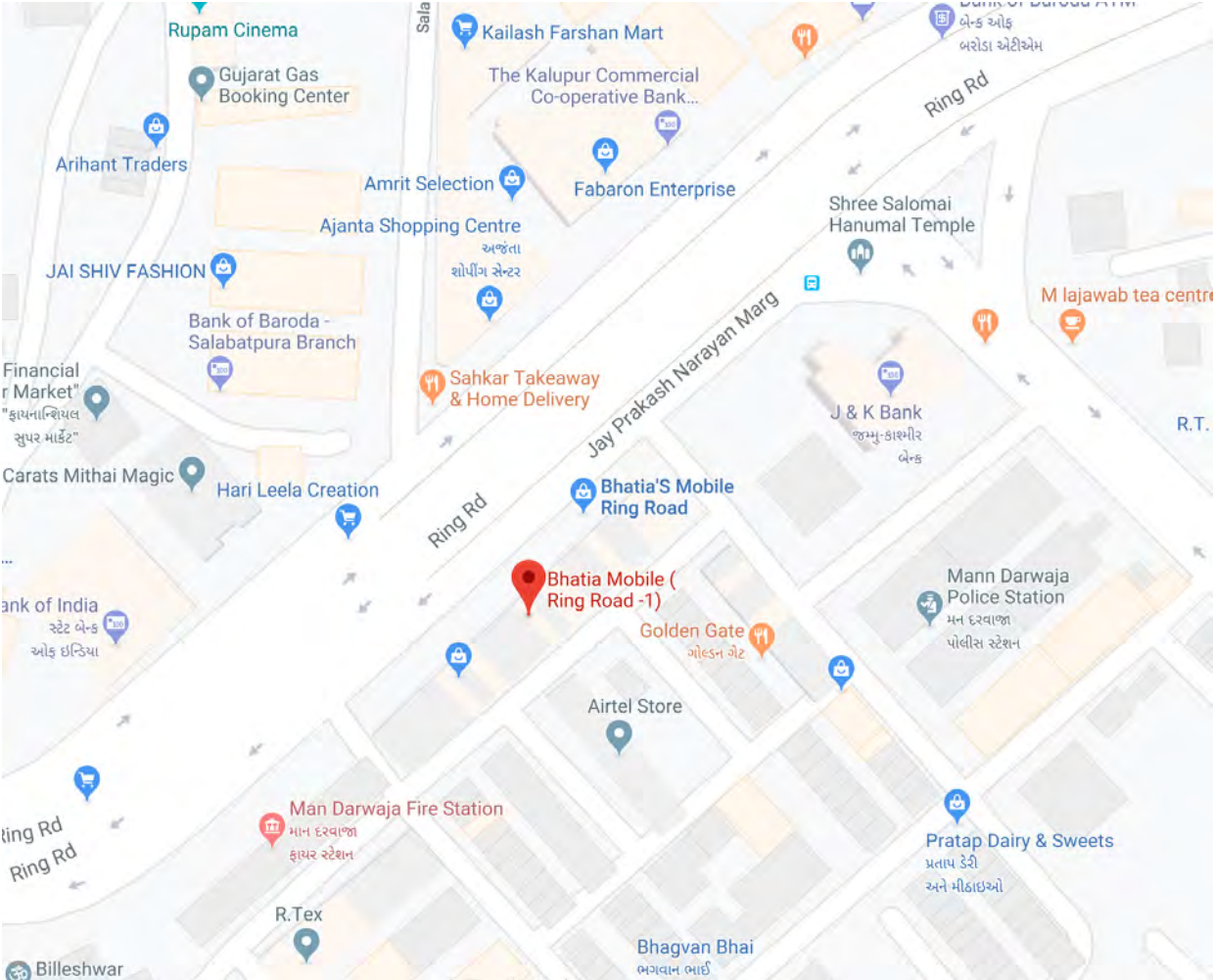
In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for members and e-voting user manual for members available at the Downloads sections of <https://www.evoting.nsdl.com> or contact NSDL at the following toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in.

Place: Surat
Date: 09/08/2019

By order of the Board
for Bhatia Communications & Retail (India) Limited

Sd/-
Mittal Narendrabhai Shah
Company Secretary & Compliance Officer

Route map to the Venue of the 11th General Meeting of the Company



Annexure to Notice

DETAILS OF DIRECTOR SEEKING RE-APPOINTMENT AT THE ENSUING ANNUAL GENERAL MEETING

(Pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015) and Secretarial Standard 2 issued by the Institute of Company Secretaries of India

1. Mr. Sanjeev Harbanslal Bhatia, is proposed to be re- appointed as Director, who is liable to retire by rotation and as per the Regulation 36(3) of SEBI (Listing Obligations And Disclosure Requirements), Regulations 2015 his details are as under:

Name of Director	Mr. Sanjeev Harbanslal Bhatia
DIN No.	02063671
Date of Birth	31/10/1978
Qualification	B.com
Expertise in specific functional areas	Experience of more than 19 years in the Retail and Wholesale business of consumable electronic goods including mobile, mobile accessories etc.
Terms and Conditions of Appointment/Reappointment	As per the resolutions at Item No 2 of the Notice Convening this meeting, Sanjeev Harbanslal Bhatia is liable to retire by rotation at the meeting and eligible for re-appointment.
Remuneration last drawn	Rs. 11,50,000
Remuneration proposed	Rs. 24,00,000
Date of First Appointment	25/03/2008
Relationship with Directors/Key managerial Personnel	Mr. Nikhil Harbanslal Bhatia brother of Sanjeev Harbanslal Bhatia is concerned or interested in this resolution.
List of Companies in which directorship is held as on 31st March, 2019	As attached below
Chairman / Member of the Committee of other Company	NIL
No. of Meetings of the Board Attended during the year	17

List of Companies in which Mr. Sanjeev Harbanslal Bhatia holds directorship as on 31st March, 2019:

Sr. No.	Name of the Company	Nature of Interest	Shareholding	Date on which interest arose/ changed
1.	HSL Corporation LLP	Designated Partner	75.00%	15/05/2013
2.	Telecity Enterprises LLP	Individual Partner	25.00%	17/12/2016
3.	Bhatia Communications & Retail (India)Limited	Managing Director	4260000	25/03/2008 05/01/2018
4.	SNV Distributors Private Limited	Director	693400	03/07/2013
5.	E Parisar Tech Private Limited	Director	32000	19/01/2016

The Board of Directors recommends the proposed resolutions for acceptance by member.

Place: Surat
Date: 09/08/2019

By order of the Board
for Bhatia Communications & Retail (India) Limited

Sd/-
Mittal Narendrabhai Shah
Company Secretary & Compliance Officer

Annexure to the Notice

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND OTHER APPLICABLE PROVISIONS

ITEM NO. 3:

The Members of the Company at the Annual General Meeting ('AGM') held on 30th September, 2014 approved the appointment of R Kejriwal & Co., Chartered Accountants, as the Auditors of the Company for a period of five years from the conclusion of the said AGM. R Kejriwal & Co. will complete their present term on conclusion of this AGM in terms of the said approval and Section 139 of the Companies Act, 2013 ('the Act') read with the Companies (Audit and Auditors) Rules, 2014.

The Board of Directors of the Company ('the Board'), on the recommendation of the Audit Committee ('the Committee'), recommended for the approval of the Members, the appointment of Messrs. R Kejriwal & Co., Chartered Accountants, as the Auditors of the Company for a period of two years from the conclusion of this AGM till the conclusion of the 13th AGM. As the Maximum term of audit allowed to M/s R. Kejriwal & Co. as per section 139 of The Companies Act, 2013 is 13 Years and the said term expires in 13th AGM. So, there appointment is recommended for 2 years only. On the recommendation of the Committee, the Board also recommended for the approval of the Members, the fees of R Kejriwal & Co. for the financial year 2019-20 at a remuneration of Rs. 50,000 per annum, plus out of pocket expense. The Committee considered various parameters like capability to serve a diverse and complex business as that of the Company, audit experience etc., for appointment of Statutory Auditor.

R Kejriwal & Co. have given their consent to act as the Auditors of the Company and have confirmed that the said appointment, if made, will be in accordance with the conditions prescribed under Sections 139 and 141 of the Act.

None of the Directors and Key Managerial Personnel of the Company, or their relatives, is interested in this Resolution.

The Board recommends this Resolution for your approval.

ITEM NO. 4:

The Company many a time have to enter into transaction with related party(ies) during the course of business. Your Board of director always concludes such transactions at arm length's price. So, that the company do not suffer any loss on account of the transactions entered with related parties. But then also as a measure of good corporate governance, your board proposes to take permission from shareholders for entering into all the related party transaction. Although the company will be giving blanket approval by passing this resolution, the board provides the details in relation to the transactions that have been entered into or may be entered into future under the authority of this resolution as per details mentioned Table-1 to the notice.

All the directors are relatives and shall be considered interested in every resolution to the extent of their relations.

The Directors of the Company may be deemed interested to the extent mentioned hereinabove.

The Board recommends this Resolution for your approval.

TABLE-1

Name	Relation	Nature Of Transaction	Periodicity	Amount	Pricing	Particulars
Garima bhatia	Spouse Of Director	Rent	Monthly	30000	At arms length and At Market Price	Shop As Defined In The Agreement
Hema bhatia	Spouse Of Director	Rent	Monthly	17500		
Hema bhatia	Spouse Of Director	Rent	Monthly	20000		
Kamlesh kumari bhatia	Mother Of Director	Rent	Monthly	20000		
Kamlesh kumari bhatia	Mother Of Director	Rent	Monthly	20000		
Kamlesh kumari bhatia	Mother Of Director	Rent	Monthly	40000		
Kamlesh kumari bhatia	Mother Of Director	Rent	Monthly	20000		
Nikhil bhatia	Director	Rent	Monthly	25000		
Nikhil bhatia	Director	Rent	Monthly	60000		
Sanjeev bhatia	Director	Rent	Monthly	60000		
Sanjeev bhatia	Director	Rent	Monthly	10000		
Sanjeev bhatia	Director	Rent	Monthly	10000		
Sanjeev bhatia	Director	Rent	Monthly	5000		
Sanjeev bhatia	Director	Rent	Monthly	10000		
Sanjeev bhatia	Director	Rent	Monthly	15000		
Sanjeev bhatia	Director	Rent	Monthly	10000		
Sanjeev bhatia	Director	Rent	Monthly	30000		
Harbanslal bhatia (huf)	Directors HUF	Rent	Monthly	30000		
Harbanslal bhatia (huf)	Directors HUF	Rent	Monthly	30000		
Bhatia Electronics	Nikhil Bhatia, Director Is Partner In The Firm.	Royalty	Monthly	N.A.	0.25% Of Sales	Royalty For Use Of Trade Mark "Bhatias" To Be Paid On Gross Sales
Garima Bhatia	Spouse Of Director	Interest On Unsecured Loan	Monthly Or Any Higher Period	Such Amount As May Be Received As Per Requirement Of Company	15% P.A.	Loans Received Will Be Unsecured And Repayable On Demand.
Harbanslal bhatia (huf)	Directors HUF					
Hema bhatia	Spouse Of Director					
Kamleshkumari bhatia	Mother of Director					
Nikhil bhatia	Director					

Nikhil bhatia (huf)	Directors HUF					
Sanjeev bhatia(huf)	Directors HUF					
Sanjeev bhatia(huf)	Directors HUF					
Mohit enterprise	Sanjeev Bhatia, Director Is Partner In The Firm.	Sale & Purchase	Yearly	N.A.	At Prevail- ing Market Prices	Sales And Purchase Will Be Done On Day To Day Basis As Per Business Require- ments At Prevailing Market Prices
Eparisar tech private limited	Common Director					
Telecity enterprises llp	Sanjeev Bhatia, Director Is Partner In The Firm.					
Snv distributors private limited	Sanjeev Bhatia, Director Is Partner In The Firm.					
Bhatia mobiles	Directors HUF					
Sanjeev Bhatia	Director	Salary	Monthly	2,00,000	As Per Resolution Passed	Managing Director
Nikhil Bhatia	Director	Salary	Monthly	2,00,000		Whole Time Di- rector
Mittal Shah	Company Secre- tary	Salary	Monthly	15,000		Company Secretary
Ravindra Sojal	Chief Financial Officer	Salary	Monthly	30,000		C.F.O
Harshita Sojal	Wife of KMP	Salary	Monthly	23.000		Employee of the com- pany

Director's Report

To,
The Members
Bhatia Communications & Retail (India) Limited

Your Directors take pleasure in submitting the 11th Annual Report of the Business and operations of your Company and the Audited Financial Statements for the financial year ended 31st March, 2019.

1. FINANCIAL RESULTS & PERFORMANCE

Particulars	For the year ended 31-03-2019*	For the year ended 31-03-2018*
Revenue from operations	16509.49	15512.53
Other Income	1566.53	1189.46
Total Revenue	18076.02	16701.99
Profit before tax and Exceptional Items	712.38	542.02
Exceptional Items	0	0
Profit before Taxation	712.38	542.02
-Current Tax	199.09	188.98
-Deferred Tax	(0.39)	(5.01)
-Income tax of earlier years	7.35	0.48
Net Profit/ (Loss) For The Year	506.33	357.58

*Figures regrouped wherever necessary

The Company discloses financial results on half yearly basis of which results are subjected to limited review and publishes audited financial results on an annual basis. The Financial Statements as stated above are also available on the Company's website www.bhatiamobile.com.

2. STATE OF COMPANY'S AFFAIR

During the year, Your Company recorded total revenue of 16509.49 Lacs during the current financial year as compared to total revenue of 15512.53 Lacs in financial year 2017-18 and Profit before Tax for the year 2018-19 stood at 712.38 Lacs as compared to Profit before tax of 542.02 Lacs in financial year 2017-18. Profit after Tax for the current year stood at 506.33 Lacs as compared to Profit after Tax of 357.58 Lacs. A detailed analysis on the Company's performance is included in the "Management's Discussion and Analysis" Report, which forms part of this Report.

3. ROAD AHEAD

Our vision of becoming one of the top retail mobile chains and moving towards sustainable growth. Our priorities are as follows:

- Focus on increasing same stores sales growth
- Maintaining Price Competitiveness
- Technology enabled inventory management system
- Cross promotion through intelligent marketing
- Moving up the value chain - Expanding the product line under own brand

We are very excited to enter into the new phase of growth and will continue to invest in our capabilities to increase our presence prudently and create value for the shareholders. We would like to be thankful to the entire stakeholder for being part of the journey.

4. DIVIDEND

Keeping in mind the overall performance and outlook for your Company, your Board of Directors recommend that this time the company is not declaring dividends as the company require funds for its business expansion. Your Directors are unable to recommend any dividend for the year ended 31st March, 2019.

5. UNCLAIMED DIVIDEND

There is no balance lying in unpaid equity dividend account.

6. TRANSFER TO RESERVE

Company has not transferred any amount from profit to General Reserve.

7. MATERIAL CHANGES

There are no Material change occurred between the end of the financial year of the company to which the financial statements related and the date of the report, which is affecting the financial position of the company.

8. SHARE CAPITAL

During the year, Company increased its authorized share capital from Rs. 7,00,00,000/- (Rupees Seven Crore only) to Rs. 13,00,00,000/- (Rupees Thirteen Crore) in Board meeting held on 16th August, 2018 and after being approved by the shareholders in General Meeting held on 25th September, 2018. The company has issued 62,57,600 equity shares of Face Value of Rs. 10/- each as Bonus issue pursuant to the approval of members in Annual general Meeting held on 25th September, 2018.

9. BONUS ISSUE

The Board, at its meeting held on 16th August, 2018, approved and recommended the issue of Bonus shares. The share holders approved the issue of Bonus Shares in the ratio of 1 (one) new fully paid-up Equity share for every 1 (one) Equity Share held in its Annual General Meeting held on 25/09/2018. The Company had allotted 62,57,600 equity shares of Face value Rs. 10/- each as a bonus issue to all the existing shareholders in Board Meeting held on 10/10/2018. The Bonus shares were credited to the eligible shareholders as on the record date, i.e. 09/10/2018.

10. CHANGE IN NATURE OF BUSINESS, IF ANY

During the Financial Year, there has been no change in the business of the company or in the nature of Business carried by the company during the financial year under review.

11. DEPOSITS

During the year, Company has not accepted any deposits from public within the meaning of the Section 73 of the Companies Act, 2013.

12. SUBSIDIARIES, JOINT VENTURE AND ASSOCIATE COMPANIES

The Company does not have any Subsidiary, Holding, Joint Venture or Associate Company.

13. DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE

There was no significant material order passed by the regulators or courts or tribunals impacting the going concern status and company's operation in nature.

14. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

In accordance with Section 152(6) of the Companies Act, 2013 read with the Articles of Association of the Company, Mr. Sanjeev Harbanslal Bhatia (DIN: 02063671), Managing Director, retire by rotation and is being eligible has offered himself for re-appointment at the ensuing Annual General Meeting

Based on the confirmations received from Directors, none of the Directors are disqualified from appointment under Section 164 of the Companies Act, 2013.

The following are the List of Directors and KMP of the Company during the year:

Name of Directors	Category & Designation	Appointment Date	Change in Designation	Resignation Date
Mr Sanjeev Harbanslal Bhatia	Executive Managing Director	25.03.2008	05.01.2018	-
Mr. Harbanslal Brijlal Bhatia	Executive Whole Time Director	25.03.2008	05.01.2018	20.11.2018 (Demised)
Mr. Nikhil Harbanslal Bhatia	Executive Whole Time Director	01.04.2008	05.01.2018	-
Mr. Arpit Arunkumar Jain	Non-Executive Independent Director	05.01.2018	-	-
Mrs. Rashmi Kapil Arora	Non-Executive Independent Director	05.01.2018	-	-
Mr. Rachit Naresh Narang	Non-Executive Independent Director	05.01.2018	-	-
Mr. Ravindra Arunrao Sojal	Chief Financial Officer	05.01.2018	-	-
Ms. Avani Karansingh Chaudhari	Company Secretary and compliance officer	11.11.2017	-	12.04.2019
Ms. Mittal Narendrabhai Shah	Company Secretary and compliance officer	12.04.2019	-	-

15. STATUTORY AUDITORS

In the AGM held on 30/09/2014, M/s R. Kejriwal & Co., Chartered Accountant was appointed as auditors for five years from 01/04/2014 to 31/03/2019. As per Section 139, the term of existing auditors ends on this AGM and they need to be Re-appointed for a further period of 2 years. So, the Board proposes to confirm the Re-appointment of M/s R. Kejriwal & Co., Chartered Accountants to the effect that their re-appointment as Statutory Auditors of the Company from the conclusion of 11th Annual General Meeting until the conclusion of the 13th Annual General Meeting of the Company, if made, would be within the prescribed limits under Section 139 of the Companies Act, 2013 and that they are not disqualified for such appointment within the meaning of Section 141 of the Companies Act 2013.

16. COMMENTS ON AUDITOR'S REPORT

The notes referred to in the Auditor Report are self-explanatory and they do not call for any further explanation as required under section 134 of the Companies Act, 2013.

17. INTERNAL AUDITOR

M/s. V. M. Patel & Associates, Cost Accountant, Surat appointed as an internal Auditor of the Company for the Financial Year 2018-19. Internal Auditors are appointed by the Board of Directors of the Company, based on the recommendation of the Audit Committee. The Internal Auditor reports their findings on the internal Audit of the Company to the Audit Committee on a quarterly basis. The Scope of Internal audit is approved by the Audit Committee.

The Company has appointed M/s. V. M. Patel & Associates, Cost Accountant, Surat as an Internal Auditor for the term of 5 years from from F.Y. 2019-20 to 2023-24 in the Board meeting held on 30th May, 2019 after obtaining his willingness and eligibility letter for appointment as Internal Auditor of the Company.

18. EXTRACT OF ANNUAL RETURN

The Extract of Annual Return as required under section 92(3) of the Companies Act, 2013 and Rule 12 (1) of the Companies (Management and Administration) Rules, 2014 in Form MGT-9 is annexed herewith for your kind perusal and information. **(Annexure - 1)**

19. RELATED PARTY TRANSACTION

With reference to Section 134(3)(h) of the Companies Act, 2013, all contracts and arrangements with related parties under section 188 of the Companies Act, 2013 entered by the Company during the financial year, were in ordinary course of business and at arm's length basis. Details of the related party transactions made during the year are attached as Annexure-2 in form AOC-2 for your kind perusal and information.

20. NUMBER OF MEETING HELD DURING THE YEAR

The Details of all meeting of Board of Directors and Committee meeting had taken place during the year and their details along with their attendance, is given in Annexure 3 in the Corporate Governance Report.

21. COMPOSITION OF BOARD AND ITS COMMITTEE

The detail of the composition of the Board and its committees thereof and detail of the changes in their composition if any is given in Annexure 3 in the Corporate Governance Report.

22. LOANS, GUARANTEES AND INVESTMENT

With reference to Section 134(3)(g) of the Companies Act, 2013, loans, guarantees and investments made under section 186 of the Companies Act, 2013 are as under:

Sr. No.	Date of transaction	Name of the Company	Purpose of Transaction	Amount involved in Transaction
1	Current Year	Suncare Traders Limited	Loan for business development	2,55,41,799

23. DECLARATION BY INDEPENDENT DIRECTORS

Company has received declaration from all the independent directors duly signed by them stating that they meet the criteria of independence as provided in section 149(6) of the Companies Act, 2013. There has been no Change in the circumstances affecting their status as Independent Directors of the Company so as to qualify themselves to be appointed as Independent Directors under the provisions of the Companies Act, 2013 and the relevant regulations.

SEPARATE MEETING OF INDEPENDENT DIRECTORS

In terms of requirement of Schedule IV of the Companies Act, 2013, the Independent Directors of the company have complied with the code of Independent Director. Independent Directors met separately on 15th March, 2019 to inter alia review the performance of Non-Independent Directors (Including the Chairman), the entire Board and the quality, quantity and timeliness of the flow of the information between the Management and the Board.

24. VIGIL MECHANISM

The Company has adopted a Whistle Blower Policy to provide a formal mechanism to the Directors and employees to report their concerns about unethical behaviour, actual or suspected fraud or violation of the Company's Code of Conduct or Ethics Policy. The Policy provides for adequate safeguards against victimization of employees who avail of the mechanism and also provides for direct access to the Chairman of the Audit Committee. It is affirmed that no personnel of the Company have been denied access to the Audit Committee. The Whistle Blower Policy has been posted on the website of the Company at <http://bhatiamobile.com/wp-content/uploads/2019/06/Vigil-Mechanism-Whistle-Blower-Policy.pdf>

25. RISK MANAGEMENT

Risks are events, situations or circumstances which may lead to negative consequences on the Company's business. Risk Management is a structured approach to manage uncertainty. An enterprise wide approach to Risk Management is being adopted by the Company and key risks will now be managed within a unitary framework. As a formal roll-out, all business divisions and corporate functions will embrace Risk Management Structure, and make use of these in their decision making. Key business risks and their mitigation are considered in the annual/strategic business plans and in periodic management reviews. The risk management process over the period of time will become embedded into the Company's business system and processes, such that our responses to risk remain current and dynamic.

26. DIRECTORS RESPONSIBILITY STATEMENT

Pursuant to the provisions of Section 134(5) of the Companies Act, 2013, your directors hereby confirm:

- A. hat in preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departments;
- B. That 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 if the Company at the end of the financial year and of the profit and loss of the Company for that period;
- C. That the directors had 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 for preventing and detecting fraud and other irregularities;
- D. That the directors had prepared the annual accounts on a going concern basis; and
- E. The directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively;
- F. The directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

27. ANNUAL EVALUATION

Pursuant to the applicable provisions of the Act and the Listing Regulations, the Board has carried out an Annual Evaluation of its own performance, performance of the Directors and the working of its Committees based on the evaluation criteria defined by Nomination and Remuneration Committee (NRC) for performance evaluation process of the Board, its Committees and Directors.

The performance evaluation of the board was evaluated by the board after seeking inputs from all the directors on the basis of the criteria such as participation in decision making; participation in developing corporate governance; providing advice and suggestion etc.

The Committees of the Board were assessed on the degree of fulfilment of key responsibilities, adequacy of Committee composition and effectiveness of meetings.

The board reviewed the performance of the individual directors on the basis of the criteria such as the contribution in decision making, contribution of the individual director to the board and committee meetings like preparedness on the issues to be discussed, meaningful and constructive suggestions and advice in meetings, etc. In addition, the chairman was also evaluated on the key aspects of his role.

In a separate meeting of independent directors, performance of non-independent directors, performance of the board as a whole and performance of the chairman was evaluated, taking into account the views of executive directors and non-executive directors. Performance evaluation of independent directors was done by the entire board, excluding the independent director being evaluated.

28. INTERNAL FINANCIAL CONTROL SYSTEM

The Company has a well placed, proper and adequate internal financial control system which ensures that all the assets are safeguarded and protected and that the transactions are authorized recorded and reported correctly. The internal audit covers a wide variety of operational matters and ensures compliance with specific standard with regards to availability and suitability of policies and procedures. During the year no reportable material weakness in the design or operation were observed.

29. ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE FINANCIAL STATEMENTS

The companies act, 2013 re-emphasizes the need for an effective internal financial control system in the company. Rule 8(5) (viii) of Companies (Accounts) Rules, 2014 requires the information regarding adequacy of internal financial controls with reference to the financial statements to be disclosed in the board' report. The detailed report forms part of Independent Auditors Report.

30. CORPORATE GOVERNANCE

Your Company has incorporated the appropriate standards for corporate governance. Pursuant to Regulation 15(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is not required to mandatorily comply with the provisions of certain regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Company is filing Corporate Governance Report to stock exchange quarterly. However, as per Regulation 34(3) read with Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 company is giving report on corporate governance report in annual report of the company. Corporate Governance Report is as per Annexure - 3.

31. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNING

With reference to Section 134(3)(m) of the Companies Act, 2013, the details of conservation of energy, technology absorption and foreign exchange earnings are as per Annexure - 4.

32. CORPORATE SOCIAL RESPONSIBILITY (CSR)

Pursuant to the provisions of section 135 of the Companies Act, 2013 read with Companies (Corporate Social Responsibility) Rules 2014; the Board has undertaken the CSR activities as per Rule 4 of Companies (Corporate Social Responsibility Policy) Rules, 2014. The details of CSR activities for the financial year 2018-19 forms part of this Board report in Annexure - 5.

33. MANAGEMENT DISCUSSION AND ANALYSIS REPORTS

As per Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements), Regulation 2015, the Management Discussion and Analysis Report is given in Annexure - 6.

34. SECRETERIAL AUDITOR

Your board has appointed Mr. Ranjit Kejriwal, Practicing Company Secretary, as secretarial Auditor of the company for the period of 5 consecutive years starting from financial year 2019-20. The secretarial report for the financial year 2018-19 is attached as Annexure-7. Report of secretarial auditor is self-explanatory and need not any further clarification.

35. PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES

There was no employee drawing remuneration in excess of limits prescribed under section 197(12) of the Companies Act, 2013 read with Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. The Disclosure pertaining to remuneration as required under section 197(12) of the Companies Act, 2013 read with Rule of the Companies (Appointment and Remuneration of Managerial Personnel) Amendment Rules, 2016 are as per Annexure - 8.

The detailed remuneration policy of the Company is available on the below link:

<http://bhatiamobile.com/wp-content/uploads/2019/04/Policy-on-Appointment-and-Remuneration-for-Directors-Key-Managerial-Personnel-and-Senior-Management-Employee.pdf>

36. CEO/ CFO CERTIFICATION

In terms of Regulation 17(8) of the Listing Regulations, the CFO has certified to the Board of Directors of the Company with regard to the financial statements and other matters specified in the said regulation for the financial year 2018-19. The certificate received from CFO is attached herewith as per Annexure – 9.

37. CODE OF CONDUCT

Being a SME listed Company exemption has been provided to the Company from formulating of Code of Conduct for Board of Directors and Senior Management Personnel. However, Board of Directors has formulated and adopted Code of Conduct for Board of Directors and Senior Management Personnel from January 19, 2018. During the year, Board of Directors and Senior Management Personnel has complied with general duties, rules, acts and regulations. In this regard certificate from Managing Directors as required under Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 has been received by the Board and the same is attached herewith as per Annexure – 10

Code of Conduct form Board of Directors and Senior Management Personnel effective from February 15, 2018 is available on below link: <http://bhatiamobile.com/wp-content/uploads/2018/08/Code-of-Conduct.pdf>

38. CORPORATE GOVERNANCE

Corporate Governance is a set of process, practice and system which ensure that the Company is managed in a best interest of stakeholders. The key fundamental principles of corporate governance are transparency and accountability. At Bhatia, Company's core business objective is to achieve growth with transparency, accountability and with independency. Company has adopted various corporate governance standard and doing business in ethical way by which Company has enhance stakeholders trust, shareholders wealth creation by improving shares valuation, market capitalization, etc.

A certificate received from M/s R. Kejriwal & Co., Statutory Auditors of the Company regarding compliance of the conditions of Corporate Governance, as required under Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is attached herewith as per Annexure – 11.

39. DISCLOSURE REGARDING UTILIZATION OF IPO FUNDS

The details regarding the funds utilized by the company from proceeds of IPO upto 31.03.2019 is attached herewith as Annexure 12.

40. SEXUAL HARASSMENT OF WOMEN

Your company adopted policy of "Prevention of Sexual Harassment of Women at Workplace". There were no incidences of sexual harassment reported during the year under review, in terms of the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and Rules made thereunder. The objective of this policy is to provide protection against sexual harassment of women at workplace and for redressal of any such complaints of harassment, internal complaints committee has been set up to redress the complaints, if any.

The company has complied with the provisions relating to constitution of Internal Complaints Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. Your director's further state that during the year under review, there were no cases filed pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

41. SECRETARIAL STANDARDS ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA (ICSI)

The Company complies with all applicable mandatory Secretarial Standards issued by the Institute of Company Secretaries of India (ICSI).

42. FRAUD REPORTING

During the year under review, no fraud has been reported by Auditors under Section 143(12) of the Companies Act, 2013.

43. MAINTENANCE OF COST RECORDS

The company is not required to maintain Cost Records as specified by Central Government under section 148(1) of the Companies Act, 2013, and accordingly such accounts and records are not made and maintained.

The Company being basically engaged into the retail and whole sell distribution business of mobile handsets, tablets, data-cards, mobile accessories, mobile related products and is the member of BSE SME Platform. Apart from this business, the Company is not engaged in any other business/activities.

44. STATUTORY INFORMATION

The Company being basically engaged into the retail and whole sell distribution business of mobile handsets, tablets, data-cards, mobile accessories, mobile, television related products and is the member of BSE SME Platform. Apart from this business, the Company is not engaged in any other business/activities.

45. APPRECIATION

Your Directors place on record their deep appreciation to employees at all levels for their hard work, dedication and commitment and express their sincere thanks and appreciation to all the employees for their continued contribution, support and co-operation to the operations and performance of the company.

46. ACKNOWLEDGEMENT:

Your Directors would like to express their sincere appreciation of the co-operation and assistance received from Shareholders, Bankers, regulatory bodies and other business constituents during the year under review.

Your Directors also wish to place on record their deep sense of appreciation for the commitment displayed by all executives, officers and staff, resulting in successful performance of the Company during the year.

Place: Surat
Date: 09/08/2019

By order of the Board
for Bhatia Communications & Retail (India) Limited

Sd/-
Nikhil Harbanslal Bhatia
Chairman
DIN: 02063706

Annexure-1

FORM MGT 9

EXTRACT OF ANNUAL RETURN

as on the Financial Year ended 31.03.2019

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

I. REGISTRATION & OTHER DETAILS:

I	CIN	L32109GJ2008PLC053336
II	Registration Date	25/03/2008
III	Name of the Company	Bhatia Communications & Retail (India) Limited
IV	Category/ Sub-category of the Company	Public Limited Company
V	Address of the Registered office & Contact detail	132, Dr. Ambedkar Shopping Centre, Ring Road, Surat-395002, Gujarat Ph:0261-2349892 Email: info@bhatiamobile.com Website: www.bhatiamobile.com
VI	Weather listed Company	Yes
VII	Name , Address & contact details of the Registrar & Transfer Agent, if any	Purva Sharegistry (India) Private Limited. Unit No. 9 Shiv Shakti Ind. Estt., J. R. Boricha Marg, Lower Parel (E), Mumbai-400011, Maharashtra, Ph: No. 022-23016761/8261. Fax: 022-2301 2517 Email: support@purvashare.com Website: www.purvashare.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:

Sr. No.	Name and Description of products/ service	NIC Code of the Product/ service	% to total turnover of the Company
1	Retail sale of Mobile Phone and telecommunication equipment and parts	47414	91.33%
2	Other Income	64199	8.67%

III. PARTICULARS OF HOLDING, SUBSIDIARY & ASSOCIATE COMPANIES

Sr. No.	Name and Address of the Company	CIN/GIN	Holding/ Subsidiary/ Associate	% of Share held	Applicable Sec. of Companies Act, 2013
NIL					

IV. SHAREHOLDING PATTERN (Equity Share Capital Break up as percentage of total Equity)

i. Category-wise Share Holding

Category of shareholders	No of shares held at the beginning of the year (as on 31.03.2018)				shareholding at the end of the year (as on 31.03.2019)				%Change during the year (9-5)
	Demat	Physical	Total	% of total shares	Demat	physical	Total	% of total shares	
1	2	3	4	5	6	7	8	9	10
A. Promoters									
(1) Indian									
Individuals / Hindu Undivided Family	4607600	0	4607600	73.63	9215200	0	9215200	73.63	0.00
Central Government	0	0	0	0.00	0	0	0	0.00	0.00
State Governments(s)	0	0	0	0.00	0	0	0	0.00	0.00
Bodies Corporate	0	0	0	0.00	0	0	0	0.00	0.00
Financial Institutions / Banks	0	0	0	0.00	0	0	0	0.00	0.00
Any other (specify)	0	0	0	0.00	0	0	0	0.00	0.00
Sub-Total (A) (1)	4607600	0	4607600	73.63	9215200	0	9215200	73.63	0.00
(2) Foreign									
Non-Resident Individuals	0	0	0	0.00	0	0	0	0.00	0.00
Other Individuals	0	0	0	0.00	0	0	0	0.00	0.00
Bodies Corporate	0	0	0	0.00	0	0	0	0.00	0.00
Banks / FI	0	0	0	0.00	0	0	0	0.00	0.00
Any Other (specify)	0	0	0	0.00	0	0	0	0.00	0.00
Sub-Total (A) (2)	0	0	0	0.00	0	0	0	0.00	
Total Shareholding of Promoter (A) = (A) (1)+(A)(2)	4607600	0	4607600	73.63	9215200	0	9215200	73.63	0.00
B. Public Shareholding									
(1) Institutions									
Mutual Funds	0	0	0	0.00	0	0	0	0.00	0.00
Financial Institutions / Banks	0	0	0	0.00	0	0	0	0.00	0.00
Central Government	0	0	0	0.00	0	0	0	0.00	0.00
State Governments(s)	0	0	0	0.00	0	0	0	0.00	0.00
Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
Insurance Companies	0	0	0	0.00	0	0	0	0.00	0.00
Foreign Institutional Investors	0	0	0	0.00	0	0	0	0.00	0.00

Foreign Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
Any Other (Specify)	0	0	0	0.00	0	0	0	0.00	0.00
Sub-Total (B) (1)	0	0	0	0.00	0	0	0	0.00	0.00
(2) Non-Institutions	0	0	0	0	0	0	0	0	0
Bodies Corporate	0	0	0	0	0	0	0	0	0
i) Indian	405000	0	405000	6.47	522000	0	522000	4.17	-2.30
ii) Overseas	0	0	0	0	0	0	0	0	0
Individuals									
Individual Shareholders holding nominal Share Capital upto Rs.1 Lakh	372963	0	372963	5.96	466000	0	466000	3.72	-2.24
Individual Shareholders holding nominal Share Capital in excess of Rs.1 Lakh	556000	0	556000	8.89	1381990	0	1381990	11.04	2.16
Any Other (Specify)									
LLP	1996	0	1996	0.03	3992	0	3992	0.03	0.00
Non Resident Indians	13000	0	13000	0.21	26000	0	26000	0.21	0.00
HUF	104000	0	104000	1.66	219996	0	219996	1.76	0.10
Clearing Member	60041	0	60041	0.96	4022	0	4022	0.03	-0.93
Other Directors & their relatives	41000	0	41000	0.66	84000	0	84000	0.67	0.02
Market Makers	96000	0	96000	1.53	592000	0	592000	4.73	3.20
Sub-total (B) (2)	1650000	0	1650000	26.37	3300000	0	3300000	26.37	0.00
Total Public Shareholding (B) = (B)(1)+(B)(2)	1650000	0	1650000	26.37	3300000	0	3300000	26.37	0.00
TOTAL (A)+(B)	6257600	0	6257600	100.00	12515200	0	12515200	100.00	0.00
C. Shares held by Custodians Custodian for GDRs & ADRs	0	0	0	0.00	0	0	0	0.00	0.00
GRAND TOTAL (A)+(B)+(C)	6257600	0	6257600	100.00	12515200	0	12515200	100.00	0.00

*Issued 62,57,600 Equity Shares as Bonus Issue in the ratio of One New Fully Paid Up Equity Shares for every one equity shares held.

ii. Shareholding of Promoters

Sr. No.	shareholders Name	Shareholding at the beginning of the year 31.03.18			shareholding at the end of the year-31.03.2019			% 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	HARBANSLAL BHATIA*	2380000	38.03	0	0	0.00	0	-38.03
2	SANJEEV BHATIA	2130000	34.04	0	4260000	34.04	0	0.00
3	HEMA SANJEEV BHATIA	61133	0.98	0	122266	0.98	0	0.00
4	NIKHIL BHATIA*	36427	0.58	0	4832854	38.62	0	38.03
5	KAMALESHKUMARI BHATIA	13	0.00	0	26	0.00	0	0.00
6	NARESH BHATIA	13	0.00	0	26	0.00	0	0.00
7	GARIMA BHATIA	14	0.00	0	28	0.00	0	0.00

* Harbanslal Bhatia demised on 20th November, 2018 and his entire shareholdings were transmitted to Mr. Nikhil Bhatia.

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

Sr. No.	PROMOTER	Shareholding at the beginning of the year		DATE	(+)-IN-CREASE/(-) DECREASE IN SHARE HOLDING	REASON	Shareholding at the end of the year	
		No Of Shares	% Of Total Shares Of The Company				No Of Shares	% Of Total Shares Of The Company
1	HARBANSLAL BHATIA	2380000	38.03	01.04.2018			2380000	38.03
				19.10.2018	2380000	Allotment	4760000	38.03
				15.03.2019	-4760000	Transmission	0	0.00
				31.03.2019	-	-	0	0.00
2	SANJEEV BHATIA	2130000	34.04	01.04.2018			2130000	34.04
				19.10.2018	2130000	Allotment	4260000	34.04
				31.03.2019	-	-	4260000	34.04
3	HEMA SANJEEV BHATIA	61133	0.98	01.04.2018			61133	0.98
				19.10.2018	61133	Allotment	122266	0.98
				31.03.2019	-	-	122266	0.98

4	NIKHIL BHATIA	36427	0.58	01.04.2018			36427	0.58
				19.10.2018	36427	Allotment	72854	0.58
				15.03.2019	4760000	Transmission	4832854	38.62
				31.03.2019	-	-	4832854	38.62
5	GARIMA BHATIA	14	0.00	01.04.2018			14	0.00
				19.10.2018	14	Allotment	28	0.00
				31.03.2019	-	-	28	0.00
6	KAMALESHKUMARI BHATIA	13	0.00	01.04.2018			13	0.00
				19.10.2018	13	Allotment	26	0.00
				31.03.2019	-	-	26	0.00
7	NARESH BHATIA	13	0.00	01.04.2018			13	0.00
				19.10.2018	13	Allotment	26	0.00
				31.03.2019	-	-	26	0.00

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

Sr. No.	Name of Shareholders	Shareholding at the beginning of the year		DATE	(+)-IN-CREASE/(-) DECREASE IN SHARE HOLDING	REASON	Shareholding at the end of the year	
		No Of Shares	% Of Total Shares Of The Company				No Of Shares	% Of Total Shares Of The Company
1	JACKPOT VINTRADE PRIVATE LIMITED	164000	2.62	01.04.2018			164000	2.62
				29.06.2018	-164000	Sell	0	0.00
				31.03.2019	-	-	0	0.00
2	NNM Securities	96000	1.53	01.04.2018			96000	1.53
				13.04.2018	-2000	Sell	94000	1.50
				20.04.2018	5000	Buy	99000	1.58
				27.04.2018	11000	Buy	110000	1.75
				04.05.2018	6000	Buy	116000	1.85
				11.05.2018	3000	Buy	119000	1.90
				29.06.2018	165000	Buy	284000	4.54
				20.07.2018	1000	Buy	285000	4.55
				27.07.2018	1000	Buy	286000	4.57
				31.07.2018	-1000	Sell	285000	4.55
				03.08.2018	1000	Buy	286000	4.57
				10.08.2018	-27000	Sell	259000	4.14
				24.08.2018	1000	Buy	260000	4.15
				07.09.2018	-3000	Sell	257000	4.11
				21.09.2019	4000	Buy	261000	4.17
				28.09.2018	2000	Buy	263000	4.20
				19.10.2018	267000	Allotment	530000	4.23
				04.01.2019	144000	Buy	674000	5.39
				11.01.2019	-2000	Sell	672000	5.37
				18.01.2019	-2000	Sell	670000	5.35
				08.02.2019	-8000	Sell	662000	5.29

				22.02.2019	2000	Buy	664000	5.31
				01.03.2019	2000	Buy	666000	5.32
				22.03.2019	4000	Buy	670000	5.35
				29.03.2019	-78000	Sell	592000	4.73
				31.03.2019			592000	4.73
3	Festino Vincom Limited	81000	1.29	01.04.2018			81000	1.29
				19.10.2018	81000	Allotment	162000	1.29
				04.01.2019	-162000	Sell	0	0.00
				31.03.2019			0	0.00
4	Newedge Vinimay Private Limited	75000	1.20	01.04.2018			75000	1.20
				27.04.2018	9000	Buy	84000	1.34
				19.10.2018	84000	Allotment	168000	1.34
				11.01.2019	2000	Buy	170000	1.36
				18.01.2019	2000	Buy	172000	1.37
				08.02.2019	8000	Buy	180000	1.44
				15.02.2019	2000	Buy	182000	1.45
				08.03.2019	-12000	Sell	170000	1.36
				15.03.2018	2000	Buy	172000	1.37
				31.03.2018			172000	1.37
5	Mamta Jayesh Agrawal	37000	0.59	01.04.2018			37000	0.59
				19.10.2018	37000	Allotment	74000	0.59
				29.03.2019	-44000	Sell	30000	0.24
				31.03.2019			30000	0.24
6	R Wadiwala Securities	33000	0.53	01.04.2018			33000	0.26
				06.04.2018	-1000	Sell	32000	0.51
				13.04.2018	-23791	Sell	8209	0.13
				20.04.2018	3394	Buy	11603	0.18
				27.04.2018	-10480	Sell	1123	0.02
				04.05.2018	-1074	Sell	49	0.00
				25.05.2018	-36	Sell	13	0.00
				31.05.2018	-7	Sell	6	0.00
				08.06.2018	-1	Sell	5	0.00
				19.10.2018	5	Allotment	10	0.00
				29.03.2019	2000	Buy	2010	0.02
				31.03.2019			2010	0.02
7	SHYAM KIRAN PARIKH	32000	0.52	01.04.2018			32000	0.26
				19.10.2018	32000	Allotment	64000	0.51
				31.03.2019			64000	0.51
8	VIJAY ISHWARLAL BHAVNANI	30000	0.48	01.04.2018			30000	0.24
				19.10.2018	30000	Allotment	60000	0.48
				31.03.2019			60000	0.48
9	SHING SEEMA V	29000	0.46	01.04.2018			29000	0.46
				13.04.2018	2000	Buy	31000	0.50
				20.04.2018	1000	Buy	32000	0.51
				27.04.2018	-5000	Sell	27000	0.43
				19.10.2018	27000	Allotment	54000	0.43
				31.03.2019			54000	0.43

10	ACHARYA POLYFAB	28000	0.45	01.04.2018			28000	0.22
				19.10.2018	28000	Allotment	56000	0.45
				31.03.2019			56000	0.45
11	SUNCARE TRADERS LIMITED	27000	0.43	01.04.2018			27000	0.22
				19.10.2018	27000	Allotment	54000	0.43
				04.01.2019	4000	Buy	58000	0.46
				15.02.2019	6000	Buy	64000	0.51
				31.03.2019			64000	0.51
12	RAHUL RAMESH JAIN	27000	0.43	01.04.2018			27000	0.43
				19.10.2018	27000	Allotment	54000	0.43
				31.03.2019			54000	0.43
13	ROHITKUMAR RAMESHBHAI JAIN	27000	0.43	01.04.2018			27000	0.43
				19.10.2018	27000	Allotment	54000	0.43
				31.03.2019			54000	0.43
14	POOJA VIJAY BHAVNANI	27000	0.43	01.04.2018			27000	0.43
				19.10.2018	27000	Allotment	54000	0.43
				31.03.2019			54000	0.43
15	RAMESHKUMAR GYANCHAND JAIN	27000	0.43	01.04.2018			27000	0.43
				19.10.2018	27000	Allotment	54000	0.43
				31.03.2019			54000	0.43
16	ISHWARLAL J BHAVNANI	27000	0.43	01.04.2018			27000	0.43
				19.10.2018	27000	Allotment	54000	0.43
				31.03.2019			54000	0.43
17	SUNDERLAL GOPAL-DASS BHATIA	5000	0.08	01.04.2018			5000	0.08
				13.04.2018	22397	Buy	27397	0.44
				27.04.2018	4480	Buy	31877	0.51
				04.05.2018	1074	Buy	32951	0.53
				25.05.2018	36	Buy	32987	0.53
				31.05.2018	7	Buy	32994	0.53
				08.06.2018	1	Buy	32995	0.53
				19.10.2018	32995	Allotment	65990	0.53
				31.03.2019			65990	0.53
18	INTERNATIONAL FINANCIAL SERVICES LTD.	0	0.00	01.04.2018			0	0.00
				29.03.2019	125000	1.00	125000	1.00
				31.03.2019			125000	1.00
19	MIKER FINANCIAL CONSULTANTS PVT LTD	0	0.00	01.04.2018			0	0.00
				06.04.2018	1000	Buy	1000	0.02
				10.08.2018	20000	Buy	21000	0.34
				21.09.2018	4000	Buy	25000	0.40
				19.10.2018	25000	Allotment	50000	0.40
				26.10.2018	2000	Buy	52000	0.42
				21.12.2018	12000	Buy	64000	0.51
				31.03.2019			64000	0.51

V. SHAREHOLDING OF DIRECTOR'S & KEY MANAGERIAL PERSONNEL

Sr. No.	Director/KMP	Shareholding at the beginning of the year		DATE	(+)-IN-CREASE/(-) DECREASE IN SHARE HOLDING	REASON	Shareholding at the end of the year	
		No Of Shares	% Of Total Shares Of The Company				No Of Shares	% Of Total Shares Of The Company
1	HARBANSLAL BHATIA	2380000	38.03	01.04.2018			2380000	38.03
				19.10.2018	2380000	Allotment	4760000	38.03
				15.03.2019	-4760000	Transmission	0	0.00
				31.03.2019	-	-	0	0.00
2	SANJEEV BHATIA	2130000	34.04	01.04.2018			2130000	34.04
				19.10.2018	2130000	Allotment	4260000	34.04
				31.03.2019	-	-	4260000	34.04
3	NIKHIL BHATIA	36427	0.58	01.04.2018			36427	0.58
				19.10.2018	36427	Allotment	72854	0.58
				15.03.2019	4760000	Transmission	4832854	38.62
				31.03.2019	-	-	4832854	38.62
4	Rashmi Kapil Arora	16000	0.26	01.04.2018			16000	0.26
				19.10.2018	16000	Allotment	32000	0.26
				31.03.2019			32000	0.26
5	Arpit Arunkumar Jain	0	0.00	01.04.2018			0	0.00
				31.03.2019	0		0	0.00
6	Rachit Naresh Narang	9000	0.14	01.04.2018			9000	0.14
				19.10.2018	9000	Allotment	18000	0.14
				29.03.2019	2000	Buy	20000	0.16
				31.03.2019	-	-	20000	0.16
7	Ravindra Arunrao Sojal	3000	0.05	01.04.2018			3000	0.05
				19.10.2018	3000	Allotment	6000	0.05
				31.03.2019			6000	0.05
8	Avani Karansingh Chaudhari	0	0.00	01.04.2018	-	-	0	0.00
				31.03.2019	0		0	0.00

V. INDEBTEDNESS

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the year				
I. Principle Amount	1,05,50,625	83,84,079	0	1,89,34,704
II. Interest due but not paid	0	0	0	
III. Interest accrued but not due	0	0	0	
Total (I+II+III)	1,05,50,625	83,84,079	0	1,89,34,704
Change in Indebtedness during the financial year				
Additions	4,14,33,766	0	0	4,14,33,766
Reduction	0	32,23,217	0	(32,23,217)
Net Change	4,14,33,766	(32,23,217)	0	3,82,10,549
Indebtedness at the end of the financial year				
I. Principle Amount	5,19,84,391	51,60,862	0	5,71,45,253
II. Interest due but not paid	0	0	0	
III. Interest accrued but not due	0	0	0	
Total (I+II+III)	5,19,84,391	51,60,862	0	5,71,45,253

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole Time Director and/or Manager

Sr. No.	Particulars of Remuneration	Name of the MD/WTD			Amount
		Sanjeev Harbanslal Bhatia (MD)	*Harbanslal Brijlal Bhatia (WTD)	Nikhil Harbanslal Bhatia (WTD)	
1.	Gross Salary				
a.	Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961	24,00,000	14,00,000	24,00,000	62,00,000
b.	Value of perquisites u/s 17(2) of Income Tax Act, 1961	NIL	NIL	NIL	NIL
c.	Profits in lieu if salary under section 17(3) of the Income Tax Act, 1961	NIL	NIL	NIL	NIL
2.	No. of Stock option	NIL	NIL	NIL	NIL
3.	Sweat Equity	NIL	NIL	NIL	NIL
4.	Commission				
	As % of profit	NIL	NIL	NIL	NIL
	Others (specify)	NIL	NIL	NIL	NIL
5.	Others, please specify	NIL	NIL	NIL	NIL
	Total	24,00,000	14,00,000	24,00,000	62,00,000
	Celling as per the Act	Rs. 77,43,789			

* Harbanslal Brijlal Bhatia, Whole Time Director of the company has demised on 20th November, 2018.

B. Remuneration to other Directors

Sr. No.	Particulars	Name of Directors			Total Amount
1.	Independent Directors	Rashmi Kapil Arora	Rachit Naresh Narang	Arpit Arunkumar Jain	
a.	Fees for attending Board/ Committee meetings	NIL			
b.	Commission	NIL			
c.	Others	NIL			
	Total (1)				
2.	Other Non-Executive Directors	-----	-----	-----	-----
a.	Fees for attending Board/ Committee meetings				
b.	Commission				
c.	Others				
	Total (2)				
	Total (1+2)	NIL			
	Total Managerial Remuneration	NIL			
	Overall Managerial Remuneration	NIL			
	Celling as per the Act	Rs. 77,43,789			

C. Remuneration to Key Managerial Personnel other than MD/MANAGER/WTD

Sr. No.	Particulars	Key Managerial Personnel		Total
1.	Gross Salary	Ravindra Arunrao Sojal (CFO)	Avani Karansingh Chaudhari (CS)	
a.	Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961	3,55,000	1,33,666	4,88,666
b.	Value of perquisites u/s 17(2) of Income Tax Act, 1961	0.00	0.00	0.00
c.	Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	0.00	0.00	0.00
2.	No. of Stock option	0	0	0
3.	Sweat Equity	0	0	0
4.	Commission			
	As % of profit	0.00	0.00	0.00
	Others (specify)	0.00	0.00	0.00
5.	Others, please specify	0.00	0.00	0.00
	Total	3,55,000	1,33,666	4,88,666

VII. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES

Type	Section of the Companies Act	Brief Description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority [RD/ NCLT/ COURT]	Appeal made, if any (give Details)
A. COMPANY	NIL				
Penalty					
Punishment					
Compounding					
B. DIRECTORS	NIL				
Penalty					
Punishment					
Compounding					
C. OTHER OFFICERS	NIL				
Penalty					
Punishment					
Compounding					

Place: Surat
Date: 09/08/2019

By order of the Board
for Bhatia Communications & Retail (India) Limited

Sd/-
Nikhil Harbanslal Bhatia
Chairman
DIN: 02063706

Annexure-2

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 transactions under third proviso thereto

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

Sr. No.	Name(s) of the related party and nature of relationship	Nature of contracts/ arrangements/ transactions	Duration of the contracts / arrangements/ transactions	Salient terms of the contracts or agreement or transactions including the value, if any	Justification for entering into such contracts or arrangements or transactions	Date(s) of approval by the Board	Amount paid as advance, if any	Date on which the special resolution was passed in general meeting as required under first provisoW
NIL								

2. Details of material contracts or arrangement or transactions at arm's length basis

Sr. No.	Name(s) of the related party and nature of relationship	Nature of contracts/ arrangements/ transactions	Duration of the contracts/ arrangements / transactions	Salient term of the contracts or arrangements or transactions including the value, if any	Date(s) if approval by the Board, if any	Amount paid as advanced, if any
1	Garima Bhatia, Relative of Director	Interest	On Demand	15% interest on unsecured loan	26/04/2018	NIL
		Salary Paid	Annually	Salary per annum Rs. 25,000/-	26/04/2018	NIL
		Rent Paid	Annually	Rent per annum Rs. 3,60,000/-	26/04/2018	NIL
2	Harbansal Bhatia, Director	Interest	On Demand	15% interest on unsecured loan	26/04/2018	NIL
		Salary Paid	Monthly	Salary per month Rs. 2,00,000/-	26/04/2018	NIL
		Rent Paid	Annually	Rent per annum Rs. 3,15,000/-	26/04/2018	NIL
3	Harbansal Bhatia (HUF), HUF of Director	Interest	On Demand	15% interest on unsecured loan	26/04/2018	NIL
4	Hema Bhatia, Relative of Director	Interest	On Demand	15% interest on unsecured loan	26/04/2018	NIL
		Rent Paid	Annually	Rent per annum Rs. 4,50,000/-	26/04/2018	NIL
5	Kamleshkumari Bhatia, Relative of Director	Interest	On Demand	15% interest on unsecured loan	26/04/2018	NIL
		Rent Paid	Annually	Rent per annum Rs. 12,00,000/-	26/04/2018	NIL
6	Nikhil Bhatia, Director	Interest	On Demand	09% interest on unsecured loan	26/04/2018	NIL
		Salary Paid	Monthly	Salary per month Rs. 2,00,000/-	26/04/2018	NIL
		Rent paid	Annually	Rent per annum Rs. 10,20,000	26/04/2018	NIL

7	Nikhil Bhatia (HUF), HUF of Director	Interest	On Demand	15% interest on unsecured loan	26/04/2018	NIL
		Purchase	Annually	At prevailing Market Price	26/04/2018	NIL
8	Sanjeev Bhatia, Director	Interest	On Demand	09% interest on unsecured loan	26/04/2018	NIL
		Salary Paid	Monthly	Salary per month Rs. 2,00,000/-	26/04/2018	NIL
		Rent Paid	Annually	Rent Per annum Rs. 14,40,000/-	26/04/2018	NIL
9	Sanjeev Bhatia (HUF), HUF of Director	Interest	On Demand	15% interest on unsecured loan	26/04/2018	NIL
10	Naresh Bhatia, Relative of Director	Interest	On Demand	15% interest on unsecured loan	26/04/2018	NIL
11	SNV Distributors Pvt. Ltd., Company in which Director is Director	Purchase	Annually	At prevailing Market Price	26/04/2018	NIL
12	Mohit Enterprises, Firm in which Director is Partner	Purchase	Annually	At prevailing Market Price	26/04/2018	NIL
13	E Parisar Tech Private Limited, Company in which Director is Director	Purchase & Sales	Annually	At prevailing Market Price	26/04/2018	NIL
14	Telecity Enterprises LLP, Director is Partner	Purchase	Annually	At prevailing Market Price	26/04/2018	NIL
15	Ravindra Sojal, CFO	Salary	Monthly	Salary per month Rs. 25,000/- in April, 2018 Rs. 30,000/- from May, 2018	26/04/2018	NIL
16	Harshita Sojal, Wife of CFO	Salary	Monthly	Salary per month Rs. 23,000/-	26/04/2018	NIL
17	Avani Chaudhari, Company Secretary	Salary	Annually	Salary per Annum Rs. 1,33,666/-	26/04/2018	NIL

Place: Surat
Date: 09/08/2019

By order of the Board
for Bhatia Communications & Retail (India) Limited

Sd/-
Nikhil Harbanslal Bhatia
Chairman

DIN: 02063706

Annexure-3

CORPORATE GOVERNANCE REPORT

In terms of Regulation 27 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 the report containing details of corporate governance systems and processes at Bhatia Communications & Retail (India) Limited is as under:

1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

Your Company is committed to good Corporate Governance and has benchmarked itself against the prescribed standards. The fundamental objective of Corporate Governance is the enhancement of shareholders' value and protecting the interest of the stakeholders. Your Company's philosophy of Corporate Governance is aimed at assisting the management in the efficient conduct of the business of the Company and in the meeting its obligations to shareholders and others.

2. BOARD OF DIRECTORS

The Board of Directors of the Company (Board) has optimum combination of Executive and Non-Executive Directors comprising two Executive Directors and three Non-Executive Directors. None of the Directors hold directorship in more than 20 public limited companies nor is a member of more than 10 committees or chairman of more than 5 committees across all the public limited companies in which they are Directors.

(a) Board Strength and representation:

As on 31st March, 2019 the Board of Directors comprises of five directors out of which one is Executive Managing Director, one is Executive Whole Time Directors and remaining three are Non-Executive Independent Directors. As on date of this report Board of Directors of the company is as follows:

Name of Directors	Category & Designation
Mr. Sanjeev Harbanslal Bhatia	Executive Managing Director
Mr. Nikhil Harbanslal Bhatia	Executive Whole Time Director
Mr. Rachit Naresh Narang Director	Non-Executive Independent
Mr. Rachit Naresh Narang Director	Non-Executive Independent
Mr. Arpit Arunkumar Jain Director	Non-Executive Independent

(b) The Details of Directorship held by the Directors as on 31st March, 2019 and their attendance at the Board meetings during the year are as follows:

Name of the Directors	Category of Director	No. of other Directorships	No. of other Board Committee(s) in which he is		Attendance at last AGM	Attendance at Board Meetings	No. of Shares held as on 31.03.2019
			Member	Chairman			
Sanjeev Harbanslal Bhatia	MD/PD/ED	2	NIL	NIL	YES	17	42,60,000
Harbanslal Brijlal Bhatia *	WTD/PD/ED	NIL	NIL	NIL	YES	14	NIL
Nikhil Harbanslal Bhatia	WTD/PD/ED	1	NIL	NIL	YES	15	48,32,854
Rachit Naresh Narang	ID/NED	NIL	NIL	NIL	YES	17	20,000
Rashmi Kapil Arora	ID/NED	1	NIL	NIL	YES	17	32,000
Arpit Arunkumar Jain	ID/NED	NIL	NIL	NIL	YES	17	NIL

*Demised on 20/11/2018

PD – Promoter Director, NED – Non Executive Directors, MD – Managing Directors, ED – Executive Director, WTD – Whole Time Director, ID – Independent Director

(c) Details of number of Board Meetings held in the financial year.

During the financial year 2018-19, there were Fifteen (17) Board meetings held on following dates:

26/04/2018	09/05/2018	30/05/2018	01/06/2018	25/07/2018	06/08/2018
16/08/2018	17/09/2018	26/09/2018	10/10/2018	13/10/2018	23/10/2018
30/10/2018	07/11/2018	06/12/2018	04/01/2019	10/01/2019	

(d) Disclosure of Relationships between Directors inter-se:

No other Directors are related to each other except Mr. Sanjeev Harbanslal Bhatia and Mr. Nikhil Harbanslal Bhatia, who are related to each other as brothers.

(e) Number of shares and convertible instruments held by non-executive Directors

Except as disclosed below none of the Non-Executive Directors hold any share in the Company.

Sr. No.	Name of Non Executive Director	No. of shares held
1	Rashmi kapil Arora	32,000
2	Rachit Naresh Narang	20,000

(f) Familiarization to Independent Directors:

The newly appointed Independent Directors of the Company are familiarized with the various aspects of the Company provided with an overview of the requisite criteria of independence, roles, rights, duties and responsibilities of directors, terms of appointment of the Company and policies of the Company and other important regulatory aspects as relevant for directors. The Company, through its Executive Director or Manager as well as other Senior Managerial Personnel, conducts presentations/programs to familiarize the Independent Directors with the strategy, operations and functions of the Company inclusive of important developments in business. The details of number of programmes attended and the cumulative hours spent by an independent director are uploaded on the website of the company. The web link is <http://bhatiamobile.com/wp-content/uploads/2019/04/Familiarization-Program-of-Independent-Director.pdf>

(g) Meeting of Independent Directors

The Company's independent directors meet at least once in a financial year without the presence of executive directors and management personnel to review the performance of Non-Independent Directors and Board as whole.

The Company has devised the Policy on Familiarization Programme for Independent Director and the same is available on the website of the Company www.bhatiamobile.com

During the financial year 2018-19, one (1) meeting of Independent Directors were held on following dates:
15/03/2019

Attendance of Directors at independent Directors meeting held during the financial year is as under:

Name	Categories	No. of Meeting Attended
Mr. Arpit Arunkumar Jain	Chairman	1
Mrs. Rashmi Kapil Arora	Member	1
Mr. Rachit Naresh Narang	Member	1

(h) Matrix highlighting core skills/expertise/competencies of the Board of Directors:

The Board of Directors have identified the following skills required for the Company and the availability of such skills with the Board:

Sr. No.	Essential Core skills/expertise/competencies required for the Company	Core skills/expertise/competencies of the Board of Directors
1.	Strategic and Business Leadership in Retail industry	The Directors have eminent experience in trading Mobile Phones & Accessories, Tablets, LED TVs and other Electronic Equipments.
2.	Finance expertise	The Board has eminent business leaders with deep Knowledge of finance and business.
3.	Personal Values	Personal characteristics matching the Company's values, such as integrity, accountability, and high performance standards.
4.	Good Corporate Governance	Experience in developing and implementing good Corporate Governance practice, maintaining Board and Management accountability, managing stakeholder's interest and Company's responsibility towards customer's employees, supplier, regulatory Bodies and the community in which it operates.
5.	Sales and Marketing	Experience in developing strategies to grow sales and market share, build brand awareness and enhance enterprise reputation.

3. AUDIT COMMITTEE

The Audit Committee of the company consists of two Independent Directors and one Executive Director of the Company. All the Directors have good understanding Finance, Accounts and Law. Composition of audit committee of the company is as follows:

Name	Categories	Nature of Directorship
Mr. Arpit Arunkumar Jain	Chairman	Non-Executive Independent Director
Mrs. Rashmi Kapil Arora	Member	Non-Executive Independent Director
Mr. Sanjeev Harbanslal Bhatia	Member	Executive Director

During the financial year 2018-19, Five (5) meetings of Audit Committee were held on following dates:
26/04/2018 30/05/2018 16/08/2018 07/11/2018 04/01/2019

Attendance of members for the meeting of Audit Committee held during the year 2018-19 is as below:

Name	Categories	No. of Meeting Attended
Mr. Arpit Arunkumar Jain	Chairman	5
Mrs. Rashmi Kapil Arora	Member	5
Mr. Sanjeev Harbanslal Bhatia	Member	5

The term of reference of Audit Committee is as below:

The scope of audit committee shall include, but shall not be restricted to, the following;

1. Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
2. Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees;
3. Scrutiny of inter-corporate loans and investments;
4. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
5. Reviewing, with the management, the annual financial statements before submission to the board for approval, with particular reference to:
 - a. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub section 3 of section 134 of the Companies Act, 2013
 - b. Changes, if any, in accounting policies and practices and reasons for the same
 - c. Major accounting entries involving estimates based on the exercise of judgment by management
 - d. Significant adjustments made in the financial statements arising out of audit findings
 - e. Compliance with listing and other legal requirements relating to financial statements
 - f. Disclosure of any related party transactions
 - g. Qualifications in the draft audit report.

6. Reviewing, with the management, the Half Yearly financial statements before submission to the board for approval;
7. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/ prospectus/notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
8. Reviewing, with the management, performance of statutory and internal auditors, and adequacy of the internal control systems;
9. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
10. Discussion with internal auditors any significant findings and follow up there on;
11. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
12. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
13. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non payment of declared dividends) and creditors;
14. To review the functioning of the Whistle Blower mechanism, in case the same is existing;
15. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience & background, etc. of the candidate;
16. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.
17. Valuation of undertakings or assets of the company, where ever it is necessary.
18. Evaluation of internal financial controls and risk management systems;
19. Monitoring the end use of funds raised through public offers and related matters.

4. NOMINATION AND REMUNERATION COMMITTEE

Company has formulated nomination and remuneration committee comprising three non-executive directors Composition of the Committee is as follows:

Name	Categories	Nature of Directorship
Mr. Arpit Arunkumar Jain	Chairman	Non-Executive Independent Director
Mrs. Rashmi Kapil Arora	Member	Non-Executive Independent Director
Mr. Rachit Naresh Narang	Member	Non-Executive Independent Director

During the financial year 2018-19, Four (4) meetings of Nomination & Remuneration Committee were held on following dates:

30/05/2018 16/08/2018 07/11/2018 10/01/2019

Attendance of members for the meeting of Nomination & Remuneration Committee held during the year 2018-19 is as below:

Name	Categories	No. of Meeting Attended
Mr. Arpit Arunkumar Jain	Chairman	4
Mrs. Rashmi Kapil Arora	Member	4
Mr. Rachit Naresh Narang	Member	4

The term of reference of Nomination & Remuneration Committee is as below:

1. Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;
2. Formulation of criteria for evaluation of Independent Directors and the Board;
3. To ensure that the relationship of remuneration to performance is clear and meets appropriate performance benchmarks.
4. Devising a policy on Board diversity, if any;
5. Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board of Directors their appointment and removal and shall carry out evaluation of every director's performance.

The performance evaluation of the independent director was evaluated by the board after seeking inputs from all the independent directors on the basis of the criteria such as participation in decision making and rendering unbiased opinion; participation in initiating new ideas and planning of the company etc.

The board reviewed the performance of the independent directors on the basis of the criteria such as the contribution in raising concerns to the Board, safeguarding of confidential information, rendering independent unbiased opinion etc. The weblink is <http://bhatiamobile.com/wp-content/uploads/2018/05/Performance-Evaluation-Policy.pdf>

5. REMUNERATION OF DIRECTORS

During the year company has paid following remuneration or setting fees to the directors as follows:

Name Fees (In Rs.)	Category	Remuneration / Sitting
Sanjeev Harbanslal Bhatia	Executive Managing Director	24,00,000
Nikhil Harbanslal Bhatia	Executive Whole Time Director	24,00,000
Harbanslal Brijlal Bhatia *	Executive Whole Time Director	14,00,000
Rashmi Kapil Arora	Non-Executive Independent Director	NIL
Arpit Arunkumar Jain	Non-Executive Independent Director	NIL
Rachit Naresh Narang	Non-Executive Independent Director	NIL

* Demised on 20/11/2018

REMUNERATION POLICY

The Company has adopted and implemented the Nomination and Remuneration Policy devised in accordance with Section 178(3) and (4) of the Companies Act, 2013 which is available on the website of the Company <http://bhatiamobile.com/wp-content/uploads/2019/04/Policy-on-Appointment-and-Remuneration-for-Directors-Key-Managerial-Personnel-and-Senior-Management-Employee.pdf>.

The remuneration payable to Directors, Key Managerial Personnel and Senior Management Person will involve a balance between fixed and incentive pay reflecting short term and long term performance objectives appropriate to the working of the Company and support in the achievement of Corporate Goals.

Presently the company doesn't pay any sitting fees to its non executive director. The criteria for making payment to the non executive director is available on the website of the company <http://bhatiamobile.com/wp-content/uploads/2019/04/Terms-and-Condition-of-Appointment-of-Independent-Director.pdf>

6. STAKEHOLDER'S RELATIONSHIP COMMITTEE

To solve the investors grievances Company has formulated Stakeholder's Relationship Committee. Composition of the Committee is as follows:

Name	Categories	Nature of Directorship
Mrs. Rashmi Kapil Arora	Chairman	Non-Executive Independent Director
Mr. Arpit Arunkumar Jain	Member	Non-Executive Independent Director
Mr. Sanjeev Harbanslal Bhatia	Member	Executive Managing Director

During the financial year 2018-19, Fours (4) meetings of Stakeholder's Relationship Committee were held on following dates:

30/05/2018 16/08/2018 10/10/2018 30/01/2019

Attendance of members for the meeting of Stakeholder's, Shareholders and Investor Committee held during the year 2018-19 is as below:

Name	Categories	No. of Meeting Attended
Mrs. Rashmi Kapil Arora	Chairman	4
Mr. Arpit Arunkumar Jain	Member	4
Mr. Sanjeev Harbanslal Bhatia	Member	4

Name & Designation and address of the Compliance Officer

CS Avani Karansingh Chaudhari (Resigned on 12/04/2019)
CS Mittal Narendrabhai Shah (Appointed on 12/04/2019)
Company Secretary & Compliance Officer
Bhatia Communications & Retail (India) Limited
132, Dr. Ambedkar Shopping Centre,
Ring Road, Surat GJ 395002

Pursuant to the Regulation 13(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015; the details regarding investor's complaints are as follows:

Status of Complaints pending, received, disposed and unresolved:

Number of Shareholders' Complaints Pending at the end of the year	NIL
Number of Shareholders' Complaints received during the year	NIL
Number of Shareholders' Complaints disposed during the year	NIL
Number of Shareholders' Complaints remain unresolved during the year	NIL

7. CSR COMMITTEE

Your Company has constituted a Corporate Social Responsibility committee ("CSR Committee"). The Committee is primarily responsible for formulating and recommending to the Board of Directors a Corporate Social Responsibility (CSR) Policy and monitoring the same from time to time, amount of expenditure to be incurred on the activities pertaining to CSR and monitoring CSR activities.

Composition of the Corporate Social Responsibility committee ("CSR Committee") and attendance at Meetings:

The composition of CSR Committee has been as under;

Name	Categories	Nature of Directorship
Mr. Sanjeev Harbanslal Bhatia	Chairman	Executive Managing Director
Mr. Nikhil Harbanslal Bhatia	Member	Executive Whole Time Director
Mr. Rachit Naresh Narang	Member	Non-Executive Independent Director

During the financial year 2018-19, Two (2) meetings of Stakeholder's Relationship Committee were held on following dates:

23/10/2018 15/03/2019

Attendance of members for the meeting of Stakeholder's, Shareholders and Investor Committee held during the year 2018-19 is as below

Name	Categories	No. of Meeting Attended
Mr. Sanjeev Harbanslal Bhatia	Chairman	2
Mr. Nikhil Harbanslal Bhatia	Member	2
Mr. Rachit Naresh Narang	Member	2

CSR POLICY

The company's policy disseminated at <http://bhatiamobile.com/wp-content/uploads/2019/04/CSR-Policy.pdf>
As per Section 135(5) Companies Act, 2013, an amount of 2 percent of the average net profits of the company made during the three immediately preceding financial years which works out to Rs. 4,44,834/- is to be spent towards Corporate Social Responsibility Activities. The detailed Report on the CSR Activities is annexed at Annexure-5.

8. GENERAL BODY MEETING

The details of Annual General Meetings held during the last three years are as follows:

Year	Day, Date and Time	Venue
2015-2016	Thursday, 22nd September, 2016 at 12:00 P.M.	132, Dr. Ambedkar Shopping Centre, Ring Road, Surat -395002 Gujarat
2016-2017	Saturday, 30th September, 2017 at 11:00 A.M.	132, Dr. Ambedkar Shopping Centre, Ring Road, Surat -395002 Gujarat
2017-2018	Tuesday, 25th September, 2018 at 11:00 A.M	132, Dr. Ambedkar Shopping Centre, Ring Road, Surat -395002 Gujarat

The details of Resolution(s) which were passed in the last three Annual General Meetings ("AGM") of the Company along with details of Postal Ballot & voting pattern are as follows:

Date of AGM	Resolution	Ordinary/ Special	Favor		Against	
			Ballot	E-Voting	Ballot	E-Voting
22nd September, 2016	Adoption of Annual Accounts, Auditor's Report and Directors Report	Ordinary	All the resolutions were passed unanimously, no ballot or E-voting process has been done		All the resolutions were passed unanimously, no ballot or E-voting process has been done	
	Ratification of Appointment of Statutory Auditor	Ordinary				
30th September, 2017	Adoption of Annual Accounts, Auditor's Report and Directors Report	Ordinary	All the resolutions were passed unanimously, no ballot or E-voting process has been done		All the resolutions were passed unanimously, no ballot or E-voting process has been done	
	Appointment of Statutory Auditor	Ordinary				
	Bonus issue of 30,90,600 Equity Shares	Special				
	Conversion of 37,500 5% Non Cumulative Preference shares into 37,500 Equity shares	Special				
	Amendment in Authorized Share Capital	Special				
25th September, 2018	Adoption of Annual Accounts, Auditor's & Director's Report	Ordinary	2502600	2506000	0	0
	Re-appointment of Mr. Harbanslal Brijlal Bhatia, Executive Director, as a whole time director, retire by rotation	Ordinary	25000	376000	0	0
	Ratification of App. of Auditors	Ordinary	2502600	2506000	0	0
	To increase authorized capital of the Company and amend the capital clause in the Memorandum of Association	Special	2502600	2506000	0	0
	To issue Bonus shares	Special	2502600	2506000	0	0

NAME AND ADDRESS OF SCRUTINIZER OR THE PERSON WHO CONDUCTED THE REMOTE VOTING AND BALLOT EXERCISE:

CS Ranjit Kejriwal
Practicing Company Secretary,
1, Aastha, 2/906, Hira Modi Sheri,
Opp. Gujarat Samachar Press,
Sagrampura, Ring Road,
Surat – 395002, Gujarat.
Email: rbksurat@gmail.com
Ph: +91-261-2331123

EXTRA- ORDINARY GENERAL MEETING:

There was no Extra-Ordinary General Meeting was held during the year 2018-19.

POSTAL BALLOT

The Company has not passed resolutions through postal ballot during the year 2018-19. As per amended Companies Act, 2013, Company is not proposing postal Ballot for 11th AGM and thus procedure for postal ballot is not applicable.

9. MEANS OF COMMUNICATION

Financial Results:

Bhatia Communications & Retail (India) Limited believes in to publish all the financial information to stakeholders within the stipulations provided under the law. During the year, Company has declared all financial results within the timeline provided under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Yearly/Half yearly financial results: The yearly/Half yearly financial results of the Company are normally published in website of the Company i.e. on www.bhatiamobile.com. Financial results for the year 2018-19 have been submitted to stock exchange within 30 minutes from the conclusion of Board Meeting in which financial results have been approved. During the year, following half yearly and yearly financial results have been submitted on BSE portal

Period of Financial Results	Date
Audited Financial Results for the half year ended September 30, 2018	07/11/2018
Audited Financial Results for the year ended March 31, 2019	30/05/2019

Being a SME listed Company, exemptions have been provided to the Company from publishing financial results in newspaper. Hence, Company has not published abovementioned half yearly and yearly financial results in any of the newspaper.

News Release/ Presentation made to the Investors: All the Press Release and the presentation made to Institutional Investor/ Analysts are uploaded on the official website of the company www.bhatiamobile.com

Website: Company's official website www.bhatiamobile.com contains separate tab "Investor Relations" for investors, in which notices of the Board Meetings, Annual Reports, Investor Presentations, Shareholding Pattern and other announcements made to stock exchange are displayed in due course for the shareholders information.

Email IDs for investors: The Company has formulated separate email id csbhatia@bhatiamobile.com for investor service, investor can also contact share Registrar and Transfer Agent (RTA) of the Company on their email id support@purvashare.com and the same is available on website of the Company www.bhatiamobile.com

SEBI SCORES: For investor compliant redressal SEBI has developed SCORES platform in which investor can lodge any complaint against the Company for any grievance. The Company also uploads the action taken report in the SCORES platform for redressal of investor complaint.

10. GENERAL SHAREHOLDER INFORMATION

Date, Time and Venue of AGM 09th September, 2019 11.00 AM, 132, DR. Ambedkar Shopping Centre, Ring Road,

Surat-395002, Gujarat

Financial Year From 1st April to 31st March, 2019

Date of Book Closure From Tuesday, the 03th day of September, 2019 to Monday, the 09th day of September, 2019 (both day inclusive)

The Members / Proxies who intend to attend the meeting are requested to bring the Attendance slip sent herewith duly filed in to the meeting. The instrument appointing the proxy, in order to be effective, should be duly stamped, completed and signed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.

LISTING ON STOCK EXCHANGE

The Equity Shares of the Company as on the date are listed on the SME Platform of BSE Limited. The Company confirms that it has paid Annual Listing Fee for the Financial Year 2018-19 to the BSE Limited.

STOCK CODE OF THE COMPANY

ISIN : INE341Z01017
Scrip Name : BHATIA
Security Code : 540956
Type of Shares : Equity Shares
No. of paid up shares : 1,25,15,200

NAME OF THE STOCK EXCHANGE

BSE Limited (On BSE SME platform)
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai – 400 001
Tel. : 022-22721233/4,
Fax : 022-22721919

MARKET PRICE DATA

Data of market price high, low for the year 20018-19 is given below:

Month	High (Rs.)	Low (Rs.)	Volume (No. of Shares)	Turnover (Amount in Rs.)	Closing
April, 2018	173.90	150.50	83000	13147900	173.90
May, 2018	189.00	168.00	37000	6422850	186.70
June, 2018	188.05	179.00	15000	2755700	181.00
July, 2018	183.60	174.00	21000	3767850	180.75
August, 2018	189.00	174.00	78000	13933500	175.15
September, 2018	176.10	164.00	17000	2911200	164.00
Company has issued Bonus Shares in ratio of 1:1					
October, 2018	80.00	75.00	8000	624000	79.00
November, 2018	80.55	80.40	8000	643800	80.55
December, 2018	80.40	80.30	26000	2089200	80.40
January, 2019	89.50	76.00	68000	5621000	78.10
February, 2019	77.90	72.50	62000	4630000	72.50
March, 2019	86.00	72.00	304000	23809300	85.50

PERFORMANCE IN COMPARISON TO OTHER INDICES

Table below gives the performance comparison of M/s. BHATIA COMMUNICATIONS & RETAIL (INDIA) LIMITED to BSE Sensex and BSE SME IPO for the F.Y.2018-19 on month to month closing figures:

Month	BSE Sensex	Change in %	BSE SME IPO	Change in %	BHATIA (Closing Price at BSE)	Change in %
April 2018	35160.36	6.65	1968.23	6.14	173.90	12.56
May 2018	35322.38	0.46	1912.99	-2.81	186.70	7.36
June 2018	35423.48	0.29	1758.39	-8.08	181.00	-3.05
July 2019	37606.58	6.16	1789.72	1.78	180.75	-0.14
August 2018	38645.07	2.76	1857.16	3.77	175.15	-3.10
September 2018	36227.14	-6.26	1738.81	-6.37	164.00	-6.37
October 2018	34442.05	-4.93	1689.51	-2.84	79.00	-51.83
November 2018	36194.30	5.09	1742.05	3.11	80.55	1.96
December 2018	36068.33	-0.35	1789.57	2.73	80.40	-0.19
January 2019	36256.69	0.52	1768.60	-1.17	78.10	-2.86
February 2019	35867.44	-1.07	1756.05	-0.71	72.50	-7.17
March 2019	38672.91	7.82	1757.83	0.10	85.50	17.93

IN CASE THE SECURITIES ARE SUSPENDED FROM TRADING, THE DIRECTOR'S REPORT SHALL EXPLAIN THE REASON THERE OF

Not Applicable

REGISTRAR & TRANSFER AGENTS:

Purva Sharegistry (India) Private Limited
Category I Registrar to Issue & Share Transfer Agents
Unit No. 9 Shiv Shakti Ind. Estt.,
J. R. Boricha Marg, Lower Parel (E),
Mumbai-400011, Maharashtra,
Email Id: support@purvashare.com
Website: www.purvashare.com
Ph. No.: +91-022-23016761/8261
Tele Fax: +91-022-2301 2517

SHARE TRANSFER SYSTEM

The Company's shares are compulsorily traded in dematerialized mode. The dematerialized shares are transferable through the depository system. The power of share transfer has been delegated to the designated officials of Registrar & Transfer Agent of the Company, Purva Sharegistry (India) Private Limited. The Registrar & Transfer Agent processes the share transfers within a period of fifteen days from the date of receipt of the transfer documents. The Company has obtained half yearly certificates from Company Secretary in Practice for compliance of share transfer formalities as per the requirement of Regulation 40(9) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Company has also carried out Quarterly Secretarial Audit for reconciliation of Share Capital Audit as required under SEBI circular no. 16 dated 31st December, 2002.

INVESTOR HELPDESK

Shareholders/Investors can also send their queries through e-mail to the Company at csbhatia@bhatiamobile.com. This designated e-mail has also been displayed on the Company's website www.bhatiamobile.com under the section Investor contact.

COMPLIANCE OFFICER

Ms. Mittal Narendrabhai Shah
Company Secretary & Compliance Office

DISTRIBUTION OF SHAREHOLDINGS AS ON MARCH 31, 2019:

a. On the basis of Shareholdings

Shareholding of Nominal	No. of Shareholders	% of Shareholders	Shares Amount	% of Shares Amount
1 to 5000	5	2.14	920	0.00
5001 to 10000	0	0.00	0	0.00
10001 to 20000	100	42.73	2000000	1.60
20001 to 30000	2	0.85	50100	0.04
30001 to 40000	28	11.97	1119920	0.89
40001 to 50000	0	0.00	0	0.00
50001 to 100000	35	14.96	2399960	1.92
100001 & Above	64	27.35	119581100	95.55
TOTAL	234	100.00	125152000	100.00

Sr. No.	Description	No. of mem- bers	No. of shares		
		Nos.	%	Nos.	%
A	Promoters Holding Directors & Relatives Bodies Corporate	6	2.56	9215200	73.63
B	Non Promoter Holding Institutions Mutual Funds				
	Non-Institutions				
	Resident Individual	190	81.20	1931990	15.44
	HUF	19	8.12	219996	1.76
	Foreign Individuals or NRI	2	0.85	26000	0.21
	Bodies Corporate	12	5.13	525992	4.20
	Any other (Clearing Member) (Market Maker)	4 1	1.71 0.43	4022 592000	0.03 4.73
	Total:	234	100.00%	12515200	100.00%

NOMINATION FACILITY

It is in the interest of the shareholders to appoint nominee for their investments in the Company. Those members, who are holding shares in physical mode and have not appointed nominee or want to change the nomination, are requested to send us nomination form duly filed in and signed by all the joint holders.

OUTSTANDING GDRS/ADRS/WARRANTS/ANY OTHER CONVERTIBLE INSTRUMENTS

The Company does not have any outstanding instruments of the captioned type.

PROCEEDS FROM PUBLIC ISSUE / RIGHTS ISSUE / PREFERENTIAL ISSUE / WARRANT CONVERSION

The Company has issued Bonus shares in ratio of 1:1 during the year and the shares of the company continue to be listed on BSE SME platform.

UTILISATION OF IPO PROCEEDS

As mentioned in the Board's Report, the detail of the IPO Proceeds is detailed in the Annexure – 12.

DETAILS OF DIVIDEND

The Company has not declared dividend in the past.

DETAILS OF UNPAID DIVIDEND

There is no unpaid dividend amount outstanding during the year.

PLANT LOCATION

Being in the trading company, the company does not have any plants. However, your company has 96 retail stores.

ADDRESS FOR CORRESPONDENCE:**(a) Registrar & Transfer Agents:**

Purva Sharegistry (India) Private Limited.
Unit No. 9 Shiv Shakti Ind. Estt.,
J. R. Boricha Marg, Lower Parel (E),
Mumbai-400011, Maharashtra,
Email: support@purvashare.com
Website: www.purvashare.com
Ph: No. 022-23016761/8261. Fax: 022-2301517

(b) Registered Office:

132, Dr. Ambedkar Shopping Centre,
Ring Road, Surat – 395002, Gujarat
Ph. No.: 0261 2349892
Email: info@bhatiamobile.com
Website: www.bhatiamobile.com

CREDIT RATING: NIL**11. DISCLOSURES****DISCLOSURE OF ACCOUNTING TREATMENT IN PREPARATION OF FINANCIAL STATEMENT**

In preparation of the financial statements, the Company has followed the Accounting Standards issued by the Institute of Chartered Accountants of India (ICAI). The significant accounting policies which are consistently applied have been set out in the Notes to the Accounts.

RISK MANAGEMENT

The Company has to frame a formal Risk Management Framework for risk assessment and risk minimization to ensure smooth operation and effective management control. The Audit Committee has to review the adequacy of the risk management framework of the Company, the key risks associated with the business and to measure the steps to minimize the same

CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING

The Company has adopted the Code of Conduct for regulating, monitoring and reporting of Trading by Insiders in accordance with the requirement of SEBI (Prohibition of Insider Trading) Regulations, 2015 and the Companies Act, 2013.

MATERIAL SUBSIDIARY

The Company does not have any material subsidiary.

CERTIFICATION FROM COMPANY SECRETARY IN PRACTICE

Mr. Ranjit Kejriwal, Practicing Company Secretary has issued a certificate required under the listing regulations, confirming that none of the Directors on the Board of the company has been debarred or disqualified from being appointed or continuing as director of the company by SEBI/Ministry of Corporate Affairs or any such statutory authority. The certificate is enclosed as Annexure 13.

COMPLIANCE CERTIFICATE FROM EITHER THE AUDITORS OR PRACTICING COMPANY SECRETARIES REGARDING COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE:

The Compliance Certificate on corporate Governance for the Year ended 31st March, 2019, issue by M/s. R. Kejriwal & Co., Statutory Auditors of the Company forms part of the Corporate Governance Report.

It is in the interest of the shareholders to appoint nominee for their investments in the Company. Those members, who are holding shares in physical mode and have not appointed nominee or want to change the nomination, are requested to send us nomination form duly filed in and signed by all the joint holders.

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Ph. No.: 0261 2349892
Email: info@bhatiamobile.com
Website: www.bhatiamobile.com

CREDIT RATING: NIL

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WHISTLE BLOWER POLICY/VIGIL MECHANISM POLICY

The Company has adopted a Whistle Blower Policy to provide a formal mechanism to the Directors and employees to report their concerns about unethical behaviour, actual or suspected fraud or violation of the Company's Code of Conduct or Ethics Policy. The Policy provides for adequate safeguards against victimization of employees who avail of the mechanism and also provides for direct access to the Chairman of the Audit Committee. It is affirmed that no personnel of the Company have been denied access to the Audit Committee. The Whistle Blower Policy has been posted on the website of the Company at <http://bhatiamobile.com/wp-content/uploads/2019/06/Vigil-Mechanism-Whistle-Blower-Policy.pdf>

RELATED PARTY TRANSACTION

The list of related party transactions entered by the Company during the year is mentioned in note no. 22 of Related party Disclosures (As identified by management) of the financial statement. All related party transactions are monitored by Audit Committee of the Company. Company's policy on related party transaction is available on below link:

<http://bhatiamobile.com/wp-content/uploads/2018/05/Related-Party-Transaction-Policy.pdf>

FEEES TO STATUTORY AUDITOR

Company has paid total fees paid by the company to the Statutory Auditor as mentioned below:

Payment to Statutory Auditor	FY 2018-19
Audit Fees	35,000
Tax Audit Fees	15,000

DISCLOSURES IN RELATION TO THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The details of complaints filed, disposed & pending are given below:

Number of Complaints during the year: NIL

Number of complaints disposed of during the year: Not Applicable

Number of complaints pending as on end of the financial year: Not applicable

STATUTORY COMPLIANCE, PENALTIES AND STRICTURES

The Company has complied with the requirements of the Stock Exchanges / Securities and Exchange Board of India (SEBI) / and Statutory Authorities to the extent applicable, the company's shares are listed on the BSE SME platform from 21st February, 2018, and accordingly no penalties have been levied or strictures have been imposed on the Company on any matter related to capital markets during the year.

MANDATORY & NON MANDATORY REQUIREMENTS

The Company has complied with all the mandatory requirements of Corporate Governance and endeavors to adopt good corporate governance practices which help in adoption of non mandatory requirements.

UPDATE E-MAILS FOR RECEIVING NOTICE/DOCUMENTS IN E-MODE

The Ministry of Corporate Affairs (MCA) has through its circulars issued in 2011, allowed service of documents by companies including Notice calling General Meeting(s), Annual Report etc. to their shareholders through electronic mode. This green initiative was taken by MCA to reduce paper consumption and contribute towards a green environment. As a responsible citizen, your company fully supports the MCA's endeavor.

In accordance of the same, your company had proposed to send Notice calling General Meetings, Annual Report and other documents in electronic mode in future to all the shareholders on their email addresses. It was also requested to inform the Company in case the shareholders wish to receive the above documents in physical form. Accordingly, the Annual Report along with Notice will be sent to the shareholders in electronic mode at their email addresses.

The shareholders may register their email addresses with their Depository through Depository Participant.

UPDATE YOUR CORRESPONDENCE ADDRESS/ BANK MANDATE/PAN/ EMAIL ID

Shareholder(s) holding shares in dematerialized for are requested to notify changes in Bank details/ address/ email ID directly with their respective DPs.

QUOTE FOLIO NO. / DP ID NO.

Shareholders/ Beneficial owners are requested to quote their DP ID no. in all the correspondence with the Company.

Shareholders are also requested to quote their Email ID and contact number for prompt reply to their correspondence.

11. DISCRETIONARY REQUIREMENTS

THE BOARD

The chairman of the company is an Executive Director.

SEPARATE POSTS OF CHAIRPERSON AND CHIEF EXECUTIVE OFFICER

The company has its managing director as a chairman. But all efforts are made to ensure that all the members of the board are given adequate opportunity to put their views and participate in the proceeding(s) of meeting.

SHAREHOLDER RIGHTS

Half yearly and yearly declaration of financial performance is uploaded on the website of the company <http://bhatia-mobile.com/investor-relation/> as soon as it is intimated to the stock exchange.

MODIFIED OPINION(S) IN AUDIT REPORT

Standard practices and procedures are followed to ensure unmodified financial statements.

REPORTING OF INTERNAL AUDITOR

The Internal Auditors M/s V. M. Patel & Associates, Cost Accountant have reported directly to the Audit Committee of the Company.

For Bhatia Communications & Retail (India) Limited

Date: 09.08.2019
Place: Surat

Sd/-
Nikihl Harbanslal Bhatia,
Chairman
DIN: 02063706

Annexure-4

AS PER RULE 8 OF COMPANIES (ACCOUNTS) RULES, 2014

A. CONSERVATION OF ENERGY

- (i) The steps taken or impact on conservation of energy
- (ii) The steps taken by the Company for utilising alternate sources of energy
- (iii) The capital investment on energy conservation equipment

} NIL

B. TECHNOLOGY ABSORPTION

- (i) The efforts made towards technology absorption
- (ii) The benefits derived like product improvement, cost reduction, product development or import substitution
- (iii) In case of imported technology (imported during last three years reckoned from the beginning of the financial year)
 - a. The details of technology imported
 - b. The year of import
 - c. Whether the technology been fully absorbed
 - d. If not fully absorbed areas where absorption has not taken place & reasons thereof
- (iv) The expenditure incurred on research & development during the year 2018-19

} NIL

C. FOREIGN EXCHANGE EARNING AND OUTGO

The Foreign Exchange earning in terms of actual inflows

Foreign Exchange earnings during the financial year 2018-19: NIL

The Foreign Exchange outgo during the year in terms of actual outflows

Foreign Exchange outgo during the financial year 2018-19: NIL

Place: Surat
Date: 09/08/2019

By order of the Board
for Bhatia Communications & Retail (India) Limited

Sd/-
Nikhil Harbanslal Bhatia
Chairman
DIN: 02063706

Annexure-5

Corporate Social Responsibility (CSR)

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

1. A brief outline of the Company's CSR policy, including overview of projects or programs proposes to be undertaken.

Bhatia Communications & Retail (India) Limited is committed to conduct business in a socially, economically and environmentally responsible and sustainable manner, which enables the creation and distribution of wealth for the betterment of all its stakeholders, internal as well as external, through the implementation and integration of ethical systems and sustainable management practices. For this, company had laid a balanced emphasis on all aspects of corporate social responsibility and sustainability with regard to its internal operations, activities and processes, as well as undertake initiatives and projects to facilitate awareness program for preventing disease and building immunity, promoting education, eradicating hunger, poverty and malnutrition, environment protection, promotion of green and energy efficient technologies and upliftment of the marginalized and underprivileged sections of the society.

The CSR provisions of the Companies Act 2013, Schedule VII, or the CSR rules are inviolable.

The CSR Committee so constituted formulated Policy on Corporate Social Responsibility (CSR Policy) on 23/10/2018 and the Board of Directors of the Company ('Board') has approved the same as per recommendation of CSR Committee. Web link: <http://bhatiamobile.com/wp-content/uploads/2019/04/CSR-Policy.pdf>

2. The Composition of the CSR Committee:-

Name	Designation	Nature of Directorship
Mr. Sanjeev Harbanslal Bhatia	Chairman	Managing Director
Mr. Nikhil Harbanslal Bhatia	Member	Whole Time Director
Mr. Rachit Naresh Narang	Member	Independent Director

3. Average net profit of the Company for last three financial year:-

Profit Calculated as per provisions of Section 198 of the Companies Act, 2013 for last three years:

2015-16	:	Rs. 48,59,631/-
2016-17	:	Rs. 76,62,979/-
2017-18	:	Rs. 5,42,02,425/-
Average Net Profit: Rs. 2,22,41,678/-		

4. Prescribed CSR expenditure (2%of the amount as above):-

2% of average profit during last three years	Rs. 4,44,834/-
+ Carry forward of last year's unspent amount:	NIL
Total Prescribed CSR expenditure	Rs. 4,44,834/-

5. Details of CSR spent during the financial year 2018-19:-

(a) Total amount spent during the year:- Rs. NIL

(b) Amount unspent:- Rs. 4,44,834/-

(c) Manner in which the amount spent during the financial year is detailed below:

Sr. No.	CSR projects or activity identified	Sector in which the project is covered	Projects of programs (1)Local area or other (2) specify the state and district where projects or programs was undertaken	Amount outlay (Budget) project or program wise	Amount spent on the projects or programs Sub – heads: (1) Direct expenditure on projects or programs (2) Overheads	Cumulative expenditure up to the reporting period	Amount spent: Direct or through implementing agency
NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL

6. Reason for not spent CSR amount:

The Company considers social responsibility as an integral part of its business activities and endeavors to utilize allocable CSR budget for the benefit of society. The CSR Committee of the Company keeps on looking for good projects, which may benefit the society as a whole.

During the current financial year, the committee was working on various projects but was not able to finalize upon any single project. So, the committee has recommended carrying forward the CSR amount of this financial year to be expended in next years.

7. Responsibility Statement:

Pursuant to the provisions of section 135 of the Companies Act, 2013 read with Companies Rules (Corporate Social Responsibility Policy) Rules, 2014, Mr. Sanjeev Harbanslal Bhatia, Chairman and Managing Director and Chairman of CSR committee, do confirm that the implementation and monitoring of CSR Policy, is in compliance with the CSR objectives and policy of the Company.

Place: Surat
Date: 09/08/2019

By order of the Board
for Bhatia Communications & Retail (India) Limited

Sd/-
Nikhil Harbanslal Bhatia
Chairman

DIN: 02063706

Annexure-6

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

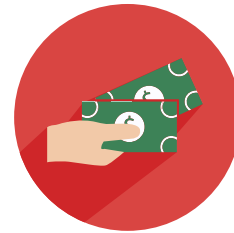
This Report contains forward-looking statements that involve risks and uncertainties. Your Company undertakes no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events, or otherwise. Actual results, performances or achievements could differ materially from those expressed or implied in such forward-looking statements. This report should be read in conjunction with the financial statements included and the notes.



80%
Conversation rate



96
No. of Retail Store



INR 19,600
Revenue / Sq. Ft



1000+ Expert
Advice



Total Revenue
1808 (Mn)



19+ Years of
experience

INDUSTRY STRUCTURE AND DEVELOPMENTS

Global Economic Scenario

The Financial Year 2018-19 was characterised by fears of sharp slowing down of global economic growth due to an increasing degree of deglobalisation. The deceleration happened due to a combination of tariff wars, quantitative barriers impeding the free movement of people, products and services, and geo-political protectionism, such as Brexit, and its associated impact. However, a pickup is expected in the financial year FY2020 with growth rate expected to touch 3.5%.

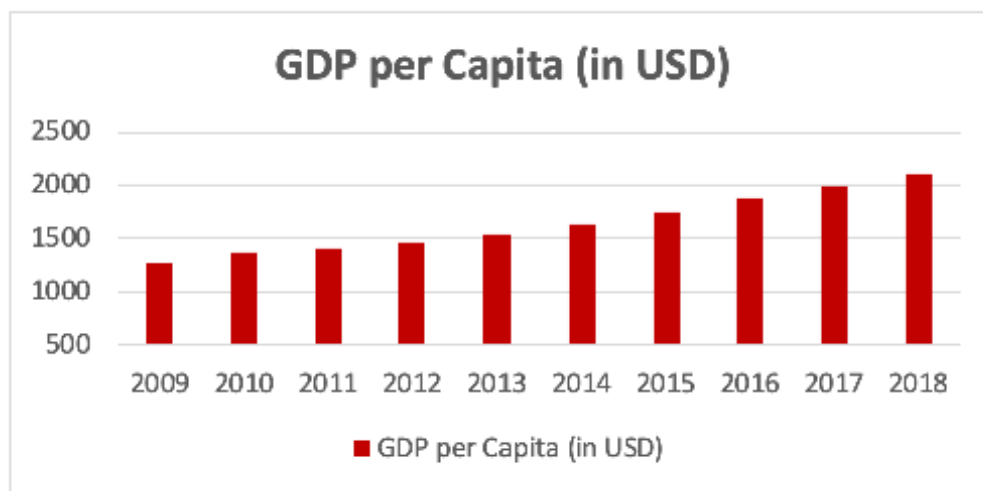
Indian Economic Scenario

India's economy growth rate was revised in Fiscal 2018-19 from 7.2% to 7% by the Central Statistics Office. While the first half witnessed strong growth trends, growth in the second half was impacted by a liquidity crisis in the Banking and Finance sector as well as global macro-economic events. Even as growth moderated, India remained the fastest growing large economy in the world. Moreover, the Indian Economy growth is expected to remain stable, for the next two financial years, when compared to global growth other emerging economies growth trends.

Industry Outlook and Trends

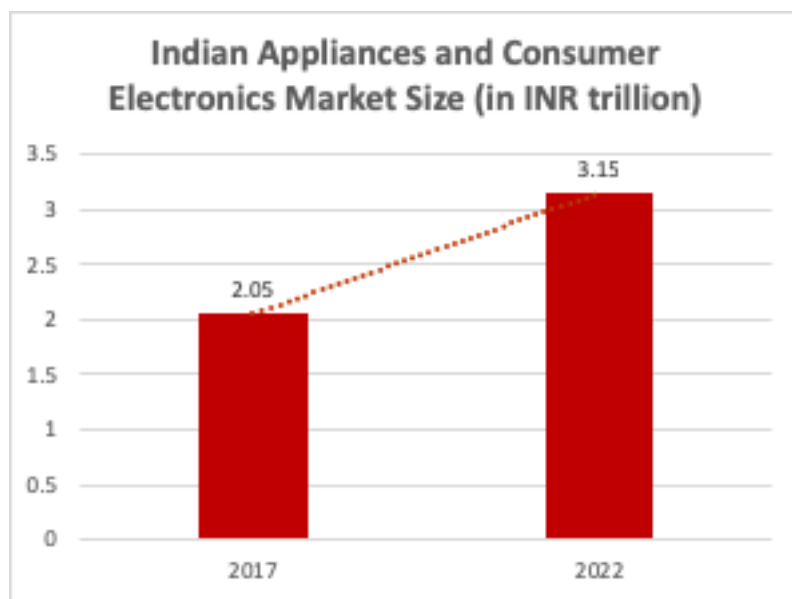
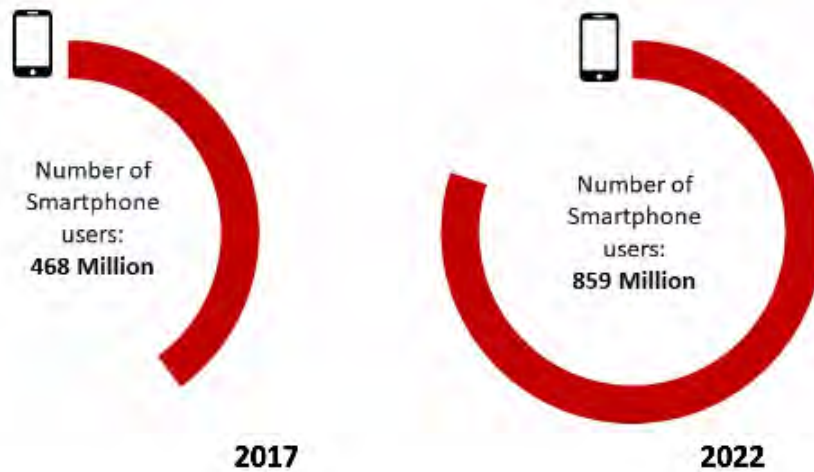
The Indian Retail industry has emerged as one of the most dynamic and fast-paced industries. This can be further justified with the level of consumption expenditure in India, which touched USD 1,824 billion in 2017 and is expected to reach nearly USD 3,600 billion in 2020. The sector accounts for over 10% of the country's GDP making India fifth- largest global destination in the retail space.

The demand for consumer appliances in India has been growing, along with rising incomes, increasing urbanisation, the growing middle-class and changing lifestyles. Increasing disposable incomes coupled with easy financing schemes have led to shortened product replacement cycles. The growing economy and the evolving lifestyles of Indian consumers are leading to a rise in the number of working couples and nuclear families. Consequently, these evolving households have an increasing need for convenience and are looking for products that offer convenience and significantly reduce the time and effort spent on household chores.



India overtook the United States to become the world's second-largest smartphone market, after China. Demand for new smart phones is surging in India, helped in part by 4G feature-phones, free voice services and cheap data plans. It is expected that there would be 859 million smartphone users in 2022, compared with 468 million in 2017. Moreover, Smartphones makers are building factories in the country thus encouraging the "Make in India" initiative.

Indian Appliance and Consumer Electronics (ACE) market reached Rs 2.05 trillion (US\$ 31.48 billion) in 2017. It is expected to increase at a 9 per cent CAGR to reach Rs 3.15 trillion (US\$ 48.37 billion) in 2022.



SEGMENT-WISE OR PRODUCT-WISE PERFORMANCE

Your company in the Financial Year expanded its Product Portfolio and included Electronic Appliances such as Television, Refrigerator, Air Conditioners, Air Coolers, Washing Machines and Microwaves, with its prime business still being retail and wholesale distribution of mobile handsets, tablets, data-cards and mobile accessories. Moreover, our company has been successful to sell HOM Smart TV through 10 different outlets in the financial year 2018-19. Your company continued to grow on the backdrop of higher Sales of Mobile Phones, Tablets and Accessories with significant contribution to come in from the Sales of Home Appliances from the next year. Diversifying across Product Range gives Your company a healthy headroom to grow and gives an opportunity to register robust growth rates in the future.

Segment/ Product	Number of Stores
Mobile Phones & Accessories: Company owned and Franchise Retail Stores	96
Smart TVs	10
Home Electronic Appliances	10

OUTLOOK

Your company is engaged in the business of trading Mobile Phones & Accessories, Tablets, LED and Smart TVs and other Electronic equipments. It sells cellular mobile devices and accessories through 76 owned retail stores and 20 franchisee retail stores located all over South Gujarat region. With the sustained efforts to deliver quality service, your company has now been able to touch a conversion rate of 80% and is focussing to constantly improve its retail presence and same store Sales growth which would further improve brand awareness. Going forward, this would increase the turnover, without increasing any fixed costs, thus improving profitability.

This year marks a significant landmark for all the Stakeholders, as Your company increased its product offering by including all kinds of Home Appliances in its product basket, selling through 10 different outlets, with 3 being the major ones. Sale of Smart TVs has already picked up and can be further expected to rise in the next couple of years. Thus, all these efforts of your company's Management with the help of their years of experience shall allow Your company to reach its long-term target of having pan-Gujarat presence within the coming years

RISK AND CONCERNS

- Your business is working capital intensive, so incorrect understanding of the market trends can result into decreased sales. However, Your company has in place technology enabled inventory control system for mitigating any operational risk.
- Company has to remain up-to-date with the latest technology trends in mobile phones, electronic gadgets and other electronic appliances, otherwise it could have an impact on the turnover of Your company.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has in place an adequate system of internal control commensurate with its size and nature of its business. These have been designed to provide reasonable assurance that all assets are safeguarded and protected against loss from unauthorized use or disposition and that all transactions are authorized, recorded and reported correctly and the business operations are conducted as per the described policies and procedures of the Company. The Audit Committee and the Management have reviewed the adequacy of the internal control systems and suitable steps are taken to improve the same.

DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE

During the year, Your Company continued its investments in fortifying its diversified portfolio and also strengthening its brand value through strong marketing campaigns using different platforms. Your Company is preparing itself for the next phase of growth through value-added products by moving up the value chain. It is taking on new opportunities like venturing into sale of other Electronic Equipments (Home Appliances) and Smart TVs, which can provide both top-line growth opportunity and higher profitability to Your company. The expansion strategies and opening of newer and bigger stores have been devised after doing the entire cost-benefit analysis, so that Your company can mitigate the controllable risk factors.



In FY 2018-19, revenue grew to ₹1807.6million, a growth of 8.23% from FY 2017-2018. EBITDA came in at around ₹ 86million, compared to ₹70million in the previous Financial Year. PAT was ₹51 million for FY19, an improvement o ₹15 million from last year. Your company has managed to give a consistent performance over the past years on the back of a robust business model and a diverse product portfolio.

To conserve resources for Your Company's future growth plans, no dividend is being recommended by the Directors for the year ended 31st March, 2019. However, a stock bonus in the ratio of 1:1 was issued in the Financial Year 2019.

Revenue (in millions)



Your company expects significant contributions to come in from Multi-product outlets, and hence provide a good-mix of revenue source to the topline.

SWOT Analysis:

a) Strength

- Experienced Promoters and Management Team with a very Active Marketing Team.
- Trained Work force with 1000+ Advisors.
- Wide range of Products ranging from Mobile Phones to Home Appliances.
- Sales coming in from both high-end and low-end market segments.

b) Weakness

- Lack of Brand Awareness.
- Limited Mobile Network Infrastructure in rural areas would make going PAN- Gujarat difficult.
- Lack of Resource Availability as compared to some of the large competitors.

c) Opportunities

- Expansion of market across Gujarat.
- Credit/ EMI Facilities provided by leading Credit houses.
- Under penetration of smart phone, smart TV, Air-Conditioner markets.
- People shifting from non-smart phones to smart phones.
- Rising Disposable Income of people.

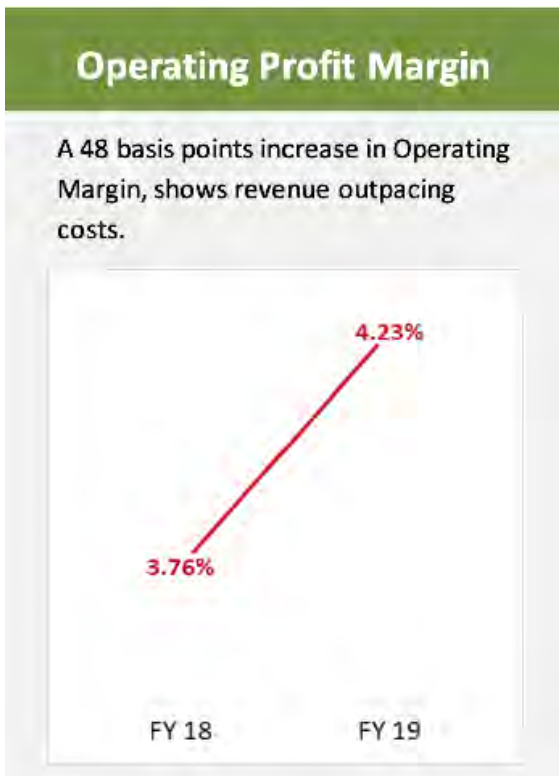
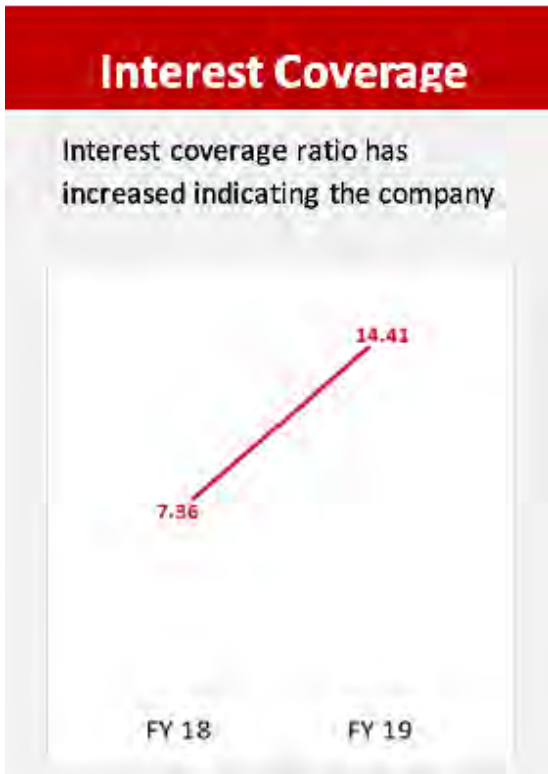
d) Threats

- Competition from both big and small Players.
- Low Entry barriers for new entrants.
- Online platform bringing in competition.
- Price of products are prone to exchange rate fluctuations.

MATERIAL DEVELOPMENTS IN HUMAN RESOURCES

Your company firmly believes that its human resources are the main source of wealth generation for all stakeholders by being the key enablers for growth, therefore acting as an important asset. Hence, we believe in investing in Your human resource, especially in Your Expert Advisors, some of which get in direct touch with the customers, thus being the key reason for improving Customer experience.

DETAILS OF SIGNIFICANT CHANGES IN KEY FINANCIAL RATIOS



*Long-term Borrowings have been considered for arriving at LTD/ Equity ratio

Current Ratio

Ratio has increased to 2.5 from 2.32 indicating company's improved ability to cover its current obligations.



FY 18

FY 19

Debtor's Ratio

A high Debtor's Turnover Ratio of 35.8 indicates Sales are getting easily converted to cash.



FY 18

FY 19

Inventory Turnover Ratio

Inventory turnover ratio has increased, meaning company is able to generate Sales more quickly from its inventory. Current

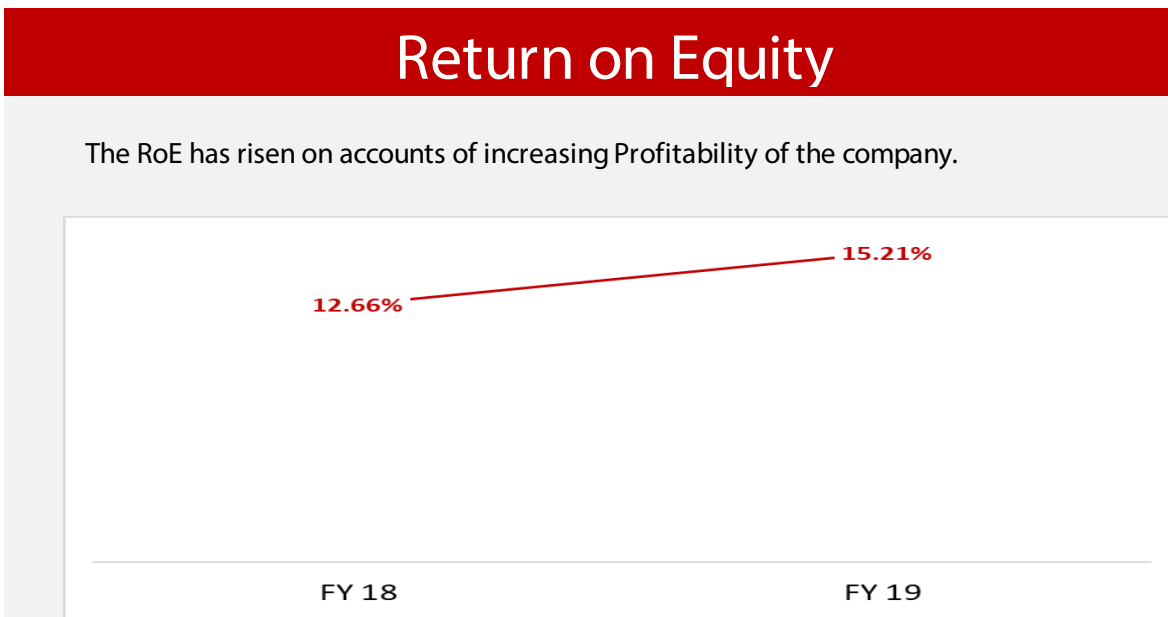


FY 18

FY 19

RETURN ON NET WORTH

Your company witnessed a positive change in the Return on Equity, as it continues to grow. The reasons for the change could be attributed to improving Profitability.



Place: Surat
Date: 09/08/2019

By order of the Board
for Bhatia Communications & Retail (India) Limited

Sd/-
Nikhil Harbanslal Bhatia
Chairman
DIN: 02063706

Annexure-7

Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31.03.2019

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

To,
The Members,
BHATIA COMMUNICATIONS & RETAIL (INDIA) LIMITED
(CIN: L32109GJ2008PLC053336)
132, Dr. Ambedkar Shopping Centre,
Ring Road, Surat-395002

I/We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **M/s. Bhatia Communications & Retail (India) Limited**, (hereinafter called 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/our verification on test check basis of the **M/s. Bhatia Communications & Retail (India) Limited**, books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on **31st March, 2019** 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 **M/s. Bhatia Communications & Retail (India) Limited** 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 Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') to the extent applicable during the year:-
 - 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 (upto 10th November, 2018) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (effective 11th November, 2018);
 - d. The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; **the regulation is not applicable during the Financial Year 2018-19**
 - e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **the regulation is not applicable during the Financial Year 2018-19**
 - 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)(Amendment) Regulations, 2016; **the regulation is not applicable during the Financial Year 2018-19** and
 - h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 (upto 10th September, 2018, Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018 (effective 11th September, 2018; **the regulation is not applicable during the Financial Year 2018-19**

vi. Other Laws Specifically Applicable to Company:

- a. Income Tax Act, 1961
- b. Goods & Service Tax and other Indirect Taxes
- c. Labour Laws

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

- i. Secretarial Standards with regard to the Meeting of Board of Directors (SS-1) and General Meetings (SS-2) issued by The Institute of Company Secretaries of India.
- ii. The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During The year under review, the company has generally complied with the provisions of the act, rules, regulations and guidelines mentioned above except following forms filed after due date of filing

- Form MGT-14 (Approval of Bonus issue by board of directors)
- Form DIR-12 (Cessation of Mr. Harbanslal Brijlal Bhatia)
- Form MGT-14 (Approval of Credit facilities from HDFC Bank)
- Form CHG-1 (Creation of Charge of Credit facilities from HDFC Bank, Amount of Rs. 4,00,00,000/-)
- Form MGT-14 (Approval of Credit facilities from HDFC Bank)
- Form CHG-1 (Modification of Charge of Credit facilities from HDFC Bank, amount of Rs. 10,00,00,000/-)
- **The company has filed revised form MGT-7 for rectification of director's presence in meeting was wrongly filled in the form MGT-7.**
- **The company has revised its record date for determining of members eligible for bonus issue and also filed rectified unaudited financial statement for the half year ended as on 30.09.2018 beyond the time period prescribed under SEBI (LODR), 2015.**

I further report that, based on the information provided by the company, its officers and authorised representative during the conduct of the audit, and also on the review of reports by CS/CFO and Statutory Auditor of the company, in my opinion, adequate systems and processes and control mechanism exist in the company to monitor and ensure compliance with applicable general laws.

I further report, that the compliance by the company of applicable financial laws, like direct and indirect tax laws, and Labour laws has not been reviewed in this audit since the same have been subject to review by statutory financial audit and other designated professionals.

I further report that the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting. As per the minutes of the meetings duly recorded and signed by the chairman, the decisions of the board were unanimous and no dissenting views have been recorded.

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

I report further that, during the audit period, there were no specific events/actions in pursuance of the aforesaid laws, rules, regulations, etc. having a major bearing on the company's affairs except followings:

1. 62,57,600 Equity Shares of Rs. 10 each were issued as fully paid bonus shares on 25th September, 2018 in the ratio of One New Fully Paid Up Equity Shares for every one equity shares held to the equity shareholders as on record date 09th October, 2018.

This report is to be read with our letter dated 09th August, 2019 which is annexed and forms an integral part of this report.

To,
The Members,
BHATIA COMMUNICATIONS & RETAIL (INDIA) LIMITED
(CIN: L32109GJ2008PLC053336)
132, Dr. Ambedkar Shopping Centre,
Ring Road, Surat-395002

Our Secretarial Audit report dated 09th August, 2019 is to be read alongwith this letter.

1. Maintenance of secretarial records is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were considered appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed, provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Place: Surat
Date: 09/08/2019

Sd/-
Ranjit B. Kejriwal
PCS
FCS No.: 6116
C P No. 5985

Annexure-8

The Disclosures pertaining to remuneration as required under section 197(12) of the companies act, 2013 read with rule 5 of the companies (appointment and remuneration of managerial personnel) Amendment rules, 2016 are as under:

The percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary during the financial year 2018-19, ratio of the remuneration of the employees of the Company for the financial year 2018-19 and the comparison of remuneration of each Key Managerial Personnel (KMP) against the performance of the Company are as under:

Sr. No.	Name of Director/KMP and Designation	Remuneration of Director/KMP for F.Y. 2018-19 (Amount in Rs.)	% increase in Remuneration in the F.Y. 2018-19	Ratio of Remuneration of each Director/to median remuneration of employees
1	Sanjeev Harbanslal Bhatia Executive Chairman cum Managing Director	24,00,000	108.70	8.88:1
2	Nikhil Harbanslal Bhatia Whole-time Director	24,00,000	108.70	8.88:1
3	Harbanslal Brijlal Bhatia Whole Time Director*	14,00,000	21.74	8.88:1
4	Rashmi Kapil Arora Non-Executive Independent Director	NIL	NIL	NIL
5	Arpit Arunkumar Jain Non-Executive Independent Director	NIL	NIL	NIL
6	Rachit Naresh Narang Non-Executive Independent Director	NIL	NIL	NIL
7	Avani Karansingh Chaudhari** Company Secretary & Compliance Officer	1,33,666	52.48	N.A.
8	Ravindra Arunrao Sojal Chief Financial Officer	3,55,000	5.15	N.A.

*Demised on 20.11.2018

**Resigned on 12.04.2019

(i) Names of the top ten employees in terms of remuneration drawn from the Company in the financial year 2018-19:

Sr. No.	Name & Designation	Qualification and Experience	Remuneration (Amount in Rs.) Per month	Date of Appointment	Age (In years)	Particulars of Last Employment	Relative of Director/ Manager	Percentage of Equity Shares
1	SANJEEV BHATIA – MANAGING DIRECTOR	B.com 19 years	200000	25-03-2008	40	NA	NA	34.04
2.	NIKHIL BHATIA WHOLE TIME DIRECTOR	H.S.C 9 years	200000	01-04-2008	37	NA	NA	38.62
3.	SHRUTAM V DESAI MARKETING MANAGER	MBA 2 years	75000	01-01-2018	40	NOKIA CORPORATION	No	-
4.	ROHIT MADATALI SAMNANI GENERAL MANAGER	B.Com M.C.A 5 years	71250	04-06-2014	38	HEWLETT PACKARD ENTERPRISES	No	-
5.	RAVIKUMAR UDAYBHAN SINGH BRANCH MANAGER	H.S.C 3 years	42750	01-06-2016	37	SNV DISTRIBUTORS PRIVATE LIMITED	No	-
6.	BALDANIYA KALPESH- BHAI BRANCH MANAGER	B.A 9 months	42450	01/04/2019	25	SNV DISTRIBUTORS PRIVATE LIMITED	No	-
7.	RAJBHOJ RAKESH HIRALAL BRANCH MANAGER	S.S.C 3 years	38000	01-12-2017	34	VODAFONE WEST INDIA LIMITED	No	0.05
8.	KISHOR T. MAHALE ACCOUNTANT	B.Com 1 year	37000	01-10-2018	33	SNV DISTRIBUTORS PRIVATE LIMITED	No	-
9.	SHIVANGI SAMNANI BRANCH MANAGER	B.Com 2 years	33250	01-07-2017	33	N.A	No	-
10.	RAVINDRA SOJAL CHIEF FINANCIAL OFFICER	B.A 11 years	30000	05-01-2018	41	COMPTEK COMPUTER EDUCATIONS	No	0.05
11.	DAGADU C. PATIL ACCOUNTANT	B.A 7 years	30000	01-05-2012	41	MOHIT ENTERPRISE	No	0.03

- (ii) The median remuneration of employees of the Company during the Financial Year was Rs. 22,500/-
- (iii) In the Financial year, the median remuneration of employees has decreased by 4.26%.
- (iv) There were 105 permanent employees on the rolls of the Company as on March 31,2019;
- (v) Average percentage increase/decrease made in the salaries of employees other than the managerial personnel in comparison of the last financial year is 11.47%. There is an average increase of 47.76% in the managerial remuneration in comparison to the last financial year.
- (vi) The remuneration of KMP is as per the recommendations of the Nomination & Remuneration Committee.
- (vii) It is hereby affirmed that the remuneration paid is as per the remuneration policy for Directors, Key Managerial Personnel and other Employees.

Place: Surat
Date: 09/08/2019

By order of the Board
for Bhatia Communications & Retail (India) Limited

Sd/-
Nikhil Harbanslal Bhatia
Chairman

DIN: 02063706

Annexure 9

Certificate in terms of Regulation 17(8) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

To
The Board of Directors
BHATIA COMMUNICATIONS & RETAIL (INDIA) LIMITED.

Dear Sir/Madam,

In accordance with Regulation 17(8) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we certify that:

1. I have reviewed the financial statements and the cash flow statement for the financial year ended March 31, 2019 and that to the best of my knowledge and belief:

- These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
- These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.

2. There are, to the best of my knowledge and belief, no transactions entered into by the Company during the financial year ended March 31, 2019 which is fraudulent, illegal or violative of the Company's code of conduct.

3. I accept responsibility for establishing and maintaining internal controls for financial reporting and that I have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting. I have not come across any reportable deficiencies in the design or operation of such internal controls.

4. I have indicated to the auditors and the Audit Committee:-

- a. that there are no significant changes in internal control over financial reporting during the financial year ended March 31, 2019;
- b. there are no significant changes in accounting policies during the financial year ended March 31, 2019; and
- c. that there are no instances of significant fraud of which we have become aware.

Place: Surat
Date: 30/05/2019

By order of the Board
for Bhatia Communications & Retail (India) Limited

Sd/-
Ravindra Arunrao Soja
Chief Financial Officer

Annexure-10

DECLARATION BY MANAGING DIRECTOR THAT THE MEMBERS OF BOARD OF DIRECTORS AND SENIOR MANAGEMENT PERSONNEL HAVE AFFIRMED WITH THE CODE OF CONDUCT OF BOARD OF DIRECTORS AND SENIOR MANAGEMENT

All the Members of the Board of Directors of the Company and Senior Management Personnel have affirmed compliance with the Code of Conduct for the financial year ended 31st March, 2019 as applicable to them as laid down in Companies Act, 2013 with the code of conduct of Board members and senior management personnel.

Place: Surat
Date: 09/08/2019

By order of the Board
for Bhatia Communications & Retail (India) Limited

Sd/-
Nikhil Harbanslal Bhatia
Chairman
DIN: 020637061

Annexure 11

R. Kejriwal & Co. Chartered Accountants

2, Aastha, 2/906, Hira Modi Sheri, Opp. Gujarat Samachar Press, Ring Road, Surat-395002,
Email: auditrkejriwal@gmail.com, Ph: 0261-2355984

AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

To
The Members of
BHATIA COMMUNICATIONS & RETAIL (INDIA) LIMITED.

We have examined the compliance of the conditions of Corporate Governance by **Bhatia Communications & Retail (India) Limited** (The Company); for the year ended 31st March 2019 as stipulated in Regulation 27(2) of SEBI (Listing Obligation And Disclosure Requirements), Regulations 2015 of the said Company with BSE Limited.

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

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned SEBI (Listing Obligation and Disclosure Requirements), Regulations 2015.

We state that no investor grievances are pending for a period exceeding one month against the Company as per the records maintained by the Stakeholders Relationship Committee.

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

For R. Kejriwal & Co.

Sd/-
Vishal Joshi
Partner
UDIN: 19427019AAAADV6682
M. No. 427019
FRN No. 133558W

Place: Surat
Date: 09.08.2019

Annexure-12

R. Kejriwal & Co. Chartered Accountants

2, Aastha, 2/906, Hira Modi Sheri, Opp. Gujarat Samachar Press, Ring Road, Surat-395002
Email: auditrkejriwal@gmail.com, Ph: 0261-2355984

C.No.B/01/2019-20

To,
The Board of Director,
Bhatia Communications & Retail (INDIA) Limited,
132, Dr Ambedkar Shopping Centre,
Ring Road, Surat-395002

Sub: Certificate of utilization of fund raised through IPO

This is to certify that M/s Bhatia Communications & Retail (INDIA) Limited having PAN: AADCB3959R had utilized following amount till 31 March 2019 for the purpose of objects as stated in prospectus dated 02 February 2018.

(Amount in Rs.)

Particulars	Proposed	Utilised till 31.03.2019	Balance
Working Capital Requirement	15,50,00,000	15,49,62,975	37,025
General Corporate Purposes	5,00,00,000	5,00,00,000	-
Issue Expenses	50,00,000	50,00,000	-
Total	21,00,00,000	20,99,62,975	37,025

The Certificate has been issued on the basis of verification and examination of books of accounts and as per information and explanation provided to us by the company.

For R Kejriwal & Co.
Chartered Accountants

Vishal Joshi
Partner
M. No.: 427019
FRN No.: 133558W
UDIN: 19427019AAAACF8670
Date: 30.05.2019

Annexure-13

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

As per item 10(i) of clause C of Schedule V of the **Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015** read with regulation 34(3) of the said Listing Regulations

In pursuance of item stipulated in 10(i) of Clause C of Schedule V of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of Bhatia Communication and Retail (India) Limited (CIN: L32109GJ2008PLC053336) I hereby certify that

On the basis of the written representation/Declaration received from the directors and taken on record by the Board of Directors, as on March 31, 2019, none of the directors on the board of the company has been debarred or disqualified from being appointed or continuing as director of the companies by SEBI/Ministry of Corporate Affairs or any such Statutory Authority

Place: Surat

Date: 09/08/2019

Sd/-
Name of PCS: Ranjit B. Kejriwal
FCS No.: 6116
C P No.: 5985

R. Kejriwal & Co. Chartered Accountants

2, Aastha, 2/906, Hira Modi Sheri, Opp. Gujarat Samachar Press, Ring Road, Surat-395002
Email: auditrkejriwal@gmail.com, Ph: 0261-2355984

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF BHATIA COMMUNICATIONS & RETAIL (INDIA) LIMITED

Report on the Audit of Standalone Financial Statements:

Opinion:

We have audited the accompanying standalone financial statements of BHATIA COMMUNICATIONS & RETAIL (INDIA) LIMITED ("The Company") which comprises the Balance Sheet as on 31st March 2019, the Statement of Profit and Loss and Cash Flow statement for the year then ended and notes to financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the 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 and its profit (or 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 entity in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

- Evaluation of Uncertain Tax Positions

The Company has material uncertain tax position including matters under dispute which involve significant judgment to determine the possible outcome of these disputes. The details of the pending litigations have been reported in point 7(b) of CARO report.

- Auditor's Response

We obtained detail of completed tax assessment and demand for the year ended March 31, 2019 from management. We involved our internal expert to challenge the management's underlying assumption in estimating the tax provision and possible outcome of the dispute. We also considered legal precedence and other rulings in evaluating management's position on these uncertain tax positions

- Branches and Franchise

The company has many franchises and branches and the company receives advances/security deposit from its various franchises and the same is adjusted against the amount due from them as on the balance sheet date. The company also receives deposit from branch partner towards security deposit against stock provided to them and same is shown in balance sheet as long term liability

- Auditor's Response

We get the complete list of franchise and branches from the management and check that there is no deviation in the security deposit received and stock provided to them. We also check the agreement made with the branch partner and check whether proper disclosure is made regarding advances received from branch partner and term and conditions of the agreement

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation and presentation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding 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

The Board of Directors are also responsible for overseeing the company's financial reporting process

Auditor's Responsibility 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 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 exercises professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error; to design and perform audit procedures responsive to those risks; and to obtain audit evidence that is sufficient and appropriate to provide a basis for the auditor's 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 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 the opinion. Our conclusions are based on the audit evidence obtained up to the date of the auditor's report. However, future events or conditions may cause an entity 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.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economics decisions of a reasonably knowledgeable user of the financial statement may be influenced. We consider quantitative materiality and qualitative factor in (i) planning the scope of our audit work and in evaluating the result of our work and (ii) to evaluate the effect of any identified misstatements in the financial statements.

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 communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

Report on Other Legal and Regulatory Requirements:

As required by the Companies (Auditor's Report), Order, 2016 (order dated 29.03.2016), issued by the Central Government of India in terms of section 143(11) of the Companies Act, 2013 (hereinafter referred to as 'order'), and on the basis of test check as we considered appropriate and according to information and explanation provided to us, we enclose in the Annexure "A" statement on the matters specified in paragraphs 3 and 4 of the said Order.

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

provided to us, we enclose in the Annexure "A" statement on the matters specified in paragraphs 3 and 4 of the said .Order

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

2.1 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

2.2 In our opinion, proper books of account as required by law have been kept by the company as far as appears from our examination of those books.

2.3 The Balance Sheet, Profit and Loss statement and Cash Flow Statement dealt with by this report are in agreement with the books of account.

2.4 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

2.5 On the basis of written representations received from the directors, as on March 31, 2019, taken on record by the Board of directors, none of the directors are disqualified as on March 31, 2019 from being appointed as a director under section 164(2) of the Act

2.6 With respect to the adequacy of financial controls over financial reporting of the company and the operative effectiveness of such controls, refer to our separate report in "Annexure B"; and

2.7 With respect to the others 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) There were pending litigations which would impact the financial position of the company. **The details of the pending litigations have been reported in point 7(b) of CARO report**, forming integral part of this audit report.

(ii) The company did not have any material foreseeable losses on long term contracts including derivative contracts.

(iii) There were no amounts which were required to be transferred to the Investor Education and Protection fund by the company.

For R Kejriwal & Co.
Chartered Accountant
Firm Reg. No. 133558W

Place: Surat
Date: 30.05.2019

Sd/-
Vishal Joshi
Partner
M. No. 427019
PAN: AAPFR9048C

Annexure to Auditors' Report

(Referred to in of our report of even date to the members of BHATIA COMMUNICATIONS & RETAIL (INDIA) LTD as on the financial statements for the year ended March 31, 2019)

On the basis of such checks as we considered appropriate and according to the information and explanations given to us during the course of audit, we state that:

1	Fixed Assets	
(a)	Whether the company is maintaining proper records showing full particulars, including quantitative details and situation of fixed assets;	YES
(b)	Whether these fixed assets have been physically verified by the management at reasonable intervals; whether any material discrepancies were noticed on such verification and if so, whether the same have been properly dealt with in the books of account;	The management conducted physical verification of certain fixed assets in accordance with its policy of physical verification in a phased manner. In our opinion, such frequency is reasonable having regard to the size of the Company and the nature of its fixed assets. As explained to us, the discrepancies noticed on physical verification as compared to book records maintained, were not material and have been properly dealt with in the books of account.
(c)	Whether title deeds of immovable properties are held in the name of the company. If not, provide details thereof.	NA
2	Inventories	
	Whether physical verification of inventory has been conducted at reasonable intervals by the management and whether any material discrepancies were noticed and if so, how they have been dealt with in the books of account;	The management conducted physical verification of inventory in accordance with its policy of physical verification in a phased manner. In our opinion, such frequency is reasonable having regard to the size of the Company and the nature of its inventory. As explained to us, the discrepancies noticed on physical verification as compared to book records maintained, were not material and have been properly dealt with in the books of account.
3	Loan Granted	
	Whether the company has granted any loans, secured or unsecured to companies, firms, LLPs or other parties covered in the register maintained u/s 189 of the Companies Act, 2013. If so,	NO
(a)	Whether the terms and conditions of the grant of such loans are not prejudicial to the company's interest;	NA
(b)	Whether receipt of the principal amount and interest are regular. If not provide details thereof; and	NA
(c)	If overdue amount is more than rupees five lakhs, whether reasonable steps have been taken by the company for recovery of the principal and interest;	NIL
4	Loans, investments and guarantees	
	In respect of loans, investments and guarantees, whether provisions of Section 185 and 186 of the Companies Act, 2013 have been complied with. If not, provide details thereof.	Yes
5	Deposit	
	In case the company has accepted deposits, whether the directives issued by the Reserve Bank of India and the provisions of sections 73 to 76 or any other relevant provisions of the Companies Act, 2013 and the rules framed thereunder, where applicable, have been complied with? If not, the nature of such contraventions be stated; If an order has been passed by Company Law Board or National Company Law Tribunal or Reserve Bank of India or any court or any other tribunal, whether the same has been complied with or not?	NA
6	Cost Records	
	Whether maintenance of cost records has been specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013 and whether such accounts and records have been so made and maintained;	NA
7	Statutory dues	
(a)	whether the company is regular in depositing undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-Lax, , service tax, duty of customs, duty of excise, value added tax, and any other statutory dues with the appropriate authorities and if not, the extent of the arrears of outstanding statutory dues as at the last day of the financial year concerned for a period of more than six months from the date they became payable, shall be indicated by the auditor.	According to the information and explanations given to us and the record examined by us, the company is generally regular in depositing with appropriate authorities undisputed statutory dues including Provident Fund, Employee's State Insurance, Income-tax, Sales-tax and other material Statutory Dues applicable to it. There were no arrears as at, 31st March, 2019 for a period of more than six months from the date they became payable.

(b)	Where dues of income tax or sales tax or service tax or duty of customs or duty of excise or value added tax have not been deposited on account of any dispute, then the amounts involved and the forum where dispute is pending shall be mentioned. (A mere representation to the concerned Department shall not be treated as a dispute).	YES		
	Particulars	F.Y.	AMOUNT (In Rs.)	STATUS
	Demand of Rs 25,54,800 rased by	2012-13	Rs. 25,54,800	Appeal pending
	DCIT, , circle1(1)(1) u/s 143(3) of IT act, 1961			before CIT(A)
8	Default in Repayment			
	Whether the company has defaulted in repayment of dues to a financial institution or bank or debenture holders? If yes, the period and amount of default to be reported (in case of banks and financial institutions, lender wise details to be provided).	NO		
9	Term Loan/ Money raised			
	Whether moneys raised by way of public issue/ follow-on offer (including debt instruments) and term loans were applied for the purposes for which those are raised. If not, the details together with delays / default and subsequent rectification, if any, as may be applicable, be reported;	YES		
10	Fraud			
	Whether any fraud by the company or any fraud on the Company by its officers/ employees has been noticed or reported during the year; If yes, the nature and the amount involved be indicated.	To the best of our knowledge and according to the information and explanations given to us, there have been no cases of fraud on or by the Company noticed or reported during the year under report		
11	Managerial Remuneration			
	Whether managerial remuneration has been paid / provided in accordance with the requisite approvals mandated by the provisions of section 197 read with schedule V to the Companies Act? If not, state the amount involved and steps taken by the company for securing refund of the same.	YES		
12	Nidhi Company			
	Whether the Nidhi Company has complied with the Net Owned Fund in the ratio of 1: 20 to meet out the liability and whether the Nidhi Company is maintaining 10% liquid assets to meet out the unencumbered liability.	NA		
13	Related Parties Transactions			
	Whether all transactions with the related parties are in compliance with Section 188 and 177 of Companies Act, 2013 where applicable and the details have been disclosed in the Financial Statements etc as required by the accounting standards and Companies Act, 2013.	As per the information and explanation provided to us and records produced before us, the company has generally complied with the provisions.		
14	Preferential allotment / Private placement			
	Whether the company has made any preferential allotment / private placement of shares or fully or partly convertible debentures during the year under review and if so, as to whether the requirement of Section 42 of the Companies Act, 2013 have been complied and the amount raised have been used for the purposes for which the funds were raised. If not, provide details thereof.	NA		
15	Non-cash Transactions			
	Whether the company has entered into any non-cash transactions with directors or persons connected with him and if so, whether provisions of Section 192 of Companies Act, 2013 have been complied with.	NA		
16	Registration with RBI			
	Wheteher the company is required to be registered under section 45-IA of the Reserve Bank of India Act, 1934 and if so, whether the registration is obtained.	NA		

For R Kejriwal & Co.
Chartered Accountants

Sd/-
Vishal Joshi
Partner
M No: 427019
FRN: 133558W
Date : 30.05.2019
Place: SURAT

BHATIA COMMUNICATIONS & RETAIL (INDIA) LIMITED

CIN: L32109GJ2008PLC053336

132, DR AMBEDKAR SHOPPING CENTRE RING ROAD SURAT-395002

Website: www.bhatiamobile.com, Email: info@bhatiamobile.com

BALANCE SHEET AS AT 31.03.2019

(Amount in Rs.)

(Amount in Rs.)

	Note No.	As at 31.03.2019	As at 31.03.2018
<u>EQUITY & LIABILITIES</u>			
I Shareholders' Funds			
Share Capital	2	12,51,52,000	6,25,76,000
Reserves and Surplus	3	20,78,18,324	21,97,60,849
II Share Application Money		-	-
III Non Current Liabilities			
Long Term Borrowings	4	98,03,601	1,11,49,390
Deferred Tax Liability		5,31,872	5,71,501
Other Long term Liabilities	5	64,00,000	-
Long term provisions	6	21,86,067	20,99,215
IV Current Liabilities			
Short term Borrowings	7	4,34,95,460	60,79,410
Trade Payables	8		
a. Total outstanding dues of micro and small enterprises			
b. Total outstanding dues of creditors other than micro & small enterprises		10,16,04,855	13,51,86,309
Other current liabilities	9	38,46,192.00	17,05,904
Short Term Provision	10	2,03,77,893	1,89,84,466
	Total	52,12,16,264	45,81,13,044
<u>ASSETS</u>			
I Non Current Assets			
Property, Plant and Equipment	11		
- Tangible Assets		7,05,58,565	5,53,25,129
- Intangible assets		29,00,000	29,00,000
- Capital WIP		-	-
- Intangible Assets under development		-	-
Non current Investments		-	-
Deferred tax assets (net)		-	-
Long term Loans and Advances	12	2,55,41,799	2,36,27,936
Other Non-Current Assets		-	-
II Current Assets			
Current Investments		-	-
Inventories	13	16,40,53,965	15,47,45,113
Trade Receivables	14	5,46,11,155	4,64,41,768
Cash and Cash Equivalents	15	16,25,36,986	14,60,52,218
Short term Loans and Advances	16	4,10,13,793	2,90,20,880
Other Current assets			
	Total	52,12,16,264	45,81,13,044
Significant Accounting policies	1	- 0	- 0

The accompanying notes including other explanatory information form an integral part of the financial statements.

As per our report of even date

For and on behalf of the Board

For R Kejriwal & Co.
Chartered AccountantsSd/-
Vishal Joshi
Partner
M No: 427019
FRN: 133558WDate : 30.05.2019
Place: SURATSd/-
Sanjeev Bhatia
Managing Director
DIN: 02063671Sd/-
Company SecretarySd/-
Nikhil Bhatia
Whole Time Director
DIN:02063706Sd/-
C.F.O.

BHATIA COMMUNICATIONS & RETAIL (INDIA) LIMITED**CIN: L32109GJ2008PLC053336**

132, DR AMBEDKAR SHOPPING CENTRE RING ROAD SURAT-395002

Website: www.bhatiamobile.com, Email: info@bhatiamobile.com

PROFIT AND LOSS ACCOUNT FOR THE HALF YEAR ENDING ON 31.03.2019

		(Amount in Rs.)	
		(Amount in Rs.)	(Amount in Rs.)
	Note No.	As at 31.03.2019	As at 31.03.2018
I	Revenue From Operations (Net)	1,65,09,48,673	1,55,12,52,528
II	Other income	15,66,52,898	11,89,45,966
III	TOTAL REVENUE	1,80,76,01,571	1,67,01,98,493
IV	Expenditures		
	Cost of Materials Consumed		
	Purchase of Stock In trade	1,62,65,59,659	1,52,12,77,222
	Changes in inventory of finished goods, work-in-progress and Stock-in-Trade	18 (1,21,05,673)	(2,74,01,113)
	Employee benefit expenses	19 3,77,82,718	4,84,81,450
	Financial costs	20 53,11,799	85,20,742
	Depreciation & Amortization	11 86,96,223	75,99,023
	Other Expenses	21 7,01,18,957	5,75,18,744
V	TOTAL EXPENSES	1,73,63,63,683	1,61,59,96,068
VI	Profit before Exceptional & Extraordinary items & tax	7,12,37,888	5,42,02,425
	Add :Exceptional/Extraordinary Items		-
VII	Profit before extraordinary items and tax	7,12,37,888	5,42,02,425
	Add/(less) Extraordinary items		-
VIII	Profit Before Tax	7,12,37,888	5,42,02,425
	Tax expense		
	Current Tax	1,99,08,502	1,88,97,614
	Dividend Distribution Tax	-	-
	Deferred Tax	(39,629)	(5,01,527)
	Earlier Year Taxes	7,35,541	48,396
	Less: MAT credit entitlement		
IX	Profit /(Loss) from Continuing Operations	5,06,33,474	3,57,57,942
X	Profit /(Loss) from Discontinuing Operations		
	Less: Tax Expenses of Discontinuing Operations		
XI	Profit /(Loss) from Discontinuing Operations after Tax		
XII	Profit / (Loss) for the year		
XIII	Earning per Equity Share		
	Basic	4.05	7.14
	Diluted	4.05	7.14

See accompanying notes to the financial statement

As per our report of even date
For R Kejriwal & Co.
Chartered Accountants

For and on behalf of the Board

Sd/-
Vishal Joshi
Partner
M No: 427019
FRN: 133558W

Sd/-
Sanjeev Bhatia
Managing Director
DIN: 02063671

Sd/-
Nikhil Bhatia
Whole Time Director
DIN:02063706

Date : 30.05.2019
Place: SURAT

Sd/-
Company Secretary

Sd/-
C.F.O.

BHATIA COMMUNICATIONS & RETAIL (INDIA) LIMITED

CIN: L32109GJ2008PLC053336

132, DR AMBEDKAR SHOPPING CENTRE RING ROAD SURAT-395002

Website: www.bhatiamobile.com, Email: info@bhatiamobile.com

CASH FLOW STATEMENT FOR THE HALF YEAR ENDED ON 31.03.2019

(Amount in Rs.)

		As at 31.03.2019	As at 31.03.2018
A. CASH FLOW FROM OPERATING ACTIVITIES			
Net Profit Before Tax and Extraordinary Items		7,12,37,888	5,42,02,425
Adjustments for:			
Depreciation		86,56,594	70,97,496
Loss on Sale of Assets		-	-
Amortization Expenses		-	-
Financial Costs		53,11,799	85,20,742
Operating Profit before Working Capital Changes		8,52,06,282	6,98,20,663
Adjustments for Working Capital Changes:			
Decrease/(Increase) in Inventories		(93,08,852)	(2,74,01,113)
Decrease/(Increase) in Sundry Debtors		(81,69,388)	39,83,583
Increase/(Decrease) in Current Liabilities & Provisions		1,38,55,164	(3,34,87,771)
Cash generated from Operations		8,15,83,206	1,29,15,362
Income Tax Paid		(2,06,04,415)	(1,84,44,484)
Net Cash Flow from Operating Activities	(A)	6,09,78,791	(55,29,121)
B. CASH FLOW FROM INVESTING ACTIVITIES			
Purchase/Sale of Fixed Assets		(2,39,29,659)	(1,86,45,678)
Short Term Loans & Advances		(1,39,06,776)	(4,32,96,860)
Net Cash Flow from Investing Activities	(B)	(3,78,36,435)	(6,19,42,538)
C. CASH FLOW FROM FINANCING ACTIVITIES			
Finance Costs		(53,11,799)	(85,20,742)
Increase in Share Capital		6,25,76,000	5,70,50,000
Increase in Reserves & Surplus		(6,25,76,000)	15,29,50,000
Proceeds from/(Repayment of) Secured Loan		18,77,428	(11,24,098)
Proceeds from/(Repayment of) Unsecured Loan		(32,23,217)	(26,49,504)
Net Cash Flow from Financing Activities	(C)	(66,57,589)	19,77,05,656
Net Changes in Cash & Cash Equivalents	(A+B+C)	1,64,84,767	13,02,33,997
Cash & Cash Equivalents at the beginning of the year		14,60,52,218	1,58,18,221
Cash & Cash Equivalents at the end of the year		16,25,36,985	14,60,52,218

As per our report of even date

For R Kejriwal & Co.
Chartered Accountants

For and on behalf of the Board

Sd/-
Vishal Joshi
Partner
M No: 427019
FRN: 133558WDate : 30.05.2019
Place: SURATSd/-
Sanjeev Bhatia
Managing Director
DIN: 02063671Sd/-
Company SecretarySd/-
Nikhil Bhatia
Whole Time Director
DIN:02063706Sd/-
C.F.O.

BHATIA COMMUNICATIONS & RETAIL (INDIA) LIMITEE

CIN: L32109GJ2008PLC053336

132, DR AMBEDKAR SHOPPING CENTRE RING ROAD SURAT-395002

Website: www.bhatiamobile.com, Email: info@bhatiamobile.com

SCHEDULES FORMING PART OF BALANCE SHEET

PARTICULARS	(Amount in Rs.)	(Amount in Rs.)
	As at 31.03.2019	As at 31.03.2018

NOTE 2**SHARE CAPITAL****AUTHORISED**

1,30,00,000 Equity shares of Rs 10 each	13,00,00,000	7,00,00,000
P.Y. 70,00,000 Equity shares of Rs 10 each		
	13,00,00,000	7,00,00,000

ISSUED SUBSCRIBED & PAID UP

1,25,15,200 Equity Shares of Rs.10/- each	12,51,52,000	6,25,76,000
P.Y.62,57,600 Equity Shares of Rs.10/- each		
	12,51,52,000	6,25,76,000

SUBSCRIBED AND FULLY PAID UP CAPITAL

1,25,15,200 Equity Shares of Rs.10/- each	12,51,52,000	6,25,76,000
P.Y.62,57,600 Equity Shares of Rs.10/- each		
	12,51,52,000	6,25,76,000

SUBSCRIBED BUT NOT FULLY PAID UP CAPITAL

	-	-
	-	-

Reconciliation of Shares

	Equity Shares		Equity Shares	
	Number	In Rs	Number	In Rs
Shares outstanding at beginning of the year	62,57,600	6,25,76,000	5,15,100	51,51,000
Equity share issued during the year(IPO)	-	-	14,00,000	1,40,00,000
Bonus Shares issued during the year	62,57,600	6,25,76,000	43,05,000	4,30,50,000
Preference share converted into equity share	-	-	37,500	3,75,000
Share bought back during the year	-	-	-	-
Shares outstanding at end of the year	1,25,15,200	12,51,52,000	62,57,600	6,25,76,000

Shareholder(s) holding more than 5% shares

	As at 31.03.2019		As at 31.03.2018	
	No. of shares held	% of holding	No. of shares held	% of holding
<u>Equity shares of Rs.10 each</u>				
Harbanslal Bhatia	-	-	23,80,000	38.03%
Sanjeev H Bhatia	42,60,000	34.04%	21,30,000	34.04%
Nikhil Bhatia	48,32,854	38.62%	36,427	0.58%

Shares allotted for consideration other than cash(for period of five years preceding the B/S date)

5,05,000 EQUITY SHARES OF Rs 10 each were issued as fully paid bonus shares on 20.11.2013 to the existing equity shareholders of the company.

30,90,600 EQUITY SHARES OF Rs 10 each were issued as fully paid bonus shares on 30.09.2017 to the existing equity shareholders of the company.

37,500 PREFERENCE SHARES OF Rs 10 each has been converted into 37,500 EQUITY SHARE OF Rs. 10 on 30.09.2017.

12,14,400 EQUITY SHARES OF Rs 10 each were issued as fully paid bonus shares on 05.01.2018 to the existing equity shareholders of the company.

14,00,000 FRESH EQUITY SHARES OF Rs 10 each were issued on 16.02.2018 through BSE-SME IPO.

62,57,600 EQUITY SHARES OF Rs 10 each were issued as fully paid bonus shares on 10.10.2018 to the existing equity shareholders of the company.

Unpaid calls

By Directors

Nil

By Officers

Terms/rights attached to shares:

The Equity shares have a face value of Rs 10 per share. Each holder of share is entitled to one vote per share. In the event of liquidation of company all shareholders will be entitled to receive remaining assets of the company after distribution of all preferential amounts in proportion to the shares held by them.

The Preference shares issued are 5% non cumulative fully convertible preference shares,convertible into one equity share each at the discretion of the Board of directors. Dividend to be paid will rank in priority to equity shareholders, but the declaration of same vests with Board of directors, irrespective of fact that company is making profits or not.The Preference share has been converted into equity share as on 30.09.2017

NOTE 3**RESERVE & SURPLUS****SECURITIES PREMIUM RESERVE**

	As at 31.03.2019	As at 31.03.2018
Opening balance	19,60,00,000	95,75,000
Add: Credited during the year	-	19,60,00,000
Less: Utilised during the year	6,25,76,000	95,75,000
Closing Balance	13,34,24,000	19,60,00,000

SURPLUS

Opening balance	2,37,60,849	2,14,77,907
(+)Net Profit/Net Loss	5,06,33,474	3,57,57,943
(+)Transfer from reserves	-	-
(-)Issue of bonus shares	-	(3,34,75,000)
(-)Proposed dividends	-	-
(-)Transfer to reserves	-	-
(-) Assets Written Off	-	-
Closing Balance	7,43,94,324	2,37,60,849

Total Reserves & Surplus

20,78,18,324	21,97,60,849
---------------------	---------------------

NOTE 4**LONG TERM BORROWINGS****LOAN FROM BANKS:****SECURED:**

HDFC Bank(Car Loan)	46,42,739	27,65,311
----------------------	-----------	-----------

(Hypothecation of Respective Motor Car)

LOANS FROM RELATED PARTIES:**UNSECURED**

51,60,862	83,84,079
-----------	-----------

98,03,601	1,11,49,390
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NOTE 5**OTHER LONG TERM LIABILITIES****Branch Partner Deposit**

64,00,000	-
-----------	---

64,00,000	-
------------------	----------

NOTE 6**LONG TERM PROVISIONS****PROVISION FOR GRATUITY**

21,86,067	20,99,215
-----------	-----------

21,86,067	20,99,215
------------------	------------------

NOTE 7**SHORT TERM BORROWINGS****LOAN FROM BANKS:****SECURED:**

HDFC Bank O/D.	4,34,95,460	60,79,410
----------------	-------------	-----------

(Secured against Fixed Deposit of company, repayable on demand and interest will be charges @ 1% plus rate of interest given on FD to the company)

4,34,95,460	60,79,410
--------------------	------------------

NOTE 8**TRADE PAYABLES****SUNDRY CREDITORS FOR GOODS**

9,35,03,147	12,56,62,439
-------------	--------------

CREDITORS FOR EXPENSES

73,22,970	76,62,608
-----------	-----------

CREDITORS FOR OTHERS

7,78,738	18,61,262
----------	-----------

10,16,04,855	13,51,86,309
---------------------	---------------------

NOTE 9**OTHER CURRENT LIABILITIES****CURRENT MATURITIES OF LONG TERM DEBT:**

HDFC CAR LOAN	38,46,192	16,42,740
---------------	-----------	-----------

ICICI BANK CAR LOAN

-	63,164
---	--------

38,46,192	17,05,904
------------------	------------------

NOTE 10**SHORT TERM PROVISIONS****PROVISION FOR TAXATION**

1,99,08,502	1,88,97,614
-------------	-------------

PROVISION FOR GRATUITY

4,69,391	86,852
----------	--------

2,03,77,893	1,89,84,466
--------------------	--------------------

NOTE 11
FIXED ASSETS AND DEPRECIATION AS ON 31.03.2019

Description	Gross Block			Depreciation			Net Block		
	Opening Balance	Addition/ Deductions	As At 31.03.2019	Opening Balance	For the Year	Adjustment	As At 31.03.2019	As At 31.03.2019	As At 31.03.2018
TANGIBLE									
COMPUTER AND DATA PROCESSING UNIT	54,23,119	33,75,331	87,98,450	38,70,455	8,15,677	-	46,86,132	41,12,318	15,52,664
ELECTRICAL INSTALLATION AND EQUIPMENTS	50,83,497	8,86,384	59,69,881	10,38,100	5,13,381	-	15,51,481	44,18,400	40,45,397
FURNITURE & FITTING	4,25,18,230	71,20,820	4,96,39,050	1,15,73,936	41,19,772	-	1,56,93,708	3,39,45,342	3,09,44,294
OFFICE EQUIPMENTS	94,92,976	17,96,162	1,12,89,138	16,99,682	6,47,543	-	23,47,225	89,41,912	77,93,293
VEHICLES	1,87,13,571	98,11,654	2,85,25,225	77,24,089	25,99,850	-9,39,308	93,84,631	1,91,40,593	1,09,89,481
Total	8,12,31,392	2,29,90,351	10,42,21,743	2,59,06,263	86,96,223	-9,39,308	3,36,63,178	7,05,58,565	5,53,25,129
INTANGIBLE									
Goodwill	29,00,000	-	29,00,000	-	-	-	-	29,00,000	29,00,000
Total	29,00,000	-	29,00,000	-	-	-	-	29,00,000	29,00,000
TOTAL	8,41,31,392	2,29,90,351	10,71,21,743	2,59,06,263	86,96,223	-9,39,308	3,36,63,178	7,34,58,565	5,82,25,129
Previous Year	6,56,16,968	1,85,14,424	8,41,31,392	1,84,38,493	75,99,023	(1,31,253)	2,59,06,263	5,82,25,129	

NOTE 12

LONG TERM LOAN & ADVANCES

SUNCARE TRADERS LIMITED

2,55,41,799	2,36,27,936
2,55,41,799	2,36,27,936

NOTE 13

INVENTORIES

TRADED GOODS

16,40,53,965	15,47,45,113
16,40,53,965	15,47,45,113

NOTE 14

TRADE RECEIVABLE

DEBT OUTSTANDING FOR MORE THAN SIX MONTHS

OTHERS

2,28,562	1,02,71,436
5,43,82,593	3,61,70,332
5,46,11,155	4,64,41,768

NOTE 15

CASH AND CASH EQUIVALENTS

CASH ON HAND

F.D with HDFC Bank

BALANCES WITH SCHEDULE BANK:

HDFC BANK-9139

HDFC BANK-4871

HDFC BANK-1319

RAJKOT NAGRIK SAHKARI Co-Op Bank Ltd

RAJKOT NAGRIK SAHKARI Co-Op Bank Ltd

1,04,21,788	95,59,357
14,26,85,835	10,06,79,626
78,74,604	1,37,71,225
37,025	1,70,65,067
5,14,675	40,73,020
4,971	4,971
9,98,088	8,98,953
16,25,36,986	14,60,52,218

NOTE 16

SHORT TERM LOANS AND ADVANCES

OTHERS:

SHOP DEPOSIT

OTHERS, CONSIDERED GOOD:

61,99,500	56,43,000
3,48,14,293	2,33,77,880
4,10,13,793	2,90,20,880

NOTE 17**OTHER INCOME**

DEBIT NOTE A/C	16,24,22,634	14,83,82,632
CREDIT NOTE	(2,62,45,693)	(3,14,73,074)
OTHER INCOME	32,26,048	42,66,115
VATAV KASAR A/C	1,00,18,223	(31,26,998)
INTEREST RECEIVED	72,31,685	8,97,291
	15,66,52,898	11,89,45,966

NOTE 18**INCREASE (DECREASE) IN INVENTORY**

OPENING STOCK	15,47,45,113	12,73,44,000
LESS: GST CREDIT TAKEN ON STOCK	27,96,821	-
LESS: CLOSING STOCK	16,40,53,965	15,47,45,113
	(1,21,05,673)	(2,74,01,113)

NOTE 19**EMPLOYEE BENEFIT EXPENSES**

BONUS & INCENTIVES EXPENSES	8,47,200	13,99,160
DIRECTORS REMUNERATION	62,00,000	42,00,000
E.P.F. & E.S.I	1,10,122	1,36,082
SALARY EXPENSES	3,01,37,580	4,05,60,141
STAFF WELFARE	18,425	-
GRATUITY	4,69,391	21,86,067
	3,77,82,718	4,84,81,450

NOTE 20**FINANCIAL COSTS**

BANK CHARGES A/C	4,994	4,112
CARD SWAPING CHARGES	34,71,500	48,95,665
BANK INTEREST A/C.	7,02,900	24,89,346
PROCESSING FEES	24,239	1,33,096
INTEREST EXPENSES	11,08,166	9,98,523
	53,11,799	85,20,742

NOTE 21**OTHER EXPENSES****PAYMENT TO AUDITOR:**

AS AUDITOR	35,000	35,000
AS TAX AUDITOR	15,000	15,000

RATES & TAXES:

GST LATE FEES	11,616	-
PROFESSIONAL TAX A/C	-	2,02,160
SMC TAXES	8,79,294	7,52,044
EQUALISATION LEVY	83,192	49,643
VAT EXPENSES	-	18,657
RENT	2,36,07,967	1,83,65,022
REPAIR & MAINTENANCE	16,18,505	46,62,692

MISCELLANEOUS EXPENSES:

ACCOUNTANT FEE	24,000	24,000
ADVERTISEMENT EXP.	78,84,008	74,94,365
COMMISSION EXPENSES	89,04,245	-
COMPUTER EXPENSES	90,697	4,22,596
DONATION	36,600	1,15,600
E PORTAL CHARGES	66,13,464	-
ELECTRICITY EXPENSES	74,85,384	59,83,059
FIXED ASSETS WRITTEN OFF	25,626	6,907
INTEREST ON TDS	21,913	2,281
INTEREST ON EQUALISATION LEVY	2,000	-
INSURANCE EXPENSE	6,86,671	6,95,608
IPO EXPENSES	-	55,27,458
LEGAL & CONSULTING EXP	5,99,524	47,500
LISTING EXPENSES	7,84,801	-
MOBILE BILLS EXP.	3,41,618	4,50,111
PINE LABS PROCESSING CHARGE	-	33,120
POSTAGE & COURIER EXP.	10,559	14,156
PRINTING & STATIONARY A/C	6,45,350	2,58,965
ROC FEES	6,25,150	8,52,081
SALES PROMOTION A/C	3,25,431	6,29,078
SHOP MAINTENANCE	28,576	1,18,301
SHOP EXPENSES	46,93,381	10,60,387
SECURITY EXP	1,92,000	1,78,770
TELEPHONE EXPENSES	6,070	6,808
TRAVELLING EXPENSES	8,39,209	49,45,015
FOREIGN TRAVELLING EXPENSES	13,89,560	36,80,158
WEB DESIGNING EXP	53,500	1,58,593
WALL PAINTING EXP	4,68,557	60,510
VEHICLE EXPENSE	8,42,436	4,04,557
XEROX EXP	-	570
INTERNET & VPN CONNECTION EXPENSES	2,48,053	2,47,972
	7,01,18,957	5,75,18,744

NOTE 22**DEFERRED TAX LIABILITY :**

Deferred tax for timing difference between tax profits and book profits is accounted for using the tax rates and laws that have been enacted or substantially enacted as of the balance sheet date.

		Depreciation	Gratuity	Total
As per companies Act		86,96,223	4,69,391	
As per Income tax Act		90,13,196	-	
Timing difference		<u>-3,16,973</u>	<u>4,69,391</u>	
Tax @ 26% thereon	Asset/(Liability)	<u>-82,413</u>	<u>1,22,042</u>	<u>39,629</u>

BREAK-UP OF AUDITORS REMUNERATION :

	31.03.2019	31.03.2018
As Auditor	35,000	35,000
Tax Audit	<u>15,000</u>	<u>15,000</u>
TOTAL:	<u>50,000</u>	<u>50,000</u>

RELATED PARTY DISCLOSURES (As identified by management) :

(i) The disclosures of transactions with the related parties as required by AS 18 "Related Party Transactions" are given as under. Related parties have been identified on the basis of representation made by the management of the company and information available with the company.

Name of the related party and description of relationship:**Key Managerial Personnel (KMP) & Director**

Sanjeev Harbanslal Bhatia (Executive Director)	Avani Chaudhari (Company Secretary-Resigned on 12.04.2019)
Nikhil Harbanslal Bhatia (Executive Director)	Ravindra Sojal (Chief Financial Officer)
Harbanslal Bhatia (Executive Director)-Demised on 20.11.2018	
Rashmi Kapil Arora (Independent Woman Director)	
Arpit Arunkumar Jain (Independent Director)	
Rachit Naresh Narang (Independent Director)	

Relatives of KMP & Director

Garima Bhatia	Arunrao Sojal
Hema Bhatia	Vimlaben Sojal
Kamleshkumari Bhatia	Harshita Sojal
Naresh Bhatia	Krunal Ravindra Sojal
Arsh Bhatia (Minor)	Roshani Ravindr Sojal
Jetri Bhatia (Minor)	Karansingh Chaudhari
Parishi Bhatia(Minor)	Bimla Chaudhari
	Akshat Chaudhari
	Ashok Tandan
	Pramod Tandan
	Kapil Arora
	Arunbhai Jain
	Hansa Jain
	Naresh Narang
	Manjuben Narang

Enterprises owned or significantly influenced by KMP or their relatives:

Arsh Bhatia Marriage Trust
 Parishi Bhatia Marriage Trust
 Harbanslal Bhatia HUF
 Naresh Bhatia HUF
 Nikhil Bhatia HUF
 Sanjeev Bhatia HUF
 Bhatia Mobile
 Bhatia Communication
 Bhatia Electronics
 Mohit Enterprises
 E Parisar Tech Pvt Ltd
 Telecitey Enterprises LLP
 SNV Distributors Pvt Ltd
 HSL Corporation LLP
 Modern Commodeal Pvt Ltd

(ii) Transaction during the year with the related parties and closing balances as on 31.03.2019.

Nature of Transaction	Value of Transaction		
	Key Managerial Personnel (KMP) & Director	Relatives of KMP & Director	Enterprises owned or significantly
Loans Acccepted	15,00,000	9,00,000	-
Loans Repaid	50,00,000	14,18,398	-
Interest Paid	3,16,515	5,66,676	-
Director Remuneration	62,00,000	-	-
Salary Expenses	4,88,666	3,01,000	-
Rent	27,75,000	20,10,000	-
Purchase	-	2,00,700	7,20,65,870
Sale	-	-	4,58,58,625

Nature of Transaction	Closing Balances		
	Key Managerial Personnel (KMP) & Director	Relatives of KMP & Director	Enterprises owned or significantly influenced by KMP or their
Unsecured Loan	15,78,848	35,82,014	-
Remuneration & Rent	22,00,734	12,05,144	-
Purchase	-	16,74,958 Cr	3,18,03,464 Cr
Sale	-	-	1,33,82,633 Dr

EARNING PER SHARE :

	As at 31.03.2019	As at 31.03.2018
Basic:		
Profit after tax as per accounts	5,06,33,474	3,57,57,942
Weighted average number of shares outstanding	1,25,15,200	50,07,668
Basic EPS	4.05	7.14
Diluted:		
Profit after tax as per accounts	5,06,33,474	3,57,57,942
Weighted average number of shares outstanding	1,25,15,200	50,07,668
Add: Weighted average no. of potential equity shares	-	-
Weighted average no. of shares o/s for diluted EPS	1,25,15,200	50,07,668
Diluted EPS	4.05	7.14

OTHER NOTES :

a Additional information required pursuant to The Companies Act 2013

Stock Details

	Opening	Inward	Outward	Closing
Mobile & Phones	28718	203730	212297	20151
Cards & Recharge Coupo	358314	22206730	21783816	781228
Other Sundry Items	397360	449066	285797	560629
Electronic Items	0	1798	1468	330

Income in Foreign Currency (Rs.) Nil

Expenses in foreign currency (Rs.) Nil

b Disclosure under Sec 22 of the Micro, Small and Medium Enterprises Development Act,2006 (MSMED):

The principal amount and the interest thereon due to any supplier as at the year end	The amount of payment made to the supplier beyond the appointed day and the interest thereon, during the year	The amount of interest due and payable for the period of delay in making payment	The amount of interest accrued and remaining unpaid at the	The amount of further interest remaining due and payable in the succeeding
NIL	NIL	NIL	NIL	NIL

Dues to the Micro and Small Enterprises have been determined to the extent such parties have been identified on the basis of information by the management. This has been relied upon by the auditors.

The Company is in the process of compilation of details of amounts due to small scale industrial units, and only the party who have informed their status as SME to the company have been consider for above report.

c Provision for current tax is made in the accounts on the basis of estimated tax liability as per the applicable provisions of the Income Tax Act 1961.

Signature to Schedule '1' to '22'

For R Kejriwal & Co.
Chartered Accountants

Sd/-
Vishal Joshi
Partner
M No: 427019
FRN: 133558W

Date : 30.05.2019
Place: SURAT

For and on behalf of the Board

Sd/-
Sanjeev Bhatia
Managing Director
DIN: 02063671

Sd/-
Company Secretary

Sd/-
Nikhil Bhatia
Whole Time Director
DIN:02063706

Sd/-
C.F.O.

Attendance slip

Name of the member(s):	
Registered Address:	

Folio No
No. of Shares

*DP ID
*Client ID

* Applicable to holders holding shares in demat/electronic form

I hereby record my attendance at the 11th Annual General Meeting of the Company held on Monday, the 09th day of September, 2019 at the registered office of the company situated at 132, Dr. Ambedkar Shopping Centre, Ring Road, Surat-395002, Gujarat at 11:00 A.M.

2,

Shareholders Signature

Note:

1. Please fill this attendance slip and hand it over at the entrance of the Meeting Hall.
2. Members signature should be in accordance with the specimen signature in the Register of Members of the Company.
3. Members are requested to bring their copy of the Annual Report and this Attendance Slip at the Annual General Meeting of the Company.

Form MGT-11

PROXY FORM

[Pursuant to section 105(6) if the Companies Act, 2013 and rule 19(3) if the Companies (Management and Administration Rules, 2014)]

Name of the member(s):	
Registered Address:	
E-mail ID:	
Folio No/ *Client ID:	
*DP ID:	

*Applicable for holders holding shares in demat/ electronic mode

We, being the member(s) of Shares of the above named company, hereby appoint

- Name:.....Address:.....
E-mail ID:Signature:Or failing him
- Name:.....Address:.....
E-mail ID:Signature: Or failing him
- Name:.....Address:.....
E-mail ID:Signature: Or failing him

As my/our proxy to attend and vote (on a poll) for me/ us and my/our behalf at the 11th Annual General Meeting of the Company, to be held on Monday, the 09th day of September, 2019 at 11:00 a.m. at the registered office of the company situated at 132, Dr. Ambedkar Shopping Centre, Ring Road, Surat-395002, Gujarat and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	Ordinary Resolution	For	Against
1	Adoption of Annual Accounts, Auditor's & Director's Report		
2	Re-appointment of Mr. Sanjeev Harbanslal Bhatia (DIN: 02063671), Managing director. Who retires by rotation and being eligible, offers himself for re-appointment.		
3	Re-Appointment of M/S. R. Kejriwal & Co., Chartered Accountants as a Statutory Auditors of the Company.		
4	Approval of Related Party Transaction		

Signed this _____ day of _____ 2019.

Affix Re. 1
Revenue
Stamp

Signature of Shareholder

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

Ballot form

1. Name(s) of Member(s) :
(Including joint holders, if any)
2. Registered address of the :
Sole/first named Member
3. Registered folio No./ :
DP ID No./Client ID No.*
(*Applicable to investors holding Shares in dematerialized form)
4. Number of Shares held :
5. I/We hereby exercise my/our vote in respect of the Resolution to be passed through Postal Ballot for the Business stated in the Postal Ballot Notice and Explanatory Statement annexed thereto by sending my/our assent (FOR) or dissent (AGAINST) to the said resolution by placing the tick (✓) mark at the appropriate box below:

Item No.	Item	Nature of Resolution	No. of shares	I/We Assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)	(ABSTAIN)
1.	Adoption of Annual Accounts, Auditor's & Director's Report	Ordinary				
2.	Re-appointment of Mr. Sanjeev Harbanslal Bhatia (DIN: 02063671), Managing director. Who retires by rotation and being eligible, offers himself for re-appointment.	Ordinary				
3.	Re-Appointment of M/S. R. Kejriwal & Co., Chartered Accountants as a Statutory Auditors of the Company.	Ordinary				
4.	Approval of Related Party Transaction	Special				

Place:
Date:

.....
(Member)

ELECTRONIC VOTING PARTICULAR

EVEN (E VOTING EVENT NUMBER)
111276

E-Voting shall remain start on Friday, 06th day of September, 2019 (9.30 a.m.) and will be open till Sunday, 08th day of September, 2019 till the close of working hours (i.e. 5.00 p.m.).

Note: Please read the instructions printed overleaf carefully before exercising your vote.

THE MINISTRY OF CORPORATE AFFAIRS HAS TAKEN A “GREEN INITIATIVE IN THE CORPORATE GOVERNANCE” BY ALLOWING PAPERLESS COMPLIANCES BY THE COMPANIES AND HAS ISSUED CIRCULAR STATING THAT SERVICE OF NOTICE/ DOCUMENTS INCLUDING ANNUAL REPORT CAN BE SENT BY E-MAIL TO ITS MEMBERS. TO SUPPORT THIS GREEN INITIATIVE OF THE GOVERNMENT, MEMBERS WHO HAVE NOT REGISTERED THEIR E-MAIL ADDRESS, SO FAR, ARE REQUESTED TO GET THEIR E-MAIL ADDRESSES, IN RESPECT OF ELECTRONIC HOLDING WITH DEPOSITORY THROUGH THEIR CONCERNED DEPOSITORY PARTICIPANTS. MEMBERS, WHO HOLD SHARES IN PHYSICAL FORM, ARE REQUESTED TO GET THEIR SHARES DEMATERIALIZED.