

BHATIA COMMUNICATIONS & RETAIL (INDIA) LIMITED

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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: 30/06/2020

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

Script ID/ Code: BHATIA/504956

Subject : Postal Ballot Notice.

Reference No.: Regulation 30 and schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Dear Sir/ Madam,

Pursuant to Regulation 30 and schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find the enclosed Postal Ballot Notice dated 30th June, 2020 together with the explanatory statement, seeking approval of its members by way of Postal Ballot (including E-voting) in respect of Migration of company from SME platform to Main Board of BSE Limited and alteration of the Article of Association of the Company.

This is for your information and record.

Yours Faithfully,
For Bhatia Communications & Retail (India) Limited

Mittal Shah
Mittal Narendrabhai Shah
Company Secretary and Compliance Officer



Place: Surat

Encl: Postal Ballot Notice

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Postal ballot Notice

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

Dear Member(s),

Pursuant to the provisions of Section 108 and 110 and other applicable provisions, if any, of the Companies Act 2013 ("the Act") read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification and re-enactment(s) thereof for the time being in force) and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable laws and regulations, Notice is hereby given that the resolution appended to this notice is proposed to be passed by the members as Special Resolution through remote electronic voting (remote e-voting).

The proposed special resolution along with the Explanatory statement, pursuant to Section 102(1) of the Companies Act, 2013 and Secretarial Standard II on General Meeting, setting out the material facts for the proposed resolutions are appended to this Notice for your action.

Pursuant to Sections 108 and 110 of the Act read with the Companies Rules and in accordance with General Circular No. 17/2020 dated April 13, 2020 read with General Circular No. 14/2020 dated April 8, 2020 issued by Ministry of Corporate Affairs and in view of current extra-ordinary circumstances due to the pandemic caused by Covid-19 prevailing in the country, the Company has provided remote e-voting facility only. The Company has engaged the services of National Securities Depository Limited ("NSDL") for facilitating to provide remote e-voting facility to the Members of the Company through NSDL E-voting services.

In compliance with the requirements of the aforesaid MCA Circulars, hard copy of this Notice along with postal ballot forms and prepaid business envelope will not be sent to the shareholders for this postal ballot and shareholders are requested to carefully read the instructions indicated in this Notice and communicate their assent (for) or dissent (against) through remote e-voting only. Shareholders are requested to follow the procedure as stated in the notes and instructions for casting of votes by remote E-voting.

The remote e-voting facility is available at the link: <https://www.evoting.nsdl.com> from Friday, July 3, 2020 (09:00 A.M.) and will end on Saturday, August 1, 2020 (05:00 P.M.). Please refer to the instructions for casting votes by remote e-voting at the end of this Notice for the purpose and the manner in which e-voting has to be carried out.

Only members entitled to vote (Refer to Point 7 of the Notes attached with this notice) are entitled to vote through the remote e-voting facility through NSDL E-voting services.

The board of directors of the company has appointed Shri Ranjit Kejriwal (FCS No.6116, C.P. No.5985), Practicing Company Secretary as Scrutinizer for conducting the postal ballot and remote e-voting process in a fair and transparent manner.

The scrutinizer will submit the report to the Chairman after the completion of scrutiny of votes recorded through remote e voting. The results of voting by means of remote e-voting will be announced on or before Monday, August 3, 2020 at the Registered Office of the Company and also by placing the same on the company's website - www.bhatiamobile.com and communicated on the same day to stock exchange, depository, registrar and share transfer agent and e-voting agency.

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


Sanjeev Harbanslal Bhatia
Chairman and Managing Director
DIN - 02063671

Place: Surat
Date: June 30, 2020



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SPECIAL RESOLUTIONS:-

1. MIGRATION OF COMPANY'S PRESENT LISTING FROM SME PLATFORM OF BSE LIMITED TO THE MAIN BOARD OF BSE LIMITED:

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

"RESOLVED THAT in accordance with the provisions of Section 110 of the Companies Act, 2013 as amended read with Rule 22 of Companies (Management and Administration) Rules, 2014 and pursuant to Regulation 277 of SEBI (ICDR) Regulations, 2018 and other applicable provisions of Chapter IX of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulation, 2018 and other applicable provisions, if any, of the Companies Act 2013, Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 and the rules framed there under, including any amendment, modification, variation or re-enactment thereof, the consent of the members of the Company be and is hereby accorded for migration of the Company's present listing from SME Platform of BSE Limited to the Main Board of BSE Limited.

RESOLVED FURTHER THAT any of the Directors of the Company or Company Secretary be and are hereby authorized jointly and/or severally to deal with any Government or semi government authorities or any other concerned intermediaries including but not limited to BSE Limited, Securities and Exchange Board of India, Registrar of Companies, to apply, modify, rectify and submit any application and/or related documents on behalf of the Company for the purpose of migration of the Company's present listing from SME Platform of BSE Limited to the Main Board of BSE Limited.

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

2. TO ALTER THE ARTICLE OF ASSOCIATION OF THE COMPANY

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

"RESOLVED THAT in accordance with the provisions of Section 110 of the Companies Act, 2013 as amended read with Rule 22 of Companies (Management and Administration) Rules, 2014 and pursuant to the provisions of Section 5, 14 and all other applicable provisions of the Companies Act, 2013 ("Companies Act"), the Companies (Incorporation) Rules, 2014 and all other applicable provisions if any of the Companies Act, (including any statutory modification(s) or re-enactment thereof, for the time being in force), and such other rules and regulations, as may be applicable, and such other approvals, permissions, consents as be required, the consent of the Members be and is hereby accorded for alteration of Article of Association of the Company by inserting the following new Article 159A. for Waiver of Dividends:

Waiver of Dividends:

159A. Notwithstanding anything contained in this Articles of the Company, but subject to the provisions of the Companies Act, 2013 and all other applicable rules of the statutory authorities and the Rules framed by the Board of Directors of the Company in this behalf as amended from time to time by the Board, it shall be open for the Members of the Company who hold the Equity shares in the Company to waive/forgo his/her/their right to receive the dividend (interim or final) by him/her/them for any financial year which may be declared or recommended respectively by the Board of Directors of the Company. The waiver/forgoing by the Members, his/her/their right to receive the dividend (interim or final) by him/her/them under this Article shall be irrevocable immediately after the record date/book closure date fixed for determining the names of Members entitled for dividend. The Company shall not be entitled to declare or pay and shall not declare or pay dividend on equity shares to such Members who have waived/forgone his/her/their right to receive the dividend (interim or final) by him/her/them under this Article.

The Company in General Meeting may declare dividends to be paid to the Members other than the Members who have waived/forgone their right of receiving any Dividend (including any interim dividend), declared / to be



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declared by the Company for Financial Year, in accordance with Rules framed by the Board and amended from time to time, to be paid to members according to their respective rights and interests in the profits and may fix the time for payment and the Company shall comply with the provisions of Section 127 of the Act, but no dividends shall exceed the amount recommended by the Board of Directors, but the Company may declare a smaller dividend in general meeting.

Subject to the provisions of the Act, the Directors may, from time to time, pay to the Members other than the Members who have waived/foregone their right of receiving any dividend declared / to be declared by the Company for any financial year, in accordance with Rules framed by the Board and amended from time to time, such interim dividends as in their judgment the position of the Company justifies.

"RESOLVED FURTHER THAT for the purpose of giving the effect to the resolutions, the Board/Chairman/Managing Director be and is hereby authorised on behalf of the Company to all such acts, deeds matters and things as may be necessary, desirable or expedient and to settle all questions, difficulties or doubt that may arise in this regard at any stage, without requiring the Board/Chairman/Managing Director to secure any further consent or approval of the Members of the Company to the end and to give effect to the aforesaid resolution(s).



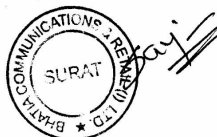
By order of the Board of Directors,
Bhatia Communications & Retail (India) Limited

[Signature]
Sanjeev Harbanslal Bhatia
Chairman and Managing Director
DIN - 02063671

Place: Surat
Date: June 30, 2020

Notes:

1. Pursuant to Section 102(1) of the Companies Act 2013 and Secretarial Standard II on General Meeting, an explanatory Statement setting out material facts relating to the proposed Special resolution is appended to this notice.
2. In compliance with the provisions of Sections 108 and other applicable provisions, if any, of the Companies Act, 2013, read with Companies (Management & Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Listing agreement entered with the Stock Exchange, the Company is pleased to offer e-voting facility to all members of the Company. The Company has entered into an agreement with National Securities Depository Limited ("NSDL") for facilitating remote e-voting through NSDL E-voting services.
3. This notice is sent to all the Members whose names appear in the Register of Members / Record of Depositories as on Friday, June 26, 2020 by email to those members who have registered their email IDs with the Company / Depository. Voting rights shall be reckoned in proportion to the number of shares registered in the name(s) of Members as on Friday, June 26, 2020.
4. On account of threat posed by COVID-19 and in terms of the MCA Circulars, the Company will send this Notice in electronic form only and hard copy of this Notice along with postal ballot forms and pre-paid business envelope will not be sent to the shareholders for this postal ballot. Accordingly, the communication of the assent or dissent of the members would take place through the remote e-voting system only. Therefore, those shareholders who have not yet registered their e-mail address are requested to get their e-mail addresses submitted, by following the procedure given below:
 - o In light of the MCA Circulars, for remote e-voting for this postal ballot, the shareholders whether holding equity shares in demat form or physical form and who have not submitted their email addresses and in consequence to whom the remote e-voting notice could not be serviced, may temporarily get their e-mail addresses registered with the Company's Registrar and Share Transfer Agent, PURVA SHAREREGISTRY (INDIA) PRIVATE LIMITED, by clicking the link: <https://www.purvashare.com/email-and-phone-updation> and follow the registration process as guided



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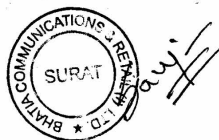
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thereafter. Post successful registration of the e-mail address, the shareholder would get soft copy of this Notice and the procedure for remote e-voting along with the user-id and the password to enable e-voting for this postal ballot. In case of any queries, shareholder may write to the Company at info@bhatiamobile.com or to NSDL at evoting@nsdl.co.in.

- It is clarified that for permanent submission of e-mail address, the shareholders are however requested to register their email address, in respect of electronic holdings with the depository through the concerned depository participants and in respect of physical holdings with the Company's Registrar and Share Transfer Agent, Purva Sharegistry (India) Private Limited, having its office at Unit no. 9, Shiv Shakti Ind. Est. J.R. Boricha Marg, Lower Parel, (E), Mumbai – 400011, (Tel No: +91-022-23016761/8261 Fax No: +91-022-2301 2517) by following the due procedure.
 - Those shareholders who have already registered their e-mail address are requested to keep their email addresses validated with their depository participants / the Company's Registrar and Share Transfer Agent, PURVA SHAREGISTRY (INDIA) PRIVATE LIMITED to enable servicing of notices / documents / annual Reports electronically to their e-mail address.
5. Any query/grievance may please be addressed to Ms. Mittal N. Shah, Company Secretary with respect to the voting by remote electronic means at: Email id: info@bhatiamobile.com or to R&TA at support@purvashare.com.
 6. The members have to vote through remote e-voting platform only.
 7. The Portal for remote E-voting will remain open for the Members for exercising their remote e-voting from Friday, July 3, 2020 (09:00 A.M.) and will end on Saturday, August 1, 2020 (05:00 P.M.) both days inclusive. Please note that E-voting module shall be disabled for voting by NSDL after the said last date and time. During this period, the Members of the Company holding equity shares either in physical form or dematerialised form, as on Friday, June 26, 2020 ('cut-off date'), may cast their vote electronically. Once vote on a resolution is cast by the member, he/ she shall not be allowed to change it subsequently or cast the vote again.
 8. A member need not use all his / her / its votes nor does he / she / it need to cast all his / her / its votes in the same way.
 9. The Scrutinizer's decision on the validity of the voting shall be final.
 10. A copy of the Postal Ballot Notice is also available on the website of the Company viz. www.bhatiamobile.com and NSDL e-voting website viz. <https://www.evoting.nsdl.com> and at the corporate announcement sections of the websites of the Stock Exchange on which the equity shares of the Company are listed.
 11. The Board of Directors have appointed CS Ranjit B Kejriwal, Practicing Company Secretary (FCS No.6116, C.P. No. 5985) as Scrutinizer for conducting the Postal Ballot and remote e-voting process in a fair and transparent manner and to receive and scrutinize the votes received through remote e-voting platform. After completion of the scrutiny of votes received, the scrutinizer will submit the report to the Chairman of the Company.
 12. The Resolution will be taken as passed effectively on Saturday, August 1, 2020, if the result of the voting indicates that the requisite majority of the members as required for a Special resolution had assented to the Resolution. The result of the voting will be declared on or before Monday, August 3, 2020 at the Registered Office of the Company. The result of the voting will also be posted on the Company's website www.bhatiamobile.com and communicated on the same day to stock exchange, depository, registrar and share transfer agent and e-voting agency.
 13. Resolutions approved by the members through Postal Ballots /remote e-voting are deemed to have been passed effectively at a General Meeting of the Members.
 14. The Draft amended Article of Association has been placed on the website of the Company - www.bhatiamobile.com for Members' Inspection.
 15. The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the Companies and has issued circulars stating that service of notice /documents



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including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members who have not registered their e-mail addresses, so far, are requested to give their consent by providing their e-mail addresses to the Company or to PURVA SHAREGISTRY (INDIA) PRIVATE LIMITED, Registrar and Share Transfer Agent of the Company.

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


Sanjeev Harbanslal Bhatia
Chairman and Managing Director
DIN - 02063671

Place: Surat
Date: June 30, 2020



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NOTES: INSTRUCTIONS FOR VOTING

The procedure to login to e-Voting website consists of two steps as detailed hereunder:

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/>.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. 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.
4. Your User ID details will be as per details given below:
 - 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 101456 then user ID is 101456001***).
5. 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'.
 - ii. If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
6. 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.
 - d. Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.



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

1. 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.
2. 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.
3. Select "EVEN" of the Company.
4. Now you are ready for e-Voting as the Voting page opens.
5. 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.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders:

1. 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 rbksurat@gmail.com to with a copy marked to evoting@nsdl.co.in.
2. 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.

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 by email at evoting@nsdl.co.in or call on.: 1800 222 990.

Any person, who acquires shares of the Company and become member of the Company after dispatch of the Notice of Postal Ballot and holding shares as on the cut-off date i.e. Friday, June 26, 2020 may obtain the login ID and password by sending a request at evoting@nsdl.co.in. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com.

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



(Signature)
Sanjeev Harbanslal Bhatia
Chairman and Managing Director
DIN - 02063671

Place: Surat
Date: June 30, 2020

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EXPLANATORY STATEMENT

(Pursuant to Sec.102 (1) of the Companies Act, 2013)

ITEM NO. 1

MIGRATION OF COMPANY'S PRESENT LISTING FROM SME PLATFORM OF BSE TO THE MAIN BOARD OF BSE:

The Company's present paid up equity capital is Rs. 12,51,52,000/- (divided in to 12515200 Equity Shares of Rs. 10/- each).

Further at present Market Capitalization of the Company on SME Platform BSE is more than Rs. 25 Crores and hence eligible to migrate to the Main Board as per the procedures laid down under Regulation 277 of SEBI (ICDR) Regulations, 2018.

The Company made an IPO of 16,50,000 equity shares of face value of Rs. 10 each for cash at an issue price of Rs. 150 each consisting of a fresh issue of 14,00,000 equity shares of face value of Rs. 10 each ("equity shares") for cash at a price of Rs. 150 per equity share aggregating to Rs. 2100.00 Lakhs ("issue") and 2,50,000 equity shares of face value of Rs. 10 each ("equity shares") for cash at a price of Rs. 150 per equity share aggregating to Rs. 375.00 lakhs through an offer. The amount raised through fresh issue of 14,00,000 Equity Shares i.e. Rs.2100.00 Lakhs which has been deployed on the objects. Equity Share of our company are listed on SME Platform of BSE since February 21, 2018. Company has completed a period of 2 years on SME Platform of BSE and over these 2 year period the Company gained a good experience of compliances, Board procedures, Corporate governance practices on account of SME listing and the company is geared up for moving on to the main board of BSE.

Also listing on the Main Board of BSE will take the Company into a different league altogether with enhanced recognition and increased participation by retail investors. Moreover, trading of Equity Shares will happen for even 1 (One) Equity Share instead of present one lot size of 2000 equity shares; i.e. present equity shareholders will get better leverage in trading of equity shares of the Company.

The members are therefore requested to accord their approval for the migration of the Company's present listing from SME Platform of BSE to Main Board of BSE as set out in the resolution.

Members may please note that in accordance with Regulation 277 of SEBI (ICDR) Regulations, 2018; the Special Resolutions set out in this item shall be acted upon if and only if the votes cast by shareholders other than promoters in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal.

Pursuant to Section 102 of Companies Act, 2013, the Board or Directors of the Company do and hereby confirm that none of its Directors, Key Managerial Personnel and relatives thereof are interested, financially or otherwise, in the aforesaid resolution, however in accordance with Regulation 277 of SEBI (ICDR) Regulations, 2018 votes casted by promoter and promoter group will not be considered for Voting in the aforesaid resolution.

ITEM NO. 2.

The Board in its meeting held on June 30, 2020 decided to alter the Articles of Association with the approval of the Shareholders of the Company to enable the Company to provide the option of Waiver of Dividends to the shareholders of the Company. Shareholders who wish to waive/forgo his/her/their right to receive the dividend (interim or final) by him/her/them for any financial year which may be declared or recommended respectively by the Board of Directors of the Company. The Board of Directors will frame the rules in this behalf as amended from time to time by the Board.

While considering insertion/amendment of the article pertaining to the Waiver of Dividends, the Board of Directors, after taking into consideration the implementation of the Companies Act, 2013, formed an opinion that it would be in the best interest of the Company to insert a new Article 159A for waiver of Dividends on securities, to be in line with the Companies Act, 2013. It is therefore proposed to amend the Articles of Association of the Company pursuant to Section 5, 14 and other applicable provisions, if any, of the Companies Act, 2013.



Sauji

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None of the Directors, Key Managerial Personnel, relatives of Directors and Key Managerial Personnel of the Company is directly/ indirectly interested in the above resolution except to the extent of their respective interest as shareholders of the Company.

The Board of Directors recommends the Resolution for your approval.

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



[Signature]
Sanjay Harbanslal Bhatia
Chairman and Managing Director
DIN - 02063671

Place: Surat

Date: June 30, 2020