

ANNUAL REPORT

2024-25

About the Founders



Bhatia began its business as a partnership firm, founded by Mr. Harbanslal Bhatia, it started mobile sales in 1996 and later on was incorporated as a company in 2008 under the leadership of Mr. Sanjeev Bhatia and Mr. Nikhil Bhatia.

It started its business with 1 store and as of March 2025, the company has 237 stores (233 owned and 4 franchise).

Expanding operations outside Gujarat and opened its first store in Maharashtra in 2023 and today the number of stores stands at 16.

Sanjeev Bhatia, aged 46, brings with him an extensive experience of over 26 years in the retail and wholesale trade of consumable electronic goods. Throughout his career, he has gained deep insights into market dynamics, customer preferences, supply chain management, and vendor relations within the electronics sector. His role within the organization spans several critical functions, including Finance, Franchise Outlet Management, and General Administration, where he ensures operational efficiency and financial discipline.

In addition to his managerial responsibilities, he is widely recognized for his leadership qualities and people-centric approach. He plays a key role in fostering a positive and collaborative work environment, actively encouraging employees at all levels to share their ideas and take initiative. His motivational leadership style not only boosts team morale but also cultivates a culture of innovation and continuous improvement within the organization.

Nikhil Bhatia, aged 43, possesses a wealth of experience spanning over 23 years in the fields of Finance and Sales. Over the course of his career, he has developed a strong expertise in managing core business functions and currently oversees the Sales, Purchase, Finance, and Accounts departments of the company. His in-depth understanding of financial operations and market trends enables him to effectively align financial strategies with the company's overall business goals.

He is highly proficient in business development and plays a strategic role in driving the company's growth initiatives. He consistently monitors market dynamics and identifies new opportunities for expansion, both in existing markets and emerging segments. His proactive approach and keen business acumen contribute significantly to the company's sustained growth and competitive edge. Through his leadership, the organization continues to strengthen its market presence and enhance its operational capabilities.

CORPORATE INFORMATION

BOARD OF DIRECTORS

Mr. Sanjeev Harbanslal Bhatia	Chairperson and Managing Director
Mr. Nikhil Harbanslal Bhatia	Whole-time director
Mrs. Kamleshkumari Harbanslal Bhatia	Non-Executive - Non Independent Director
Mr. Arpit Arunkumar Jain	Independent Director
Mr. Rachit Naresh Narang	Independent Director
Mrs. Rashmi Kapil Arora	Independent Director

AUDIT COMMITTEE

Mr. Arpit Arunkumar Jain
Mr. Rachit Naresh Narang
Mrs. Rashmi Kapil Arora
Mr. Sanjeev Harbanslal Bhatia

NOMINATION & REMUNERATION COMMITTEE

Mr. Arpit Arunkumar Jain
Mr. Rachit Naresh Narang
Mrs. Rashmi Kapil Arora

STAKEHOLDER RELATIONSHIP COMMITTEE

Mrs. Rashmi Kapil Arora
Mr. Arpit Arunkumar Jain
Mr. Sanjeev Harbanslal Bhatia

CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

Mr. Sanjeev Harbanslal Bhatia
Mr. Nikhil Harbanslal Bhatia
Mr. Rachit Naresh Narang

CHIEF FINANCIAL OFFICER

Mr. Ravindra Arunrao Sojal

COMPANY SECRETARY & COMPLIANCE OFFICER

Mr. Kaushik Haribhai Vegad

STATUTORY AUDITORS

R P R & Co.
Chartered Accountants

BANKERS

HDFC Bank Limited
State Bank of India
Rajkot Nagrik Sahakari Bank Limited

REGISTRAR & SHARE TRANSFER AGENT

M/s PURVA SHAREGISTRY (INDIA)
PRIVATE LIMITED

Email Id: support@purvashare.com,
Website: www.purvashare.com
Ph. No.: +91-022-23016761/2518,
Tele Fax: +91-022-23012517

REGISTERED OFFICE

132, Dr. Ambedkar Shopping Centre, Ring Road, Surat- 395002 Phone No.: 261-2890045,
E-mail: info@sunrisemarketing.net Website: www.bhatiamobile.com

Chairman's Message

Dear Shareholders,

It is with great pride and optimism I share the performance of the past year, which has been a testament to our collective resilience, dedication, and ability to adapt in an ever-evolving business environment.

Despite the challenges we faced, I am delighted to report that our company has achieved a 7% revenue growth, a significant accomplishment that underscores our strong market positioning and the hard work of our employees, partners, and stakeholders. This growth reflects not only our commitment to innovation but also our strategic focus on expanding into new markets, enhancing our product offerings, and delivering exceptional value to our customers.

This achievement is especially noteworthy given the complexities of the global business landscape. Our team has demonstrated remarkable agility in navigating changing market conditions and delivering consistent results. The growth is a reflection of our ongoing efforts to enhance operational efficiencies, optimize our cost structure, and invest in areas that drive long-term sustainable growth.

I would like to take this opportunity to extend my deepest gratitude to our shareholders for your continued trust and support. Your belief in our vision has been instrumental in our success. I also wish to express my sincere thanks to our management team and employees for their dedication and unwavering commitment to excellence. Without their hard work, this achievement would not have been possible.

Looking ahead, we are confident that our company is well-positioned to continue its growth trajectory. We remain committed to enhancing shareholder value, expanding our market presence, and pursuing new opportunities that align with our strategic goals. We will continue to focus on innovation, operational excellence, and building stronger relationships with our customers and partners.

As we look to the future, I am excited about the possibilities that lie ahead and the opportunities we will seize together as a company. Thank you once again for your continued confidence and support. I am confident that, together, we will continue to build on our success and create lasting value for all our stakeholders.

With Best Wishes,

Mr. Sanjeev Harbanslal Bhatia

Chairman & Managing Director

Bhatia Communications & Retail (India) Limited

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BHATIA COMMUNICATIONS & RETAIL (INDIA) LIMITED

CIN: L32109GJ2008PLC053336

Regd. Off: 132, Dr. Ambedkar Shopping Centre, Ring Road, Surat-395002

Website: www.bhatiamobile.com, E mail: csbhatia@bhatiamobile.com, Ph: 9727714477



NOTICE OF 17TH ANNUAL GENERAL MEETING
(PURSUANT TO SECTION 101 OF THE COMPANIES ACT, 2013)

Notice is hereby given that the 17th Annual General Meeting of the Shareholders of Bhatia Communications & Retail (India) Limited ("Company") will be held on Wednesday, July 30, 2025 at 01:00 P.M. (IST) Through Video Conferencing /Other Audio-Visual Means (VC/OAVM) to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2025 together with the report of the Board of Directors and report of the Statutory Auditor thereon.

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

"RESOLVED THAT the audited financial statements of the Company for the financial year ended March 31, 2025 together with the report of the Board of Directors and report of the Statutory Auditor thereon, as circulated to the shareholders, be and are hereby considered and adopted."

2. Declaration of dividend on equity shares @ 1% i.e. Re.0.01/- per share.

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

"RESOLVED THAT a final dividend at the rate of Re. 0.01/- per equity share of Rs. 1/- (Rupee One Only) each fully paid up of the Company, as recommended by the Board of Directors, be and is hereby declared for the Financial Year ended 31st March, 2025 and the same be paid out of the profits of the Company."

3. To approve re-appointment of Mrs. Kamleshkumari Harbanslal Bhatia (DIN: 02066517), who retires by rotation and being eligible, offers herself for re-appointment.

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

"RESOLVED THAT in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mrs. Kamleshkumari Harbanslal Bhatia (DIN: 02066517), who retires by rotation at this meeting, be and is hereby re-appointed as a Director of the Company."

SPECIAL BUSINESS:

4. To appoint Secretarial 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 Section 204 and other applicable provisions, if any, of the Companies Act, 2013, Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), other applicable laws/statutory provisions, if any, as amended from time to time, Mr. Bhaveshkumar Arjankumar Rawal, Practicing Company Secretaries, be and is hereby appointed as Secretarial Auditors of the Company for term of five consecutive years commencing from financial year 2025-26 till financial year 2029-30, at such fees, plus applicable taxes and other out-of-pocket expenses as may be mutually agreed upon between the Board of Directors of the Company and the Secretarial Auditors.

RESOLVED FURTHER THAT any one Director of the Company be and are hereby severally authorised to do all the acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to sign and execute all necessary documents, applications, returns, e-forms and writings as may be necessary, proper, desirable or expedient to give effect to this resolution.”

5. To make investments, give loans, guarantees and security in excess of limits specified under section 186 of the Companies Act, 2013.

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

“RESOLVED THAT pursuant to the provisions of the Section 186 and other applicable provisions, if any, of the Companies Act, 2013, consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter called ‘the Board’ which term shall deemed to include any Committee which Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution) to (a) give any loan to any person or other body corporate; (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and (c) acquire by way of subscription, purchase or otherwise the securities of any other body corporate, upto a maximum aggregate amount of Rs. 100 crores (Rupees Hundred Crores Only), outstanding at any point of time, over and above the permissible limits under Section 186(2) of the Companies Act, 2013 (presently being sixty percent of the Company’s paid up capital, free reserves and securities premium account or one hundred percent of the Company’s free reserves and securities premium account, whichever is more).

RESOLVED FURTHER THAT the Board be and is hereby authorised to take from time to time all decisions and steps in respect of the above loans, guarantees, securities and investment including the timing, amount and other terms and conditions of such loans, guarantees, securities and investment and varying the same either in part or in full as it may deem appropriate and to do and perform all such acts, deeds, matters and things as may be necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard including power to sub-delegate in order to give effect to this resolution.”

Date: 04th July, 2025
Place: 132, Dr. Ambedkar Shopping
Centre, Ring Road, Surat-395002
Website: www.bhatiamobile.com,
E mail: info@bhatiamobile.com,
Ph: 0261-2349892

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

Sd/-
Kaushik Haribhai Vegad
Company Secretary and Compliance Officer

NOTES:

1. Various Ministry of Corporate Affairs (“MCA”) circulars, Securities and Exchange Board of India (“SEBI”) circulars and Secretarial Standard on General Meeting (“SS-2”), have permitted convening the Annual General Meeting (“AGM”/Meeting”) through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”), without the physical presence of the members at a common venue till September 30, 2025.
2. In terms of the MCA circular, since this AGM is being held through VC / OAVM pursuant to the MCA’s circulars, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies under section 105 of Companies Act, 2013, (‘the Act’) by the members will not be available for this AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
3. 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.
4. Karta in case of HUF, partners/proprietors in case of firm attending and voting should affix the respective stamp of HUF or firm on the attendance sheet, Ballot paper or Proxy form.
5. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
6. In compliance with the MCA Circulars and SEBI Circulars, Notice of the AGM along with the Annual Report 2024-25 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ RTA/ Depositories. Members may note that the Notice and Annual Report 2024-25 will also be available on the Company’s website at bhatiamobile.com/, on website of BSE Limited at www.bseindia.com and on the website of NSDL <https://www.evoting.nsdl.com>
7. Members seeking any information/document as referred in the notice are requested to write to the Company on or before 30th July, 2025 through email at csbhatia@bhatiamobile.com. The same will be addressed by the Company suitably.
8. 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.
9. 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.
10. Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with the Company/RTA in case the shares are held by them in physical form.
11. Members may note that the VC/OAVM Facility, provided by NSDL, allows participation upto 1,000 Members on a first-come-first-served basis. The large shareholders (i.e. shareholders holding 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, auditors, etc. can attend the 17th AGM without any restriction on account of first-come first-served principle.
12. Equity shares of the Company are under compulsory demat trading by all Investors.
13. Members who are holding shares in demat mode are requested to notify any change in their residential address, Bank A/c details and/ or email address immediately to their respective Depository Participants.
14. Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with the Company/RTA in case the shares are held by them in physical form.

15. Members who have not registered their email addresses so far, are requested to register their email address for receiving all communication from the company electronically and quicker response to their queries to RTA or Company.
16. Members are requested to contact our Registrar and Transfer Agent for any query related to shares and other inquiry at following address:-**M/s. Purva Sharegistry (India) Private Limited**, Office No. 9 Shiv Shakti Industrial Estate, J.R. Boricha Marg, Near Lodha Excelus, Lower Parel (E), Mumbai-400011, Maharashtra Tel.: +91-022-23016761/2518, Fax: +91-022-23012517, E-mail: support@purvashare.com, Website: www.purvashare.com. Please Quote Folio No. / DP ID & CL ID for any communication for your shareholding.
17. The relevant Statement pursuant to pursuant to Section 102 of the Companies Act, 2013 ("Act") and Regulation 36(3), 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 concerning the relevant business of the notice, is annexed hereto.
18. The voting rights of Shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on 23rd July, 2025.
19. Mr. Bhaveshkumar Arjunkumar Rawal, Company Secretary in Practice (Certificate of Practice No. 10257) has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting process in a fair and transparent manner.

Information and other instructions relating to e-voting are as under:

1. Pursuant to the General Circular No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs (MCA) and circular issued by SEBI vide circular no. SEBI/ HO/ CFD/ CFDPoD-2/ P/ CIR/ 2024/ 133 dated October 3, 2024 ("SEBI Circular") and other applicable circulars and notifications issued (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time, companies are allowed to hold EGM/ AGM through Video Conferencing (VC) or other audio visual means (OAVM), without the physical presence of members at a common venue. In compliance with the said Circulars, EGM/ AGM shall be conducted through VC / OAVM.
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM/ AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the EGM/ AGM through VC/OAVM and participate there at and cast their votes through e-voting.
3. The Members can join the EGM/ AGM in the VC/OAVM mode 30 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM/ AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/ AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the EGM/ AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) the Secretarial Standard on General Meetings (SS-2) issued by the ICSI and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs from time to time the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM/ AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through

electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as e-voting on the date of the EGM/ AGM will be provided by NSDL.

- In line with the Ministry of Corporate Affairs Circulars, the Notice calling the EGM/ AGM has been uploaded on the website of the Company at bhatiamobile.com/. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and the EGM/ AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
- EGM/ AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular issued from time to time

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-

The remote e-voting period begins on 27th July, 2025 (9:00 a.m. IST) to 29th July, 2025 (5:00 p.m. IST). The remote e-voting module shall be disabled by NSDL for voting thereafter.

How do I vote electronically using NSDL e-Voting system?





The way to vote electronically on NSDL e-Voting system consists of following method:

Step 1: Access to NSDL e-Voting system

- Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility. Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website of

	<p>NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <ol style="list-style-type: none"> If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 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. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center;"> <p>NSDL Mobile App is available on</p>  App Store  Google Play</div> <div style="display: flex; justify-content: space-around; margin-top: 10px;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.

	4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against company name or e-Voting service provider name and you will be redirected to e-Voting service provider website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000.
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

2. Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL e-services i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL e-services 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 are 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 129547 then user ID is 129547 001***

5. Password details for shareholders other than Individual shareholders 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 to 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, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

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 etc.
- 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.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" (E-voting Event Number) in which you are holding shares and whose voting cycle and General Meeting is in active status.

2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. 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.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the Resolution(s), 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/JPEG 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 brawal1011@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
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.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 022 - 4886 7000 or send a request at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to cs@bhatiamobile.com. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. [Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.](#)**
2. Alternatively, shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
3. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER: -

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under "**Join meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Members who would like to express their views or ask questions during the AGM may send their questions in advance mentioning their Name, DP ID and Client ID/Folio Number, PAN, Mobile Number at cs@bhatiamobile.com. The same will be replied by the company suitably.

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.

Date: 04th July, 2025
Regd. Off: 132, Dr. Ambedkar Shopping
Centre, Ring Road, Surat-395002
Website: www.bhatiamobile.com,
E mail: csbhatia@bhatiamobile.com,
Ph: 0261-2349892

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

Sd/-
Kaushik Haribhai Vegad
Company Secretary and Compliance Officer

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

ITEM NO. 4

Pursuant to the amendment notified in Regulation 24A by way of SEBI (LODR) (third amendment) Regulations, 2024, with effect from 1st April, 2025, the Company is required to appoint a Secretarial Auditor, who is a Peer Reviewed Company Secretary.

In accordance with the above regulation, and on the recommendation of the Audit Committee, the Board of Directors in their meeting held on 04th July, 2025 proposed to appoint Mr. Bhaveshkumar Rawal, Company Secretary in practice, (FCS: 8812, COP: 10257) who is a Peer Reviewed Company Secretary, as the Secretarial Auditor of the Company, for performing Secretarial Audit of the Company for a period of five consecutive years beginning from 1st April, 2025 till 31st March, 2030, at such remuneration plus applicable taxes thereon and such increase in audit fees till the conclusion of their term, plus reimbursement of actual out of pocket expenses, as recommended by the Audit committee and as may be mutually agreed between the Board and the Secretarial Auditor.

Mr. Bhaveshkumar Arjunkumar Rawal is a Practicing Company Secretary, providing secretarial consultancy services for more than 5 years. He has in-depth experience in various areas of legal practice, including corporate laws, listing compliances, secretarial management guidance & audit, due diligence, compliance audit, corporate governance audit, FEMA, RBI, and other economic laws.

The Secretarial Auditor confirms that he holds a valid peer review certificate issued by the Institute of Company Secretaries of India and that he has not incurred any disqualifications as specified under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Pursuant to the provisions of Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of shareholders is required for such appointment.

The proposed fees in connection with the secretarial audit shall be Rs. 50,000/- (Rupees Fifty Thousand only) plus applicable taxes and other out-of-pocket expenses for financial year 2026, and for subsequent year(s) of their term, such fees as may be mutually agreed between the Board of Directors and the secretarial auditor. In addition to the secretarial audit, Mr. Bhaveshkumar Arjunkumar Rawal shall provide such other services in the nature of certifications and other professional work, as approved by the Board of Directors. The relevant fees will be determined by the Board, as recommended by the Audit Committee in consultation with the Secretarial Auditors.

Accordingly, your Directors recommend the Ordinary Resolution mentioned in item no. 4 for approval of the shareholders.

None of the Directors and / or Key Managerial Personnel of the Company and their relatives are in any way, concerned or interested, financially or otherwise, in the resolution set out at item no. 4 in the notice.

ITEM NO. 5

In terms of the provisions of Section 186 of the Companies Act, 2013 and rules made thereunder, no Company shall directly or indirectly, without prior approval by means of special resolution passed at a general meeting, give any loan to any person or other body corporate or give guarantee or provide security in connection with a loan to any other body corporate or person and acquire by way of subscription, purchase or otherwise the securities of any other body corporate, exceeding sixty percent of its paid up capital, free reserves and securities premium account or one hundred percent of its free reserves and securities premium account, whichever is more.

The current loans and investments of the Company is although well within the limits specified under the law, it was thought expedient by the Board that as a measure of achieving greater financial flexibility and to enable optimal financial structuring and to keep sufficient safeguard, the said limits specified under Section 186 be increased to Rs. 100 Crores (Rupees Hundred Crores Only) with the approval of shareholders.

Your Directors recommend the resolution as at item no. 5 for your approval.

None of the Directors and / or Key Managerial Personnel of the Company and their relatives are in any way, concerned or interested, financially or otherwise, in the resolution set out at item no. 5 in the notice.

Date: 04th July, 2025
Regd. Off: 132, Dr. Ambedkar Shopping
Centre, Ring Road, Surat-395002
Website: www.bhatiamobile.com,
E mail: csbhatia@bhatiamobile.com,
Ph: 0261-2349892

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

Sd/-
Kaushik Haribhai Vegad
Company Secretary and Compliance Officer

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 Companies Secretaries of India)

Mrs. Kamleshkumari 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 and Secretarial Standards his details are as under:

Name of Director	Kamleshkumari Harbanslal Bhatia
DIN	02066517
Date of Birth	25-10-1960
Qualification	Basic Literate
Expertise in specific functional areas	Retail Industries
Experience	35 Years
Terms and Conditions of Appointment/ Reappointment	As per the resolution at item No. 3 of the notice convening this meeting, Mrs. Kamleshkumari Harbanslal Bhatia is liable to retire by rotation at the meeting and eligible for re-appointment.
Remuneration Last drawn	Nil
Remuneration Proposed	Nil
Date of First Appointment	30-03-2020
Relationship with Directors/ Key Managerial Personnel	Mrs. Kamleshkumari Harbanslal Bhatia is the mother of Mr. Nikhil Harbanslal Bhatia and Mr. Sanjeev Harbanslal Bhatia and so they are concerned / interested in this resolution.
List of listed entities in which directorship is held as on 31/03/2025	Bhatia Communications & Retail (India) Limited
Chairman / Member of the Committee of other Company	NIL
No. of Meetings of the Board Attended during the year	10

The Board recommends this Resolution for Members approval.

Date: 04th July, 2025
 Regd. Off: 132, Dr. Ambedkar Shopping Centre, Ring Road, Surat-395002
 Website: www.bhatiamobile.com,
 E mail: csbhatia@bhatiamobile.com,
 Ph: 0261-2349892

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

Sd/-
 Kaushik Haribhai Vegad
 Company Secretary and Compliance Officer

BOARD'S REPORT

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

Your Directors have immense pleasure in presenting the 17th Annual Report on the business and operations of the Company together with the Audited Financial Statements for the financial year ended March 31, 2025.

1. STATE OF COMPANY'S AFFAIRS

During the financial year ended 31st March 2025, your company has recorded a total revenue of Rs. 44,468.57 lakhs against Rs. 41540.03 lakhs in the previous year, representing an increase of 7.05%. During the year, the company has incurred Profit of Rs. 1,381.71 lakhs as compared to profit of Rs. 1151.75 lakhs in the previous year representing an increase of 19.97%. A detailed analysis on the Company's performance is included in the "Management's Discussion and Analysis" Report, which forms part of this Report.

2. FINANCIAL PERFORMANCE

Financial performance of the Company for Financial Year 2024-25 is summarized below:

(Figure in lakhs)

Particulars	Year ended 31.03.2025	Year ended 31.03.2024
Revenue from operations	44,271.74	41379.39
Other Income	196.83	160.64
Total Revenue	44468.57	41540.03
Profit before tax and Exceptional Items	1831.20	1538.08
Less: Exceptional Items	--	--
Profit before Taxation	1831.20	1538.08
-Current Tax	476.01	397.95
-Deferred Tax	(19.06)	(14.50)
-Income tax of earlier years	(7.46)	2.88
Net Profit/ (Loss) For the Year	1381.71	1151.75
Other Comprehensive Income for the Year, Net of Tax	(3.21)	0.39
Total Comprehensive Income for the Year	1378.50	1152.14

* Figures regrouped wherever necessary

The company has disclosed its results on quarterly 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 <https://bhatiamobile.com/financial-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 outlets with multiple products
- 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

4. DIVIDEND

The Board is pleased to recommend a dividend of 1% i.e. Re. 0.01 per equity share for the financial year 2024-25. The dividend if approved by the members will be paid to the members within time limit defined in the Companies Act, 2013.

5. UNCLAIMED DIVIDEND

As on 31 March 2025 the Company's unclaimed dividend balance was Rs. 75,000/-.

6. TRANSFER TO RESERVES

During the year under review, no amount was transferred to any Reserve.

7. SHARE CAPITAL

The Paid-up Share Capital as on March 31, 2025 was Rs. 1251.52 lakhs.

On 11th September, 2024, the Company had issued and allotted 1,55,00,000 convertible warrants on preferential basis to the persons covered under promoter group and identified non-promoter persons at an issue price of Rs. 23.75/- out of which 25% upfront money i.e. 5.9375/- per warrant has already been received by the Company, the balance 75% payment against the warrant has to be received within 18 months from the date of allotment. On receipt of full amount of warrant issue price, the warrants will be converted into 1,55,00,000 fully paid up equity share capital. Apart from this the Company has not issued any shares with different rights, sweat equity shares or employee stock options.

As on March 31, 2025, 100% of the total paid-up capital of the Company stands in the dematerialized form.

8. SUBSIDIARIES AND ASSOCIATES

As on March 31, 2025, the Company did not have any Subsidiary/ Associate Company.

9. MATERIAL CHANGES

There have been no material changes and commitments, which affect the financial position of the company which have occurred between the end of the financial year to which the financial statements relate and the date of this Report.

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. STATUTORY INFORMATION

The Company is engaged into the retail distribution business of mobile handsets, tablets, data-cards, Television, mobile accessories, mobile related products. Apart from this business, the Company is not engaged in any other business/activities.

12. DEPOSITS

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

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, Mrs. Kamleshkumari Harbanslal Bhatia (DIN: 02066517), Director of the Company, retire by rotation and is being eligible has offered herself for re-appointment at the ensuing Annual General Meeting. Company's policy on directors' appointment and remuneration is available on the website of the company at <https://bhatiamobile.com/policies/>

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

The List of board of Directors and Key Managerial Personnel (KMP) for the F.Y. 2024-25 is as follow:

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. Nikhil Harbanslal Bhatia	Executive Whole Time Director	01.04.2008	05.01.2018	-

Mrs. Kamleshkumari Harbanslal Bhatia	Non-Executive Director	30.03.2020	18.09.2020	-
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	-	-
Mr. Kaushik Haribhai Vegad	Company Secretary	31.01.2024	-	-

15. EXTRACT OF ANNUAL RETURN

As per amended section 92(3) of Companies Act, 2013 attachment of extract of annual return to Directors Report is discontinued. The Annual Return for FY 2024-25 is uploaded on the website of the Company and the same is available at <https://bhatiamobile.com/annual-report/>

16. CONTRACTS AND ARRANGEMENTS WITH RELATED PARTIES

Your Board endeavors that all contracts/arrangements/transactions entered by the Company during the financial year with related parties are in the ordinary course of business and on an arm's length basis only.

During the year under review the Company had not entered into transaction with related parties which could be considered material in accordance with the policy of the Company on materiality of related party transactions. The Policy on Related Party Transactions is uploaded on the website of the company. The web link is <https://bhatiamobile.com/policies/>

Further, all related party transactions entered into by the Company were in the ordinary course of business and were on an arm's length basis, hence, disclosure in Form No. AOC-2 is not applicable to the company. The related party transactions entered into by the company are disclosed in the note 27 in the financial statements forming part of the Annual Report.

17. 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 detailed composition along with their attendance forms the part of Corporate Governance Report as given in **Annexure I**. The composition of the Board and its committee is also available on the website of the company at <https://bhatiamobile.com/management/>

The following Meetings of the Board of Directors were held during the Financial Year 2024-25:

Sr. No.	Date of Meeting	Board Strength	No. of Directors Present
1.	29/05/2024	6	6
2.	20/07/2024	6	6
3.	02/08/2024	6	6
4.	13/08/2024	6	6
5.	11/09/2024	6	6
6.	20/09/2024	6	6
7.	13/11/2024	6	6
8.	01/01/2025	6	6
9.	14/02/2025	6	6
10.	27/03/2025	6	6

18. 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 I** in the Corporate Governance Report.

19. LOANS, GUARANTEES AND INVESTMENT

The particulars of loans, guarantees and investments as per Section 186 of the Act by the Company have been disclosed in the financial statements.

20. 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.

All the independent directors have cleared "Online Self-Assessment Test" examination with the Indian Institute of Corporate Affairs at Manesar.

21. 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 14th February, 2025 and 27th March 2025 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.

22. WHISTLE BLOWER POLICY / 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 <https://bhatiamobile.com/policies/>

23. DIRECTORS RESPONSIBILITY STATEMENT

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

- A. That 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.

24. ANNUAL EVALUATION

During the year, the Board has carried out the annual evaluation of its own performance as well as the evaluation of the working of its Committees and individual Directors, including Chairman of the Board. This exercise was carried out through a structured questionnaire prepared separately for Board, Committee and individual Directors.

The performance of the board was evaluated by the board after seeking inputs from all the directors on the basis of the criteria such as the board composition and structure, effectiveness of board processes, information and functioning, etc.

The performance of the committees was evaluated by the board after seeking inputs from the committee members on the basis of the criteria such as the composition of committees, effectiveness of committee meetings, etc.

The board and the nomination and remuneration committee reviewed the performance of the individual directors on the basis of the criteria such as the contribution of the individual director to the board and committee meetings like decision making, participation in meeting, overall performance, etc. In addition, the chairman was also evaluated on the key aspects of his role.

The Board acknowledged certain key improvement areas emerging through this exercise and action plans to address these are in progress. The performance evaluation of the Non Independent Directors, performance of Board as a whole including Chairman was carried out by the Independent Directors at a separate meeting of the Independent Directors on 14th February, 2025 and 27th March, 2025.

Performance evaluation of independent directors was done by the entire board, excluding the independent director being evaluated.

25. 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.

26. 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's report. The detailed report forms part of Independent Auditors Report.

27. 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 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 - I**. The requisite certificate from the Auditors of the Company confirming compliance with the conditions of Corporate Governance is attached in the report on Corporate Governance.

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

The particulars required to be included in terms of Section 134(3)(m) of the Companies Act, 2013 with regard to Conservation of energy, Technology absorption, Foreign exchange earnings and outgo are given below:

A. CONSERVATION OF ENERGY

- i. The steps taken or impact on conservation of energy: Nil
- ii. The steps taken by the Company for utilizing alternate sources of energy: NA
- iii. The capital investment on energy conservation equipment: NA

B. TECHNOLOGY ABSORPTION

- i. The efforts made towards technology absorption: NA
- ii. The benefits derived like product improvement, cost reduction, product development or import substitution: NA

- iii. In case of imported technology (imported during last three years reckoned from the beginning of the financial year): NA
- iv. The expenditure incurred on research & development during the year: NA

C. FOREIGN EXCHANGE EARNING AND OUTGO

The foreign exchange earnings and expenditure of your Company: Nil

29. 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 2024-25 forms part of this Board report in **Annexure - II**

30. MANAGEMENT DISCUSSION AND ANALYSIS REPORT

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

31. STATUTORY AUDITORS

The Members at the 13th Annual General Meeting of the Company held on September 22, 2021, had appointed M/s. R P R & Co., Chartered Accountants (Firm Registration No. 131964W) as the Statutory Auditor of the Company to hold office for a term of five years i.e., from the conclusion of the 13th Annual General Meeting until the conclusion of the 18th Annual General Meeting. Thus, no further action is required in this regard.

32. INTERNAL AUDITOR

Your board has appointed Mr. Abhishek Mittal, Chartered Accountant, as an internal auditor of the company for the financial year commencing from 1st April, 2024 to 31st March, 2025. The Internal Auditor reports their findings on the internal Audit of the Company to the Audit Committee on half yearly basis. The scope of Internal audit is approved by the Audit Committee.

The Company has reappointed Mr. Abhishek Mittal, Chartered Accountant as an internal auditor of the company for financial year 2025-26 in the Board meeting held on 26th May, 2025 after obtaining his willingness and eligibility letter for appointment as Internal Auditor of the Company. Internal Auditors are appointed by the Board of Directors of the Company, based on the recommendation of the Audit Committee.

33. SECRETARIAL AUDITOR

Your board has appointed Mr. Bhaveshkumar Arjunkumar Rawal, Practicing Company Secretary, as Secretarial Auditor of the company for the financial year commencing from 1st April, 2024 to 31st March, 2025.

Your board, based on the recommendation of Audit Committee, proposed for the approval of members in this Annual General Meeting, appointment Mr. Bhaveshkumar Arjunkumar Rawal, Company Secretary in practice, (FCS: 8812, COP: 10257) and a Peer Reviewed Company Secretary, as the Secretarial Auditor of the company, for performing Secretarial Audit of the company for a period of five consecutive years commencing from April 01, 2025 till March 31, 2030 in accordance with the amendment notified in Regulation 24A by way of SEBI (LODR) (Third Amendment) Regulations, 2024, with effect from April 01, 2025.

The secretarial report for the financial year 2024-2025 is attached as **Annexure-IV**. The Secretarial Auditor's observation(s) in secretarial audit report and directors' explanation thereto -

- Due to typographical error, the number of independent directors attending the Stakeholders Relationship Committee meeting dated 29-05-2024 and 02-08-2024 was incorrectly mentioned as 3 instead of 2 in corporate governance report filed for quarter ended 30-09-2024. *The management hereby assures that they will be more vigilant and aware that the such typographical errors does not happen.*

34. 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.

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 - V**.

The detailed remuneration policy of the Company is available on the below link:<https://bhatiamobile.com/policies/>

36. 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. The detailed Statement on Risk Management has been attached in **Annexure - VI**.

37. 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 2024-2025. The certificate received from CFO is attached herewith as per **Annexure - VII**.

38. CODE OF CONDUCT

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 - VIII**.

Code of Conduct form Board of Directors and Senior Management Personnel is available on bhatiamobile.com/policies/

39. COMPLIANCE CERTIFICATE FROM THE AUDITORS REGARDING COMPLIANCE OF CONDITIONS OF 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 P R & 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 - IX**.

40. CERTIFICATION FROM COMPANY SECRETARY IN PRACTICE

Mr. Bhaveshkumar Arjunkumar Rawal, 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 X**.

41. SEXUAL HARASSMENT OF WOMEN

Our company goal has always been to create an open and safe workplace for every employee to feel empowered, irrespective of gender, sexual preferences, and other factors, and contribute to the best of their abilities.

The Internal Committee (IC) has been constituted as per the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, and the committee includes external members from NGOs or with relevant experience. Half of the total members of the IC are women. The role of the IC is not restricted to mere redressal of complaints but also encompasses prevention and prohibition of sexual harassment. The Company did not receive any complaints on sexual harassment during the year 2024-25 and hence, no complaints remain pending as of 31st March, 2025.

42. 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).

43. FRAUD REPORTING

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

44. 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.

45. PREVENTION OF INSIDER TRADING

The Company has adopted a Code of Internal Procedures and Conduct for Regulating, Monitoring and Reporting of Trading by Insiders and Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive with a view to regulate trading in securities by the Directors and designated employees of the Company.

The Code requires pre-clearance for dealing in the Company's shares and prohibits the purchase or sale of Company shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed. The Board is responsible for implementation of the Code.

The Company has a Prohibition of Insider Trading Policy and the same has been posted on the website of the Company at bhatiamobile.com/policies/

46. RESEARCH & DEVELOPMENT

The Company believes that technological obsolescence is a reality. Only progressive research and development will help us to measure up to future challenges and opportunities.

We invest in and encourage continuous innovation. During the year under review, expenditure on research and development is not significant in relation to the nature size of operations of Company.

47. INSURANCE

All the properties and the insurable interest of the company including building and stocks wherever necessary and to the extent required have been adequately insured. The company keeps reviewing the insurance amount every year as per requirement.

48. 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.

49. 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.

Date: 04th July, 2025

Place: Surat

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

Sd/-
Sanjeev Harbanslal Bhatia
Managing Director
DIN: 02063671

Sd/-
Nikhil Harbanslal Bhatia
Whole Time Director
DIN: 02063706

Annexure - I

REPORT ON CORPORATE GOVERNANCE

This report on Corporate Governance is prepared in accordance with the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”).

1. COMPANY’S PHILOSOPHY ON CODE OF GOVERNANCE

Your Company’s philosophy on Corporate Governance oversees business affairs and strategies and ensures fiscal accountability, ethical corporate behavior and fairness to all stakeholders comprising customers, vendors, investors, shareholders, employees and the society at large. Your Company envisages on attaining higher levels of transparency and accountability for the efficient and ethical conduct of business.

The Company believes in adopting the best practices in the area of Corporate Governance. The Company has a legacy of fair, transparent and ethical governance practices.

2. BOARD OF DIRECTORS

The Board of Directors of the Company has an optimum combination of Executive and Non-Executive Directors, and Independent Directors. During the financial year 2024-25, the Board of Directors of the Company comprised of six Directors, which includes one Executive Managing Director, one Executive Whole Time Director, and one Non-Executive Director, and remaining three are Non-Executive Independent Directors including a Woman Director.

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
Mrs. Kamleshkumari Harbanslal Bhatia	Non-Executive Director
Mr. Rachit Naresh Narang	Non-Executive Independent Director
Mrs. Rashmi Kapil Arora	Non-Executive Independent Director
Mr. Arpit Arunkumar Jain	Non-Executive Independent Director

Details about the Company’s Directors and Board Meetings & Annual General Meeting attended by the Directors during the financial year 2024-25 are as under:

Name of Director and Director Identification Number (DIN)	Category	No. of Directorship held in other companies in India	No. of other Board Committee in which he/she is		Attendance at Last AGM	Attendance at Board Meetings	No. of Share held as on 31.03.2025
			Member	Chairman			
Mr. Sanjeev Harbanslal Bhatia (DIN: 02063671)	MD/PD/ED	1	NIL	NIL	Yes	10	45476470
Mr. Nikhil Harbanslal Bhatia (DIN: 02063706)	WTD/PD/ED	-	NIL	NIL	Yes	10	45476470
Mrs. Kamleshkumari Harbanslal Bhatia (DIN: 02066517)	PD/NED	-	NIL	NIL	Yes	10	260

Mr. Rachit Naresh Narang (DIN: 08044845)	ID/NED	-	NIL	NIL	Yes	10	NIL
Mrs. Rashmi Kapil Arora (DIN: 07584412)	ID/NED	1	NIL	NIL	Yes	10	320000
Mr. Arpit Arunkumar Jain (DIN: 08044841)	ID/NED	-	NIL	NIL	Yes	10	NIL

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

Details of number of Board Meetings held in the financial year

During the financial year 2024-25, there were Ten (10) Board meetings held on following dates:

Sr. No.	Date of Meeting	Board Strength	No. of Directors Present
1.	29/05/2024	6	6
2.	20/07/2024	6	6
3.	02/08/2024	6	6
4.	13/08/2024	6	6
5.	11/09/2024	6	6
6.	20/09/2024	6	6
7.	13/11/2024	6	6
8.	01/01/2025	6	6
9.	14/02/2025	6	6
10.	27/03/2025	6	6

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 and Mrs. Kamleshkumari Harbanslal Bhatia is mother of Mr. Sanjeev Harbanslal Bhatia and Mr. Nikhil Harbanslal Bhatia.

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.

S. No.	Name of Non-Executive Director	No. of Shares held
1.	Kamleshkumari Harbanslal Bhatia	260
2.	Rashmi Kapil Arora	3,20,000

Familiarization to Independent Directors

The 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 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 programs attended and the cumulative hours spent by an independent director are uploaded on the website of the company. The web link is bhatiamobile.com/policies/

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 bhatiamobile.com/policies/

During the financial year 2024-25, two (2) meeting of Independent Directors were held on following dates: 14-02-2025 and 27-03-2025.

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

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

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 of over the decades in trading Mobile Phones & Accessories, Tablets, LED TVs and other Electronic Equipment.
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 customers, 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, creating brand, build brand awareness and enhance enterprise reputation.

Names of Directors who have such Skills / Expertise / Competence

Sr. No.	Name of Directors	Strategic and Business Leadership in Retail Industry	Finance Expertise	Personal Values	Good Corporate Governance	Sales & Marketing
1.	Mr. Sanjeev Harbanslal Bhatia	√	√	√	√	√
2.	Mr. Nikhil Harbanslal Bhatia	√	√	√	√	√
3.	Mrs. Kamleshkumari Harbanslal Bhatia	√		√	√	
4.	Mr. Rachit Naresh Narang	√	√	√	√	
5.	Mrs. Rashmi Kapil Arora	√	√	√	√	
6.	Mr. Arpit Arunkumar Jain	√	√	√	√	

Independent Directors confirmation by the Board

All Independent Directors have given declarations that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015. In the opinion of the Board, the Independent Directors, fulfil the conditions of independence specified in Section 149(6) of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.

All the independent directors have cleared "Online Self-Assessment Test" examination with the Indian Institute of Corporate Affairs at 'Manesar'.

Detailed reasons of the resignation of an Independent Directors before expiry of his tenure and confirmation by the Board

During the year no Independent Directors have resigned.

3. AUDIT COMMITTEE

The terms of reference of the Committee inter-alia includes 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. To recommend to the Board, the appointment, remuneration and terms of appointment of auditors of the Company.
3. To approve payment to statutory auditors for any other services rendered by the statutory auditors.
4. To review with the management, the annual financial statements, auditor's report thereon 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 and
 - g. Modified Opinions in the draft audit report, if any.
5. To review with the management, the quarterly financial statements before submission to the Board for approval.
6. To review 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 or preferential issue or qualified institutional placement, and making appropriate recommendations to the Board to take up steps in this matter;
7. To review and monitor the auditor's independence and performance and effectiveness of audit process.
8. To approve or make any subsequent modification of transactions of the Company with related parties.
9. Scrutiny of inter-corporate loans and investments.
10. Valuation of undertakings or assets of the Company, wherever it is necessary.
11. Evaluation of internal financial controls and risk management systems.
12. To review, with the management, performance of statutory and internal auditors, adequacy of the internal control systems.
13. To review 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.
14. To discuss with internal auditors any significant findings and follow up there on.
15. To review 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.
16. To discuss 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.
17. 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.
18. To review the functioning of the Whistle Blower Mechanism.
19. To grant omnibus approval for related party transactions proposed to be entered into by the company subject to conditions as prescribed in the Act.
20. Approval of appointment of Chief Financial Officer after assessing the qualifications, experience and background etc. of the candidate.
21. Carrying out any other function as is mentioned in the terms of reference of the audit committee.
22. To call for comments of the auditors about internal control systems, the scope at audit, including observations of the auditors and review of financial statements before their submission to the Board and to discuss any related issue with the internal and statutory auditors and the management of the Company.

23. To investigate into any matter in relation to the items specified in section 177(4) of the Act or referred to it by the Board and for this purpose shall have power to obtain professional advice from external sources and have full access to information contained in the records of the company.
24. Reviewing the utilization of loans and/or advances from / investment by the holding company in subsidiary exceeding Rupees 100 crores or 10% of asset size of subsidiary, whichever is lower including existing loans / advances / investments.
25. Consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the Company and its shareholders.

Review of information by Audit Committee:

The Audit Committee mandatorily reviews the following information:

1. Management discussion and analysis of financial condition and results of operations;
2. Management letters/letters of internal control weaknesses issued by the statutory auditors;
3. Internal audit reports relating to internal control weaknesses;
4. The appointment, removal and terms of remuneration of the Chief internal auditor shall be subject to review by the Audit Committee; and
5. Statement of deviations:
 - a. quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1).
 - b. annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7).

Composition, membership, meetings and attendance during the year

The Audit Committee is constituted in line with the provisions of Section 177 of the Companies Act, 2013 and Regulation 18 of Listing Regulations. The Audit Committee of the Board of Directors acts as a link between the management, the Statutory and Internal Auditors and the Board of Directors and further oversees the financial reporting process.

The Audit Committee of the company consists of three Independent Directors and one Executive Director of the Company. All the Directors have good understanding Finance, Accounts and Law. The composition of the Committee along with attendance of the members at the Audit Committee meetings is furnished hereunder:

Name	Categories	Nature of Directorship	No. of meetings held	No. of meeting attended
Mr. Arpit Arunkumar Jain	Chairman	Non-Executive Independent Director	5	5
Mrs. Rashmi Kapil Arora	Member	Non-Executive Independent Director	5	5
Mr. Rachit Naresh Narang	Member	Non-Executive Independent Director	5	5
Mr. Sanjeev Harbanslal Bhatia	Member	Executive Director	5	5

During the financial year 2024-25, Five (5) meetings of Audit Committee were held on following dates:

29-05-2024	13-08-2024	13-11-2024
14-02-2025	27-03-2025	

The Company Secretary acts as the Secretary to the Audit Committee. The Chairman of the Committee was present at the last Annual General Meeting of the Company held September 06, 2024.

4. NOMINATION AND REMUNRATION COMMITTEE

The terms of reference of the Committee inter-alia includes the following:

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. For every appointment of an independent director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:
 - a. use the services of an external agencies, if required;
 - b. consider candidates from a wide range of backgrounds, having due regard to diversity; and
 - c. consider the time commitments of the candidates.
3. Formulation of criteria for evaluation of Independent Directors and the Board;
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.
6. Whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.
7. recommend to the board, all remuneration, in whatever form, payable to senior management.
8. To ensure the policy includes the following guiding principles:
 - The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate Directors of the quality required to run the Company successfully,
 - Relationship of remuneration to performance is clear and meets appropriate performance benchmarks and
 - Remuneration to Directors, Key Managerial Personnel and Senior Management involves a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company and its goals.

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 web link is bhatiamobile.com/policies/

Composition, membership, meetings and attendance during the year:

The Nomination and Remuneration Committee is constituted in line with the provisions of Section 178 of the Companies Act, 2013 and Regulation 19 of Listing Regulations.

During the financial year 2024-25, Two (2) meetings of Nomination and Remuneration Committee were held on following dates:

29-05-2024	13-08-2024
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The Nomination and Remuneration Committee of the Company comprised three members as on March 31, 2025. The composition of the Committee along with attendance of the members at the Nomination and Remuneration Committee meetings is furnished hereunder:

Name	Categories	Nature of Directorship	No. of meetings held	No. of meeting attended
Mr. Arpit Arunkumar Jain	Chairman	Non-Executive Independent Director	2	2
Mrs. Rashmi Kapil Arora	Member	Non-Executive Independent Director	2	2
Mr. Rachit Naresh Narang	Member	Non-Executive Independent Director	2	2

5. 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 bhatiamobile.com/policies/

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 bhatiamobile.com/policies/

6. STAKEHOLDER RELATIONSHIP COMMITTEE

The terms of reference of the Committee inter-alia includes the following:

1. To resolve the grievances of security holders of the Company including complaints related to transfer/transmission of shares, non- receipt of annual report, non-receipt of declared dividends, review of new/duplicate certificates, general meetings, etc;
2. Review of measures taken for effective exercise of voting rights by shareholders;
3. Review of adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar & Share Transfer Agent;
4. Review of various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/ statutory notices by the shareholders of the Company.

Composition and membership of the Committee:

The Stakeholders' Relationship Committee is constituted in line with the provisions of Section 178 of the Companies Act, 2013 and Regulation 20 of Listing Regulations.

During the financial year 2024-25, Four (4) meetings of Stakeholders' Relationship Committee were held on following dates:

29-05-2024	02-08-2024	13-11-2024	14-02-2025
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The Stakeholders' Relationship Committee of the Company comprises of three members Composition along with attendance of the members of the Committee is as follows:

Name	Categories	Nature of Directorship	No. of meetings held	No. of meeting attended
Mrs. Rashmi Kapil Arora	Chairman	Non-Executive Independent Director	4	4
Mr. Arpit Arunkumar Jain	Member	Non-Executive Independent Director	4	4
Mr. Sanjeev Harbanslal Bhatia	Member	Executive Director	4	4

Compliance Officer:

Mr. Kaushik Haribhai Vegad
Company Secretary and Compliance Officer
Bhatia Communications & Retail (India) Limited
132, Dr. Ambedkar Shopping Centre,
Ring Road, Surat -395002

Pursuant to the Regulation 13(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015; details of shareholder complaints during the financial year ended March 31, 2025 are as follows:

Sr. No	Particulars	Number of Complaints
1	Number of Shareholders' Complaints Pending at the end of the year	NIL
2	Number of Shareholders' Complaints received during the year	NIL
3	Number of Shareholders' Complaints disposed during the year	NIL
4	Number of Shareholders' Complaints remain unresolved during the year	NIL

7. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

The Corporate Social Responsibility Committee is constituted in line with the provisions of Section 135 of the Companies Act, 2013.

During the financial year 2024-25, Two (2) meetings of Corporate Social Responsibility Committee were held on following dates:

14-02-2025	27-03-2025
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The Corporate Social Responsibility Committee of the Company comprised three members as on March 31, 2025. The composition of the Committee along with attendance of the members at the Corporate Social Responsibility Committee meetings is furnished hereunder:

Name	Categories	Nature of Directorship	No. of meetings held	No. of meeting attended
Mr. Sanjeev Harbanslal Bhatia	Chairman	Executive Director	2	2
Mr. Nikhil Harbanslal Bhatia	Member	Executive Director	2	2
Mr. Rachit Naresh Narang	Member	Non-Executive Independent Director	2	2

The terms of reference of the Committee inter-alia includes the following:

- To formulate and recommend to the Board, a CSR Policy which shall indicate the activities to be undertaken by the Company as specified in Schedule VII to the Companies Act, 2013;
- To recommend the amount of expenditure to be incurred on the activities as prescribed in Schedule VII to the said Act;
- To monitor the CSR Policy of the Company from time to time.

8. SENIOR MANAGEMENT:

Particulars of senior management.

Name	Designation
Ravindra Arunrao Sojal	Chief Financial Officer
Kaushik Vegad	Company Secretary & Compliance Officer
Dagadu Chaturbhai Patil	Senior Accountant
Prakash Pandurang Marathe	Accounts Head
Parishi Sanjeev Bhatia	Marketing Head

9. GENERAL BODY MEETING

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

Year	Day, Date and Time	Venue
2021-22	Monday, 05 th September, 2022 at 11:00 A.M	Shop No. 203, Ground Floor, Bhatia Complex, Nr. Sosyo Circle Bamroli Road, Surat. 394210
2022-23	Wednesday, 20 th September, 2023 at 11:00 A.M.	Shop No. 203, Ground Floor, Bhatia Complex, Nr. Sosyo Circle Bamroli Road, Surat. 394210
2023-24	Friday, September 06, 2024 at 01:00 P.M.	Through Video Conferencing

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
05 th September, 2022	Adoption of Annual Accounts, Auditor's & Director's Report	Ordinary	0	51059729	0	1010
	Re-appointment of Mrs. Kamleshkumari Bhatia (DIN: 02066517), Executive Director, who retires by rotation and being eligible, offers herself for reappointment.	Ordinary	0	1407729	0	1000
	Re-appointment of Mr. Sanjeev Harbanslal Bhatia (DIN: 02063671), as the Managing Director of the Company for a further period of 5 (Five) years	Special	0	1408729	0	0

	Re-appointment of Mr. Nikhil Harbanslal Bhatia (DIN: 02063706), as the Whole-Time Director of the Company for a further period of 5 (Five) years	Special	0	1408729	0	0
	Re-appointment of Mrs. Rashmi Kapil Arora (DIN: 07584412), as the Independent Director of the Company for a further period of 5 (Five) years.	Special	0	51060729	0	0
	Re-appointment of Mr. Rachit Naresh Narang (DIN: 08044845), as the Independent Director of the Company for a further period of 5 (Five) years.	Special	0	51059729	0	1000
	Re-appointment of Mr. Arpit Arunkumar Jain (DIN: 08044841), as the Independent Director of the Company for a further period of 5 (Five) years.	Special	0	51059729	0	1000
	Approval of Related Party Transaction (s):	Special	0	1408729	0	0
20 th September, 2023	Adoption of Annual Accounts, Auditor's & Director's Report	Ordinary	0	93428482	0	1001
	Re-appointment of Mr. Nikhil Harbanslal Bhatia (DIN: 02063706), Executive Director, who retires by rotation and being eligible, offers himself for reappointment.	Ordinary	0	2475002	0	1001
06 th September, 2024	Adoption of Annual Accounts, Auditor's & Director's Report	Ordinary	0	92407684	0	0
	Declaration of dividend on equity shares @ 1% i.e. Re. 0.01/- per share	Ordinary	0	92407684	0	0
	Re-appointment of Mr. Sanjeev Harbanslal Bhatia (DIN: 02063671), Executive Director, who retires by rotation and being eligible, offers himself for reappointment.	Ordinary	0	92407684	0	0

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

CS Ranjit Binod Kejriwal
Practicing Company Secretary

11. POSTAL BALLOT

During the financial year 2024-25, Company has not passed any resolutions through postal ballot.

12. MEANS OF COMMUNICATION

Financial Results: Bhatia Communications & Retail (India) Limited believes in publishing 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

Quarterly/half yearly/ yearly financial results: The quarterly/ yearly/ half yearly financial results of the Company are normally published in website of the Company i.e. on bhatiamobile.com/financial-report/. Financial results for the year 2024-25 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 quarterly, half yearly and yearly financial results have been submitted on BSE portal:

Period of Financial Results	Date
Unaudited Financial Results for the quarter ended June 30, 2024	13-08-2024
Unaudited Financial Results for the quarter & half year ended September 30, 2024	13-11-2024
Unaudited Financial Results for the quarter ended December 31, 2024	14-02-2025
Audited Financial Results for the quarter and year ended March 31, 2025	26-05-2025

The company has published the Financial Results in Free Press Gujarat (English) and Lokmitra (Gujarati) Newspapers and intimated the same to the stock exchange and posted on the website of the company at bhatiamobile.com/financial-report/

News Release/ Presentation made to the Investors: All the Press Release and the presentation are uploaded on the official website of the company bhatiamobile.com/investors-presentation/

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 lodged 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.

13. GENERAL SHAREHOLDER INFORMATION

Date, Time and Venue of AGM	Wednesday, July 30, 2025 at 01:00 P.M. (IST) Through Video Conferencing /Other Audio-Visual Means (VC/OAVM)
Financial Year	From 1 st April 2024 to 31 st March, 2025

LISTING ON STOCK EXCHANGE

The Equity Shares of the Company as on the date are listed on the Main Board of BSE Limited. The Company confirms that it has paid Annual Listing Fee for the Financial Year 2024-2025 to the BSE Limited.

STOCK CODE OF THE COMPANY

ISIN : INE341Z01025
Scrip Name : BHATIA
Security Code : 540956
Type of Shares : Equity Shares
No. of paid up shares : 12,51,52,000

DIVIDEND PAYMENT DATE

The dividend shall be paid within 30 days of declaration by shareholders, if declared in the ensuing AGM.

NAME OF THE STOCK EXCHANGE

BSE Limited

Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai - 400 001
Tel. : 022-22721233/4,
Fax : 022-22721919

No Annual listing fees of the company are outstanding

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.: +91-022-31998810/49614132

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 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 bhatiamobile.com/investor-contact/ under the section Investor contact.

COMPLIANCE OFFICER

Mr. Kaushik Haribhai Vegad

Company Secretary and Compliance Officer

DISTRIBUTION OF SHAREHOLDINGS AS ON MARCH 31, 2025 BASED ON THE BENPOS:

On the basis of Shareholdings

Shareholding of Nominal Value	No. of Shareholders	% of Shareholders	Share Amount	% of Share Amount
1 to 100	14472	63.08	449444	0.36
101 to 200	2312	10.08	371258	0.3
201 to 500	2726	11.88	990080	0.79
501 to 1000	1357	5.91	1111130	0.89
1001 to 5000	1420	6.19	3407753	2.72
5001 to 10000	263	1.15	2026764	1.62
10001 to 100000	332	1.45	10406431	8.32
100001 to Above	60	0.26	106389140	85.01
Total	22942	100	125152000	100

On the basis of Category

Sr. No.	Description	No. of Members		No. of Shares	
		Nos.	%	Nos.	%
	Promoters Holding Directors & Relatives Bodies Corporate	10	0.04	92457200	73.87
	Non Promoter Holding				

<u>Institutions</u>	1	0.00	100000	0.08
Foreign Portfolio Investors Category II				
<u>Non-Institutions</u>	22543	98.27	25612370	20.47
Resident Individual	227	0.99	1870126	1.49
HUF	105	0.45	1110837	0.88
Foreign Individuals or NRI	41	0.18	3117845	2.49
Bodies Corporate	8	0.04	142169	0.11
LLP	2	0.01	5153	0.00
Clearing Member				
Independent Directors and their Relatives	5	0.02	736300	0.59
Total	22942	100	125152000	100

NOMINATION FACILITY

It is in the interest of the shareholders to appoint nominee for their investments in the Company.

OUTSTANDING GDRS/ADRS/WARRANTS/ANY OTHER CONVERTIBLE INSTRUMENTS

The Company had issued 1,55,00,000 warrants convertible into equity at Rs. 23.75/- per share warrant, against which 25% of the amount, i.e. Rs. 9,20,31,250 has been received in the current year, and the remaining 75% is yet to be received.

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

The Company has allotted 1,55,00,000 (One Crore Fifty-Five Lakh) Warrants convertible into equity shares at an issue price of Rs. 23.75/- (Rupees Twenty-Three and Seventy-Five Paise only) per warrant on preferential basis to the promoter group and to identified non-promoter person allottees.

The Company has received 25% of the issue price per warrant i.e. Rs. 5.9375/- as upfront payment aggregating to Rs. 9,20,31,250/- (Rupees Nine Crores Twenty Lakhs Thirty-One Thousand Two Hundred and Fifty Only) for allotment of 1,55,00,000 Convertible Warrants as per the terms of the issue.

Objects for which funds have been raised and utilized is as under:

Original Object	Original Allocation	Funds Utilised
Meeting working capital requirement of the Company and for expansion of existing business of the Company; General Corporate purpose or such other objects, as the Board may from time to time decides in the best interest of the Company.	Rs. 9.203 Crores	Rs. 9.203 Crores

Each Warrant, so allotted, is convertible into or exchangeable for one fully paid up equity share of face value of Rs. 1/- (Rupees One only) of the company in accordance with the provisions of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, subject to receipt of balance consideration of Rs. 17.8125/- per warrant (being 75% of the issue price per warrant) from the allottees to exercise conversion option against each such warrant when they desire for conversion of warrants into equity shares before the end of 18 months from allotment of warrants.

DETAILS OF DIVIDEND

The Board has recommended a final dividend of Re. 0.01/- per equity share having face value of Rs. 1/- i.e (1%) to the shareholders for the financial year 2024-25. The final dividend recommended by Board of Directors of the company is subject to the approval of the shareholders at the ensuing Annual General Meeting (AGM) of the company and final dividend, if approved by the shareholders, will be paid within prescribed timeline under the Companies Act, 2013.

DETAILS OF UNPAID DIVIDEND

The Statement of Unpaid Dividend will be available on the website of the company at bhatiamobile.com/corporate-announcement-2024-25/

PLANT LOCATION

Being in the trading company, the company does not have any plants. However, your company has 233 retail stores and 4 franchised stores at the end of FY 2024-25.

ADDRESS FOR CORRESPONDENCE:

(a) Registrar & Transfer Agents:

Category I Registrar to Issue & Share 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 Id: support@purvashare.com

Website: www.purvashare.com

Ph. No.: +91-022-31998810/49614132

Tele Fax: +91-022-2301 2517

(b) Registered Office of the company:

132, Dr. Ambedkar Shopping Centre,

Ring Road, Surat - 395002, Gujarat

Ph. No.: 0261 2349892

Email: info@bhatiamobile.com

Website: www.bhatiamobile.com

14. CREDIT RATING: NIL

15. DISCLOSURES

DISCLOSURE OF ACCOUNTING TREATMENT IN PREPARATION OF FINANCIAL STATEMENT

In preparation of the financial statements, the Company has followed the Indian 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.

MATERIAL SUBSIDIARY

The Company does not have any material subsidiary.

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. The Code of internal procedures and conduct for Regulating, monitoring and Reporting of Trading by Insiders is available on bhatiamobile.com/policies/.

CERTIFICATION FROM COMPANY SECRETARY IN PRACTICE

Mr. Bhaveshkumar Arjunkumar Rawal, 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 X**.

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, 2025, issue by M/s. R P R & Co., Statutory Auditors of the Company forms part of the Corporate Governance Report. The certificate is enclosed as **Annexure IX**.

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 bhatiamobile.com/policies/.

RELATED PARTY TRANSACTION

The list of related party transactions entered by the Company during the year is mentioned in Note 27 (a) 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 at bhatiamobile.com/policies/.

FEES TO STATUTORY AUDITOR

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

Payment to Statutory Auditor	FY 2024-25	FY 2023-24
Audit Fees	Rs. 35,000 /-	Rs. 35,000 /-
Tax Audit Fees	Rs. 15,000 /-	Rs. 15,000 /-

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

The details of complaints filed, disposed & pending as on 31st March, 2025 are given below:

	Sexual Harassment	Discrimination at Workplace	Child labour
Number of complaints filed during the financial year	Nil	Nil	Nil
Number of complaints disposed of during the financial year	Nil	Nil	Nil
Number of complaints pending as on end of the financial year	Nil	Nil	Nil
Action Taken for the complaints received	Nil	Nil	Nil

Disclosure by listed entity and its subsidiaries of 'Loan and advances in the nature of loans to firms/companies in which directors are interested by name and amount': NIL

17. 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 on 21st February, 2018 and has migrated to the main board of BSE w.e.f September 17, 2020, 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.

18. 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 and members are requested to update their email address through following link purvashare.com/email-and-phone-updation/

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.

19. DISCRETIONARY REQUIREMENTS

THE BOARD

The chairman of the company is an Executive Director.

SHAREHOLDER RIGHTS

Quarterly, half yearly and yearly declaration of financial performance is uploaded on the website of the company bhatiamobile.com/financial-report/ 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 Company has appointed Mr. Abhishek Mittal, Chartered Accountant as an Internal Auditor of the company for financial year 2024-25. The Internal Auditor reports to the Audit Committee periodically with Internal Audit Report prepared on quarterly basis.

The Internal Auditors Mr. Abhishek Mittal, Chartered Accountant has reported directly to the Audit Committee of the Company.

20. THE DISCLOSURES OF THE COMPLIANCE WITH CORPORATE GOVERNANCE REQUIREMENTS SPECIFIED IN REGULATION 17 TO 27 AND CLAUSES (B) TO (I) OF SUB-REGULATION (2) OF REGULATION 46

The company has complied with the provisions of regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015.

Date: 04th July, 2025

Place: Surat

By order of the Board of Directors

For Bhatia Communications & Retail (India) Limited

Sd/-

Sanjeev Harbanslal Bhatia
Managing Director
DIN: 02063671

Sd/-

Nikhil Harbanslal Bhatia
Whole Time Director
DIN: 02063706

Annexure - II

ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES AS PER SECTION 135 OF THE COMPANIES ACT, 2013

1.	<p>Brief outline on CSR policy of the Company:</p> <p>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.</p> <p>The CSR provisions of the Companies Act 2013, Schedule VII, or the CSR rules are inviolable.</p> <p>The CSR Committee so constituted formulated Policy on Corporate Social Responsibility (CSR Policy) on 23/10/2018 and revised by the Board of Directors at their meeting held on 27th March, 2025 is available on bhatiamobile.com/policies/</p>																								
2.	<p>Composition of the CSR Committee:</p> <table border="1" data-bbox="277 877 1456 1194"> <thead> <tr> <th data-bbox="277 877 350 1003">Sr. No.</th> <th data-bbox="350 877 675 1003">Name of Director</th> <th data-bbox="675 877 943 1003">Designation/ Nature of Directorship</th> <th data-bbox="943 877 1170 1003">Number of meetings of CSR Committee held during the year</th> <th data-bbox="1170 877 1456 1003">Number of meetings of CSR Committee attended during the year</th> </tr> </thead> <tbody> <tr> <td data-bbox="277 1003 350 1066">1.</td> <td data-bbox="350 1003 675 1066">Mr. Sanjeev Harbanslal Bhatia</td> <td data-bbox="675 1003 943 1066">Chairman (Managing Director)</td> <td data-bbox="943 1003 1170 1066">2</td> <td data-bbox="1170 1003 1456 1066">2</td> </tr> <tr> <td data-bbox="277 1066 350 1129">2.</td> <td data-bbox="350 1066 675 1129">Mr. Nikhil Harbanslal Bhatia</td> <td data-bbox="675 1066 943 1129">Member (Whole Time Director)</td> <td data-bbox="943 1066 1170 1129">2</td> <td data-bbox="1170 1066 1456 1129">2</td> </tr> <tr> <td data-bbox="277 1129 350 1194">3.</td> <td data-bbox="350 1129 675 1194">Mr. Rachit Naresh Narang</td> <td data-bbox="675 1129 943 1194">Member (Independent Director)</td> <td data-bbox="943 1129 1170 1194">2</td> <td data-bbox="1170 1129 1456 1194">2</td> </tr> </tbody> </table>					Sr. No.	Name of Director	Designation/ Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year	1.	Mr. Sanjeev Harbanslal Bhatia	Chairman (Managing Director)	2	2	2.	Mr. Nikhil Harbanslal Bhatia	Member (Whole Time Director)	2	2	3.	Mr. Rachit Naresh Narang	Member (Independent Director)	2	2
Sr. No.	Name of Director	Designation/ Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year																					
1.	Mr. Sanjeev Harbanslal Bhatia	Chairman (Managing Director)	2	2																					
2.	Mr. Nikhil Harbanslal Bhatia	Member (Whole Time Director)	2	2																					
3.	Mr. Rachit Naresh Narang	Member (Independent Director)	2	2																					
3.	Provide the web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the company bhatiamobile.com/policies/																								
4.	Provide the executive summary along with web-link(s) of Impact Assessment of CSR Projects carried out in pursuance of sub-rule (3) of rule 8, if applicable.: Not Applicable																								
5.	<p>Average net profit of the Company for last three financial year:-</p> <p>Profit Calculated as per provisions of Section 198 of the Companies Act, 2013 for last three years:</p> <table data-bbox="277 1478 1456 1572"> <tr> <td data-bbox="277 1478 553 1509">2021-22</td> <td data-bbox="553 1478 675 1509">:</td> <td data-bbox="675 1478 1456 1509">Rs. 7,07,64,074/-</td> </tr> <tr> <td data-bbox="277 1509 553 1541">2022-23</td> <td data-bbox="553 1509 675 1541">:</td> <td data-bbox="675 1509 1456 1541">Rs. 11,31,53,531/-</td> </tr> <tr> <td data-bbox="277 1541 553 1572">2023-24</td> <td data-bbox="553 1541 675 1572">:</td> <td data-bbox="675 1541 1456 1572">Rs. 15,38,07,788/-</td> </tr> </table> <p>(a) Two percent of average net profit of the Company as per Section 135(5) i.e. for last three financial years: Rs. 22,51,503/-</p> <p>(b) Surplus arising out of the CSR projects or programmes or activities of the previous financial years: NIL</p> <p>(c) Amount required to be set-off for the financial year, if any: Rs. 24,409/-</p> <p>(d) Total CSR obligation for the financial year (5a+5b-5c): Rs. 22,27,094/-</p>					2021-22	:	Rs. 7,07,64,074/-	2022-23	:	Rs. 11,31,53,531/-	2023-24	:	Rs. 15,38,07,788/-											
2021-22	:	Rs. 7,07,64,074/-																							
2022-23	:	Rs. 11,31,53,531/-																							
2023-24	:	Rs. 15,38,07,788/-																							
6.	<p>a) Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project): Company spent on CSR Projects other than Ongoing Project and detail mentioned in annexure-A</p> <p>b) Amount spent in Administrative Overheads: NIL</p> <p>c) Amount spent on Impact Assessment, if applicable: NA</p> <p>d) Total amount spent for the Financial Year (a+b+d+e): Rs. 22,31,000/-</p> <p>e) CSR amount spent or unspent for the Financial Year: NIL</p>																								

Total Amount Spent for the Financial Year (in Rs.)	Amount unspent (in Rs.)				
	Total Amount transferred to Unspent CSR Account as per Section 135(6)	Amount transferred to any fund specified under Schedule VII as per second proviso to Section 135(5)			
	Amount	Date of Transfer	Name of Fund	Amount	Date of Transfer
Rs. 22,31,000/-	--	--	--	--	--
f) Excess amount for set-off, if any					
Sr. No.	Particulars				Amount in Rs.
(1)	(2)				(3)
1.	Two percent of average net profit of the Company as per Section 135(5)*				22,27,094
2.	Total amount spent for the Financial Year				22,31,000
3.	Excess amount spent for the financial year [(ii)-(i)]				3,906
4.	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any				NIL
5.	Amount available for set-off in succeeding financial years [(iii)-(iv)]				3,906
*Note: After setting off of surplus of previous year of Rs. 24,409/-					
7.	Details of Unspent CSR amount for the preceding three financial years: Not Applicable				
8.	Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the Financial Year: No				
9.	Specify the reason(s), if the Company has failed to spend two per cent of the average net profit as per Section 135(5): Not Applicable				

Date: 04th July, 2025

Place: Surat

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

Sd/-
 Sanjeev Harbanslal Bhatia
 Managing Director
 DIN: 02063671

Sd/-
 Nikhil Harbanslal Bhatia
 Whole Time Director
 DIN: 02063706

Annexure A

1	2	3	4	5	
Sr. No.	Name of the project	Item from the list of activities in Schedule VII of the Act	Local Area Yes / No	Location of the Project	
				State	District
1.	Promoting Healthcare	(i)	Yes	Gujarat	Surat
2.					

6	7	8	9	10	
Amount allocated for the project (in Rs.)	Amount spent in the current financial year (in Rs.)	Amount transferred to unspent CSR account for the project as per Section 135(6)	Mode of implementation - Direct (Yes/No)	Mode of implementation - through implementation agency	
				Name	CSR registration No.
2,00,000	2,00,000	NIL	No	Shree Gurunanak Charitable Trust	CSR00025091
20,31,000	20,31,000	NIL	No	Shree Adarsh Punjabi Samaj	CSR00058136

Annexure - III

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

This Report contains forward-looking statements that involve risks and uncertainties. The 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 included financial statements and the notes.

ECONOMIC OVERVIEW, INDUSTRY STRUCTURE AND DEVELOPMENTS:**MACRO ECONOMY:**

The demand for a wide range of consumer durable goods is growing as a result of the ongoing increase in disposable income and technological innovation in India. This in turn is fueling fierce competition among the various consumer durable brands that are available across the country. India is viewed by multinational organizations as one of the primary markets from which future growth is likely to originate.

In F.Y. 2023 (April-November), electronics exports grew by 13.8%, the highest in the last 6 years. With robust growth, India aims to achieve electronics manufacturing worth US\$ 300 billion in electronics exports of US\$ 120 billion by F.Y. 2026.

By 2025, India's Consumer Electronics and Appliances Industry is predicted to be the fifth-largest in the world. The Indian Appliances and Consumer Electronics (ACE) market is predicted to nearly double in the next 3 years, reaching approximately US\$ 17.93 billion (Rs. 1.48 lakh crore) by 2025. The Indian appliances and consumer electronics industry stood at US\$ 9.84 billion in 2021 and is expected to more than double to reach Rs. 1.48 lakh crore (US\$ 21.18 billion) by 2025.

Electronics hardware production in the country stood at US\$ 87 billion in 2022. India's consumer electronics and home appliances market is set to grow by US\$ 2.3 billion between 2022 and 2027, registering a CAGR of 1.31%.

INDIAN ECONOMY:

The Indian electronics industry is one of the most rapidly growing industries worldwide. Electronic products have continuously impacted and shaped our lifestyles in the current digital era. The advent of technology has led to seamless activities and accelerated the digital revolution to the next level. Furthermore, demand for electronic devices is anticipated to rise steadily and continue to be a key economic driver worldwide. India has been one of the pioneers of the Local Goes Global movement. The country is focusing on developing its share in the global value chain, establishing export hubs in different states, constructing a high-quality and seamless supply chain, and increasing its overall market share in the electronics export market.

The Indian economy accounts for nearly 3.2% of the global economy, and its population is almost 3.2% of the total global population. The Government of India aspires to make the country a substantial manufacturing and design hub for electronics as part of its Aatmanirbhar Bharat scheme. The Digital India Programme has led to a paradigm transition towards digitization and e-governance in India. India's market share in the global electronics manufacturing industry increased to 3.6% in 2020 from 1.3% in 2012.

The Production Linked Incentive (PLI) scheme has effectively enticed international champions while giving an impetus to domestic manufacturers and creating national champions with global ambitions. India's electronic manufacturing industry has witnessed a sharp transition in the last few years with various initiatives to market electronics manufacturing. The government's lucrative plans and initiatives have led the electronic manufacturing industry to a high growth trajectory.

Additionally, the availability of skilled labour, large domestic market and low-cost labour have contributed to its sharp rise. Technology has been a crucial driver across industries, influencing all spheres of life. The electronics market share in India is on the rise. In the past few years, India has captured a sizeable market share of the electronics manufacturing ecosystem that drives the technology sector. For the country to be the global electronics production unit of the future and become a US\$ 5 trillion economy by 2025-26, it shall aim to be a

US\$ 1 trillion digital economy. Furthermore, special focus will be given to exports in order to accomplish the objectives.

The government aims to make electronics one of the top three export categories by 2025-26. A US\$ 1 trillion digital economy target is projected to boost demand for electronics, which may stand at around US\$ 180 billion by 2025-26. If India can accomplish the manufacturing goal of US\$ 300 billion for electronics, the local market requirement may be fully met by such manufacturing. The US\$ 300 billion target also requires US\$ 120 billion of exports in the global market. Global competitiveness with optimum scale would be pivotal in achieving the aforesaid targets. Adequate fiscal measures, along with policy measures, would help in meeting the objectives of NPE 2019.

INDIAN MOBILE & CONSUMER DURABLE INDUSTRY MARKET TRENDS IN 2025

Rise of Smart Devices: Smart TVs, voice-controlled washing machines, IoT-enabled refrigerators, and AI-integrated air conditioners are becoming mainstream.

Green Consumerism: Consumers increasingly opt for **energy-efficient** and **eco-friendly appliances**, encouraged by BEE ratings and sustainability awareness.

Affordable Premiumization: Mid-range smartphones with high-end specs and affordable yet feature-rich appliances dominate consumer preferences.

Rural Penetration: With growing incomes and access, Tier III & rural India is becoming the new frontier for industry growth.

Fintech-Driven EMI Purchases: BNPL (Buy Now, Pay Later), zero-interest EMIs, and easy financing options make it easier for consumers to upgrade.

OPPORTUNITIES & THREATS

Digital India & BharatNet Initiatives: Government efforts have expanded internet and electricity access to Tier II/III towns and rural areas, fueling demand for mobile phones and household appliances.

5G Rollout: As 5G services expand across major cities, high-speed connectivity boosts demand for 5G-enabled smartphones and smart home devices.

Changing Consumer Behavior: Aspirational middle-class consumers prefer smart, energy-efficient appliances, often opting for premium or feature-rich models.

E-commerce & Omnichannel Retail: Platforms like Amazon, Flipkart, and Reliance Digital drive online sales of mobiles and appliances, especially during festive periods.

Local Manufacturing: PLI (Production Linked Incentive) schemes have accelerated domestic manufacturing of mobiles and electronic goods, reducing import dependency and creating jobs.

THREATS

Price Volatility & Supply Chain Pressures: Global chip shortages and logistics disruptions have occasionally impacted pricing and availability.

Intense Competition: Brands face shrinking margins due to fierce competition from both Indian and Chinese players, especially in mobile phones.

E-waste Management: With rising consumption, proper disposal and recycling of electronic waste is a growing environmental concern.

Regulatory Compliance: BIS standards, import duties, and labeling regulations require manufacturers to stay agile and compliant.

SEGMENT-WISE OR PRODUCT-WISE PERFORMANCE

Over the last few years, as a growth oriented company we have focused on diversifying into other consumer electronics products as we see a long run way for growth in sales of these products. This has helped us to only emerge as a multi-product brand but has also grow our profitability margins.

	Number of Stores	Quantity sales	
		Mobiles	Other electronics
Owned Retail Stores	233	22419	86607
Franchised Stores	4	5123	7412
Total Stores	237	27542	94019

The total revenue of the company stood at INR 444 Crores which was INR 415 Crores in previous year. The company now owns a total of 237 stores, out of which 233 are owned stores and 4 are franchised.

OUTLOOK

The Indian mobile and consumer durable industry is poised for robust expansion over the next decade. The convergence of affordability, innovation, and government support positions India as not just a consumer hub but also a global manufacturing and export center for electronics.

Investments in R&D, backward integration, and sustainable practices will be critical to future-proofing the sector. As the rural market matures and smart technologies become ubiquitous, the next wave of growth will be inclusive, digital-first, and environmentally conscious.

The stores of our company have been spread over the Gujarat covering almost every area even the rural and the remote areas. Also, the company has set its footing in Maharashtra. Our decision to invest in this growth spree roots from the fact that we are bullish on the demand of various consumer electronic items as the work from home culture spreads.

The company strives to build a stronger brand image by offering attractive prices and loyalty programmes for its customers. It plans to expand its business in the country and enter into business agreements with various leading brands to upgrade customer experience.

RISKS AND CONCERNS

Despite strong growth prospects, the Indian mobile and consumer durable industry in 2025 faces several challenges and risk factors that could impact its momentum. These include both external macroeconomic risks and internal operational concerns.

- **Supply Chain Vulnerabilities**

Global Component Dependency: A significant portion of semiconductors, display panels, lithium batteries, and electronic components are imported from China, South Korea, and Taiwan. Any geopolitical tension or logistical disruption can severely affect production timelines and costs.

Freight & Input Cost Volatility: Fluctuations in freight charges, customs duties, and raw material prices (e.g., metals, plastics) continue to pressure margins.

- **Geopolitical and Policy Risks**

Import Restrictions & Tariff Changes: Sudden changes in trade policies, anti-dumping duties, or import restrictions can impact supply chains and pricing strategies.

PLI Scheme Uncertainty: Delays in incentives, complex compliance norms, or changes in the scope of the Production Linked Incentive (PLI) schemes may discourage long-term investment.

- **Technological Obsolescence**

Fast-Changing Tech Cycles: Rapid innovation in smartphones, smart TVs, and home automation leads to shorter product life cycles and higher inventory risk.

Lag in Upgradation: Domestic players may struggle to keep up with global innovation, leading to a competitive disadvantage.

- **Cybersecurity and Data Privacy**
Increasing digitization and integration of smart features expose devices and customers to cyber threats, data breaches, and unauthorized surveillance, especially in IoT-enabled appliances and mobile devices. Non-compliance with India's Data Protection Laws (like the Digital Personal Data Protection Act, 2023) can lead to penalties and reputational damage.
- **Environmental and E-Waste Concerns**
The surge in device consumption leads to a massive rise in electronic waste (e-waste). Inadequate recycling infrastructure and poor consumer awareness pose sustainability and regulatory risks. Non-compliance with E-Waste Management Rules, 2022 can attract regulatory action and reputational harm.
- **Consumer Finance Risk**
The growing reliance on BNPL schemes, EMIs, and credit raises the risk of consumer loan defaults, especially in rural or low-income segments. An economic downturn or interest rate hike may dampen financing-led demand.
- **Competitive Pressure and Margin Erosion**
The industry is highly competitive with price wars among Indian, Chinese, and Korean brands. Rising customer expectations for better features at lower prices squeeze manufacturer and retailer profit margins.
- **Regulatory & Compliance Risk**
Stringent BIS certifications, energy rating norms, and environmental clearances add to compliance burden. Any non-compliance may lead to fines, import delays, or product recalls.
- **Infrastructure Gaps in Rural Areas**
While demand is rising in Tier 2-4 cities and rural regions, inadequate service infrastructure, power supply issues, and poor after-sales support continue to hinder market penetration.
- **Inflation and Consumer Sentiment**
Persistently high inflation or economic slowdown can reduce discretionary spending, especially on high-ticket durable items. A weak rupee could raise import costs, making products costlier for end consumers.

Conclusion

Managing these risks requires proactive planning, diversification of supply chains, investment in R&D, strict regulatory compliance, and a sustainable business model. Companies that focus on resilience, innovation, and responsible growth will be better positioned to thrive in the dynamic Indian market of 2025.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has established a robust internal control system that is commensurate with the nature, size, and complexity of its business operations.

These controls are designed to ensure the orderly and efficient conduct of business, safeguarding of assets, prevention and detection of fraud and errors, accuracy and completeness of accounting records, and timely preparation of reliable financial information.

Key features of the internal control system

Financial Controls

The Company follows a structured financial reporting system with defined policies and procedures.

All accounting entries are reviewed and approved by authorized personnel. Adequate checks and balances are in place to ensure compliance with applicable accounting standards and statutory regulations.

Operational Controls

Standard Operating Procedures (SOPs) are established across departments to streamline activities and reduce operational risk.

Periodic reviews and monitoring mechanisms are in place to assess performance against key performance indicators (KPIs).

IT and System Controls

The Company has implemented secured and integrated ERP systems to automate key business processes. Access controls, data encryption, user rights management, and cybersecurity protocols ensure the integrity and confidentiality of data.

Compliance Controls

The internal compliance team ensures adherence to applicable laws, rules, and regulations, including Companies Act, 2013, SEBI LODR Regulations, GST, etc.

Updates on regulatory changes are monitored regularly and incorporated into internal systems and procedures.

Inventory and Asset Controls

Regular physical verification of inventories and fixed assets is conducted. Reconciliations and variances, if any, are reviewed and addressed promptly.

Internal Audit Function

An independent internal audit team, assisted by external professionals where necessary, conducts periodic audits of business operations, financial records, and internal controls.

The audit findings and recommendations are reported directly to the Audit Committee and are acted upon by the management.

Review and Oversight

The adequacy and effectiveness of the internal control systems are periodically reviewed by the Audit Committee of the Board. The Committee evaluates the internal audit reports, monitors the implementation of audit recommendations, and ensures continuous improvement in the control environment.

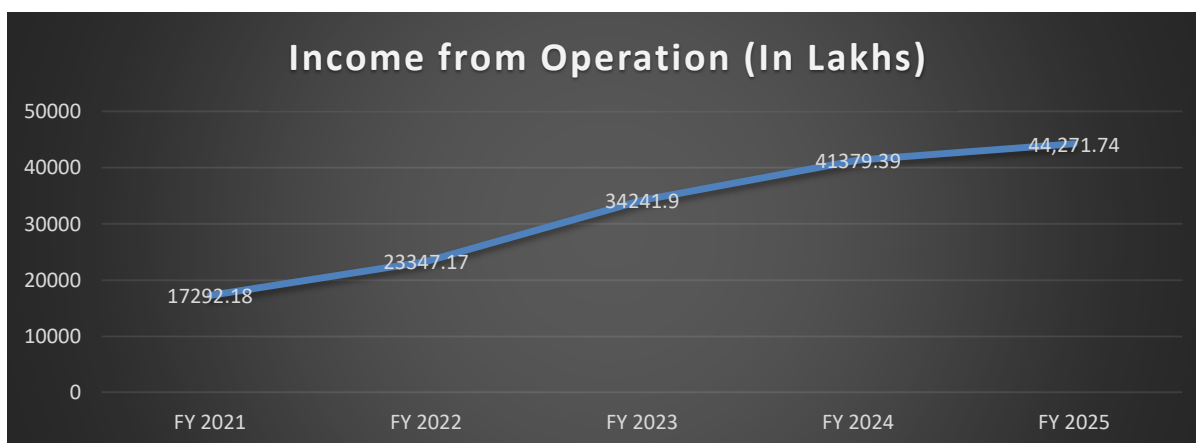
Management's Assurance

Based on the reviews conducted by the internal audit team and feedback from external auditors, the management believes that the internal control systems in place are adequate and operating effectively. However, the Company remains committed to continuously strengthening its internal control framework in response to evolving business needs and emerging risks.

DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE

In FY2025, the company's income from operations grew to INR 442 Crores, an increase of 7% from FY 2024.

The company managed to maintain its strong profitability due to a strong foundation and loyal consumer base. The company with better inventory management, diversified product portfolio, improving conversion rate and new multi-product outlets, realized economies of scale i.e., the company was able to increase its sales without much increase in input costs.



MATERIAL DEVELOPMENTS IN HUMAN RESOURCES FONT INCLUDING NUMBER OF PEOPLE EMPLOYED

During the financial year 2024-25, the Company continued to focus on building a robust and future-ready human resources (HR) framework to support its strategic goals and business expansion. Recognizing that people are its most valuable asset, the Company undertook several initiatives to enhance employee engagement, productivity, and retention.

Key Human Resource Developments

Workforce Strength

As on March 31, 2025, the Company employed **153 permanent employees** across various departments including sales, marketing, supply chain, customer service, IT, finance, and administration.

Talent Acquisition and Retention

The Company implemented structured recruitment processes to attract skilled professionals, particularly in digital commerce, technical services, and operations.

Retention strategies, such as employee recognition programs, career path planning, and competitive compensation packages, were strengthened to reduce attrition.

Diversity and Inclusion

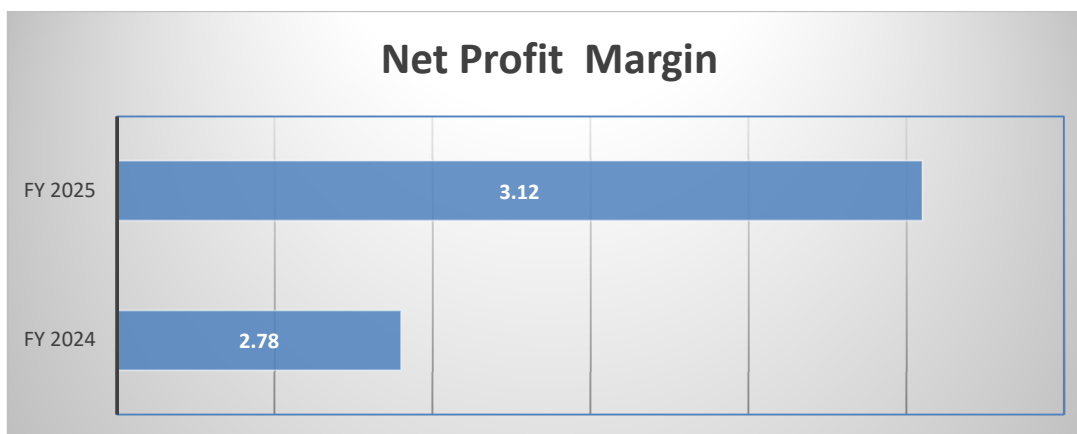
Efforts were made to increase diversity in hiring, particularly in customer service and technology teams.

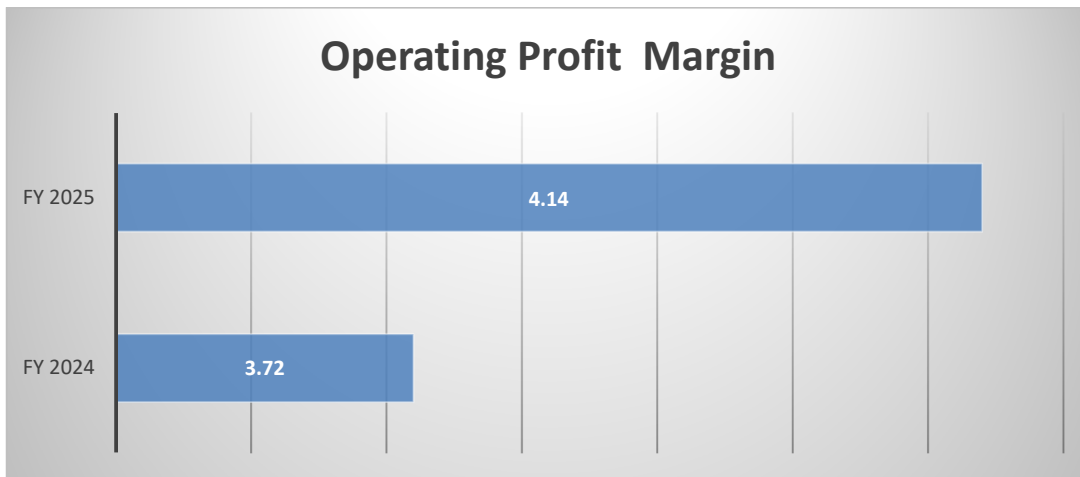
The Company maintains a gender-inclusive workplace and adheres to all anti-discrimination and equal opportunity norms.

DETAILS OF SIGNIFICANT CHANGES IN KEY FINANCIAL RATIOS

NET PROFIT MARGIN AND OPERATING PROFIT MARGIN

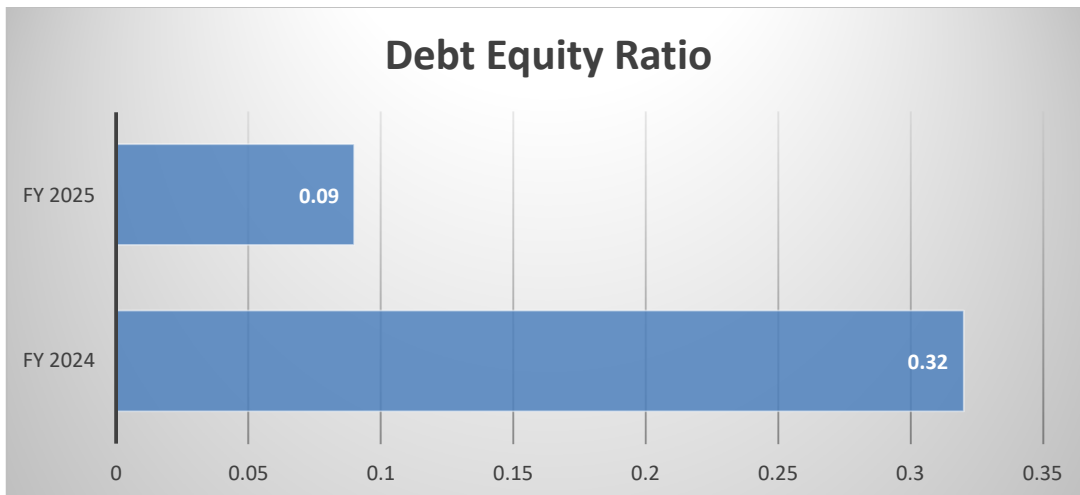
The company has been able to maintain a positive net profit margin and operating profit margin with an increasing trend.



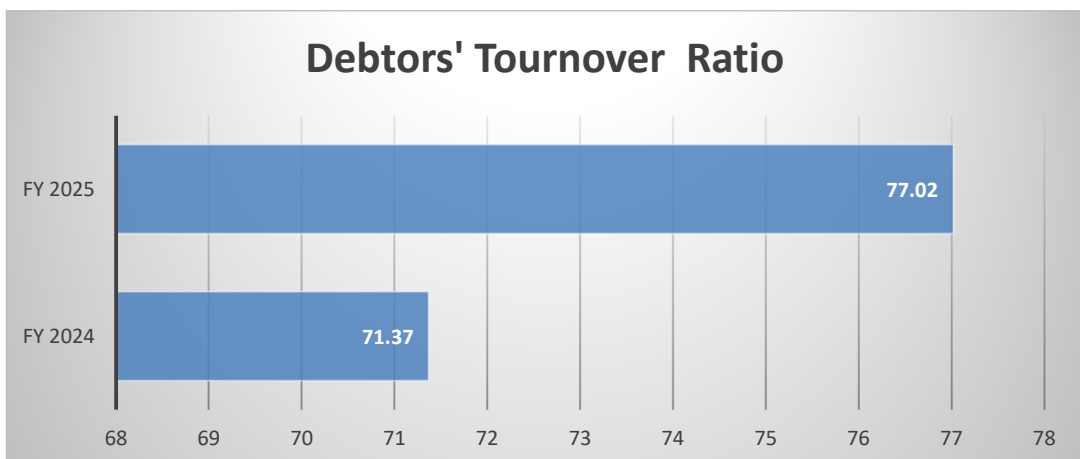


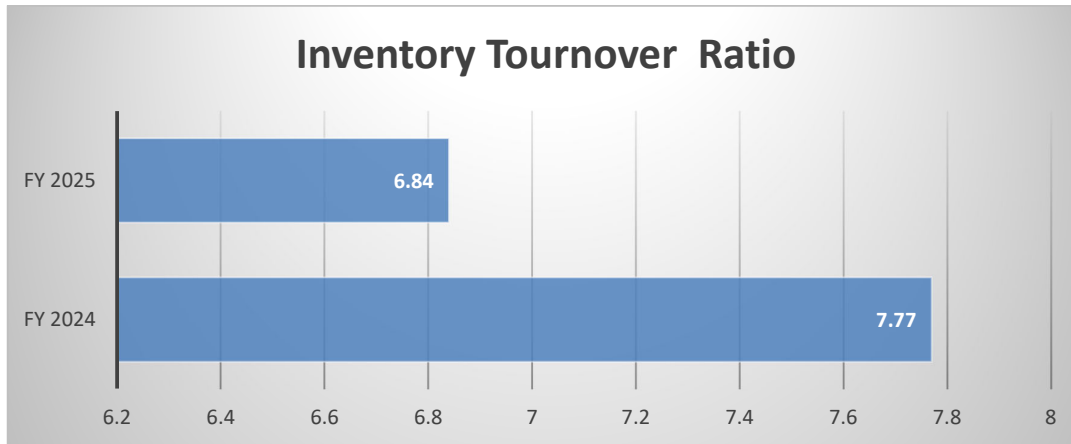
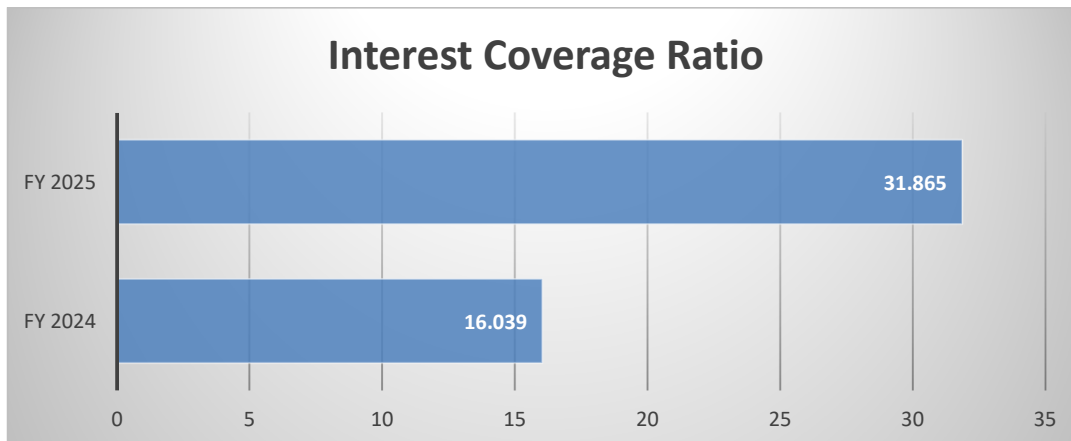
DEBT EQUITY RATIO

The Debt equity ratio has decreased because the company has used less Overdraft and cash credit limit this year.

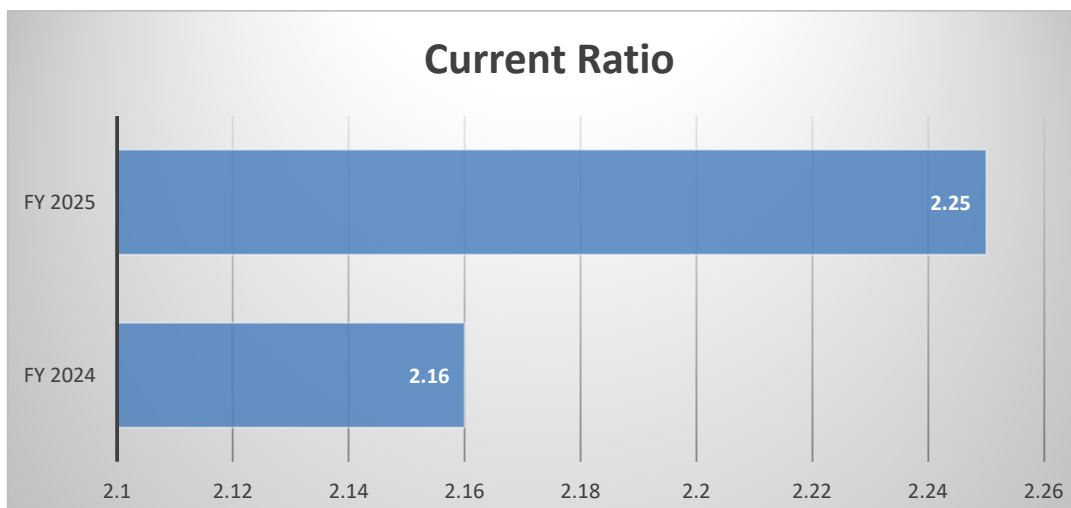


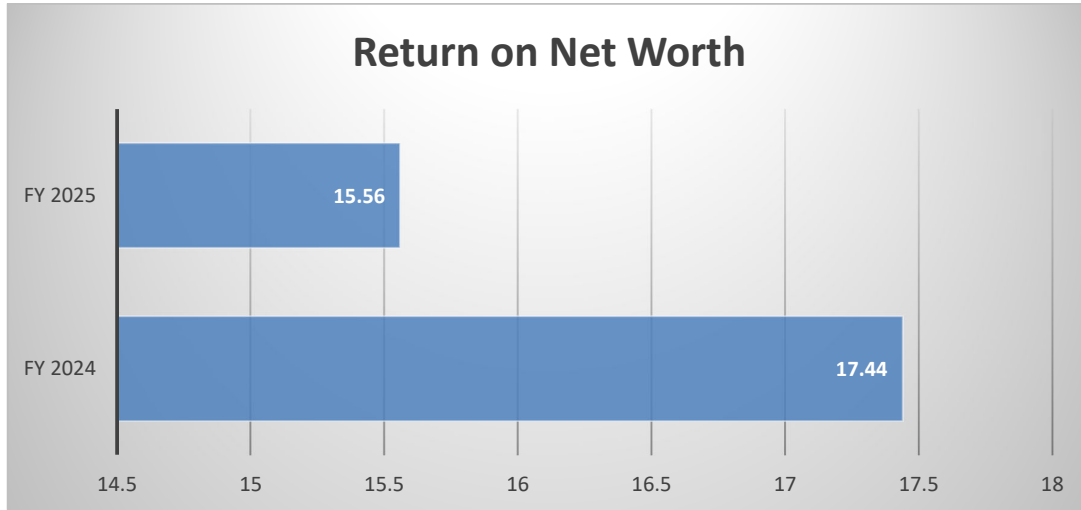
DEBTOR'S TURNOVER RATIO



INVENTORY'S TURNOVER RATIO**INTEREST COVERAGE RATIO****CURRENT RATIO**

The Current Ratio has increased because the company has used less of its overdraft and cash credit limit this year, resulting in lower current liabilities, which in turn has increased the current ratio.



RETURN ON NET WORTH

Date: 04th July, 2025

Place: Surat

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

Sd/-
Sanjeev Harbanslal Bhatia
Managing Director
DIN: 02063671

Sd/-
Nikhil Harbanslal Bhatia
Whole Time Director
DIN: 02063706

Annexure - IV

Form No. MR-3

SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31.03.2025

[Pursuant to section 204(1) of the Companies Act, 2013 and rule 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 Gujarat India 395002

I 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 verification on test check basis of the **M/s. Bhatia Communications & Retail (India) Limited's**, books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31st March, 2025 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, 2025 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, 2018;
 - d. The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **the regulation is not applicable during the Financial Year 2024-25**
 - e. The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; **the regulation is not applicable during the Financial Year 2024-25**
 - 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; **the regulation is not applicable during the Financial Year 2024-25**
 - g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; **the regulation is not applicable during the Financial Year 2024-25** and
 - h. The Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018; **the regulation is not applicable during the Financial Year 2024-25**
- 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 Listing Agreements entered into by the Company with BSE Limited, Stock Exchange of India and 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 subject to following observations:

- Due to typographical error, the number of independent directors attending the Stakeholders Relationship Committee meeting dated 29-05-2024 and 02-08-2024 was incorrectly mentioned as 3 instead of 2 in corporate governance report filed for quarter ended 30-09-2024.

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 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 and other acts as mentioned in point (vi), 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 if any, 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, except those held on shorter notice, 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. The board meetings which have been conducted with a notice shorter than seven days, had the presence of all independent directors.

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 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 further report 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 as mentioned below:

- *The company has issued and allotted 1,55,00,000 warrants convertible into equity shares of face value of Re. 1/- each, at an issue price of Rs. 23.75/- each on preferential basis.*

Date: 04th July, 2025
Place: Surat

Sd/-
Name of PCS: Bhaveshkumar Arjunkumar Rawal
FCS No.: 8812
C P No.: 10257
UDIN: F008812G000710117
PR: 5653/2024 (PR: 1041/2020)

This report is to be read with our letter dated 04th July, 2025 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 Gujarat India 395002

My Secretarial Audit report dated 04th July, 2025 is to be read along with this letter.

1. Maintenance of secretarial records is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on our audit.
2. I 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. I believe that the processes and practices, we followed, provide a reasonable basis for our opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, I 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. My examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Date: 04th July, 2025
Place: Surat

Signature:
Name of PCS: Bhaveshkumar Arjunkumar Rawal
FCS No.: 8812
C P No.: 10257
UDIN: F008812G000710117
PR: 5653/2024 (PR: 1041/2020)

Annexure - V

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 2024-2025, ratio of the remuneration of the employees of the Company for the financial year 2024-25 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. 2024-25 (Amount in Rs.)	% increase in Remuneration in the F.Y. 2024-25	Ratio of Remuneration of each Director/ to median remuneration of employees
1.	Sanjeev Harbanslal Bhatia Managing Director	54,00,000	125%	14.79:1
2.	Nikhil Harbanslal Bhatia Whole-time Director	54,00,000	125%	14.79:1
3.	Kamleshkumari Harbanslal Bhatia Non-Executive Director	NIL	NIL	NIL
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.	Ravindra Arunrao Sojal Chief Financial Officer	7,54,000	17.81 %	N.A.
8.	Kaushik Vegad Company Secretary & Compliance Officer	4,20,000	N.A.	N.A.

- (i) Names of the top ten employees in terms of remuneration drawn from the Company in the financial year 2024-2025:

Sr. No.	Name & Designation	Qualification and Experience	Remuneration on (Amount in Rs.) Per month	Date of Appointment	Age (In Years)	Particulars of Last Employment	Relative of Director/ Manager	% of Equity Shares
1.	Sanjeev Bhatia Managing Director	B.com 25 years	5,00,000	25-03-2008	46	NA	Brother of Nikhil Bhatia and Son of Kamleshkumari Bhatia	36.34
2.	Nikhil Bhatia Whole Time Director	H.S.C 15 years	5,00,000	01-04-2008	43	NA	Brother of Sanjeev Bhatia and Son of Kamleshkumari Bhatia	36.34

3.	Parishi Sanjeev Bhatia, Marketing Head	H.S.C 1 Year	2,50,000	29-05-2024	20	NA	Daughter of Sanjeev Bhatia	NIL
4.	Karman Akenkumar Desai, BDM*	MBA in Marketing, B. Tech 2 Years	1,70,000	03-01-2023	35	Bajaj Finance	-	0.04
5.	Rohit Madatali Samnani, BDM*	B COM 11 Years	1,00,000	04-06-2014	44	HP Telecom India Pvt Ltd	-	NIL
6.	Shivangi Samnani, BDM*	B COM 8 Years	1,00,000	01-07-2017	38	HDFC Bank Ltd.	-	NIL
7.	Jitesh Kishorbhai Jariwala, BDM*	HSC 15 Years	77,000	01-12-2010	36	Bhatia Mobile	-	NIL
8.	Gaurav P Rajguru, Warehouse Stock Manager	B Com 11 Years	60,000	01-10-2014	37	Idea Cellular	-	0.005
9.	Ravindra Arunrao Sojal CFO	MCA 17 Years	58,000	30-03-2008	47	Comptek Computer Educations	-	0.05
10.	Nisha Jitesh Jariwala, BDM*	SSC 3 Years	35,000	01-12-2021	31	NA	-	NIL

BDM: Business Development Manager

- i. The median remuneration of employees of the Company during the Financial Year was Rs. 33,800/- (Based on remuneration of March 2025). In the Financial year, there the median remuneration of employees has decreased by 5.54% as compared to previous year. (Based on remuneration of March 2025)
- ii. There were 153 permanent employees on the rolls of the Company as on March 31, 2025;
- iii. Average percentage decrease already made in the salaries of employees other than the managerial personnel in the last financial year is 26.91% and there is no change in the managerial remuneration.
- iv. Average percentage increase made in the salaries of the employees other than managerial personnel in comparison of the last financial year is 11.56%. Average percentage increase made in managerial remuneration in comparison of the last financial year is 125%.
- v. Employees who are employed throughout the year and in receipt of remuneration aggregating Rs. 1,02,00,000/- (One Crore and Two Lakh Rupees) or more per year : NIL.
- vi. Employees who are employed for a part of the financial year, was in receipt of remuneration for any part of that year, at a rate which, in the aggregate, was not less than Rs. 8,50,000/- (Eight Lakh and Fifty Thousand Rupees) per month : NIL
- vii. Employees who are employed throughout the year or part thereof, is in receipt of remuneration in that year which, in the aggregate, or as the case may be, at a rate which, in the aggregate, is in excess of that drawn by the Managing Director or Whole Time Director or Manager and holds by himself or along with his spouse and dependent children, not less than two percent of the Equity Shares of the Company : NIL.
- viii. The remuneration of KMP is as per the recommendations of the Nomination & Remuneration Committee.
- ix. It is hereby affirmed that the remuneration paid is as per the remuneration policy for Directors, Key Managerial Personnel and other Employees.

Date: 04th July, 2025

Place: Surat

By order of the Board of Directors
For Bhatia Communications & Retail (India) Limited
Sd/- Sd/-

Sanjeev Harbanslal Bhatia
Managing Director
DIN: 02063671

Nikhil Harbanslal Bhatia
Whole Time Director DIN:
02063706

STATEMENT OF RISK MANAGEMENT

At Bhatia's, effective risk management is integral to the success and sustainability of our operations. As a company engaged in the trading of electronic products across India, we operate in a dynamic and competitive environment that exposes us to various internal and external risks. We are committed to proactively identifying, assessing, and mitigating risks that could impact our strategic objectives, operations, reputation, financial position, and compliance obligations.

Key Risk Areas and Mitigation Strategies

1. Market Risk

The electronics trading industry is highly sensitive to market demand, pricing fluctuations, and rapid technological changes. We closely monitor market trends, maintain a diversified product portfolio, and build strong relationships with suppliers and customers to mitigate this risk.

2. Supply Chain Risk

Disruptions in the global and domestic supply chain due to geopolitical issues, logistics delays, or supplier failures can impact our operations. We maintain multiple sourcing channels, long-term vendor relationships, and adequate inventory levels to minimize this exposure.

3. Regulatory and Compliance Risk

The company operates in a regulated environment and is subject to various legal and compliance obligations under the Companies Act, SEBI laws, GST regulations, import-export laws, and electronic goods standards. We ensure strict adherence to applicable laws and maintain updated internal controls, supported by regular audits and legal reviews.

4. Technological Obsolescence

Given the fast pace of innovation in electronics, there is a risk of product obsolescence. To address this, we stay abreast of global trends, regularly update our product offerings, and work with reputed and innovative brands.

5. Financial Risk

Fluctuations in foreign exchange rates, credit defaults, and working capital constraints may affect profitability. We adopt prudent financial practices, including regular cash flow monitoring, credit risk assessments, and hedging mechanisms wherever necessary.

6. Cybersecurity and Data Risk

With increasing reliance on digital platforms for sales, procurement, and operations, there is a growing threat of cyberattacks and data breaches. We invest in robust IT infrastructure, cybersecurity measures, and staff training to safeguard data and ensure business continuity.

7. Reputational Risk

Any lapse in product quality, customer service, or ethical practices could impact the brand. We emphasize quality assurance, transparent dealings, and responsive customer service to protect and enhance our reputation.

Risk Governance

The Board of Directors, oversees the risk management framework. The management team is responsible for implementing risk mitigation plans, reviewing risk registers periodically, and ensuring that controls are embedded in day-to-day operations.

We continue to strengthen our risk culture and capabilities to ensure resilience and long-term value creation for all stakeholders.

To thrive and succeed in a dynamic business environment we realize the need to be agile and vigilant. It prompts us to devise an effective risk management framework is designed to identify potential threats and develop efficient mitigation strategies.

The following are the risks associated with our Company and have been identified by the management of the company.

Date: 04th July, 2025
Place: Surat

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

Sd/-
Sanjeev Harbanslal Bhatia
Managing Director
DIN: 02063671

Sd/-
Nikhil Harbanslal Bhatia
Whole Time Director DIN:
02063706

Annexure - VII

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,

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

I have reviewed the financial statements and the cash flow statement for the financial year ended March 31, 2025 and that to the best of my knowledge and belief:

- a. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - b. 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, 2025 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, 2025;
 - b. there are no significant changes in accounting policies during the financial year ended March 31, 2025; and
 - c. There have been no instances of significant fraud of which we have become aware, involving management or an employee having a significant role in the Company's internal control system.

Date: 04th July, 2025
Place: Surat

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

Sd/-
Ravindra Arunrao Sojal
Chief Financial Officer

Annexure - VIII**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, 2025 as applicable to them as laid down in Companies Act, 2013 with the code of conduct of Board members and senior management personnel.

Date: 04th July, 2025
Place: Surat

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

Sd/-
Sanjeev Harbanslal Bhatia
Managing Director
DIN: 02063671

Annexure - IX

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 2025 as stipulated Regulations 17 to 27, clauses (b) to (i) and (t) of sub-regulation (2) of Regulation 46 and para C, D & E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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, and the representations made by the Directors and the management and considering the relaxations granted by the Ministry of Corporate Affairs and Securities and Exchange Board of India, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the SEBI Listing Regulations for the year ended on March 31, 2025.

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 RPR & Co.
Chartered Accountants

Sd/-
Raunaq Kankaria
Partner
UDIN: 25138361BMGBTD2271
M. No. 138361
FRN No. 131964W
Place: Surat
Date : 04th July, 2025

Annexure – X

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS
(pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

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

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **BHATIA COMMUNICATIONS & RETAIL (INDIA) LIMITED** having CIN: L32109GJ2008PLC053336 and having registered office at 132, Dr. Ambedkar Shopping Centre, Ring Road, Surat - 395002 (hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2025 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

S. No.	Name of Director	DIN	Date of appointment in Company
1.	Sanjeev Harbanslal Bhatia	02063671	25/03/2008
2.	Nikhil Harbanslal Bhatia	02063706	01/04/2008
3.	Kamleshkumari Harbanslal Bhatia	02066517	30/03/2020
4.	Rashmi Kapil Arora	07584412	05/01/2018
5.	Arpit Arunkumar Jain	08044841	05/01/2018
6.	Rachit Naresh Narang	08044845	05/01/2018

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

Date: 04th July, 2025
Place: Surat

Sd/-
Name of PCS: **Bhaveshkumar Arjunkumar Rawal**
FCS No. : 8812
C P No. :10257
UDIN: F008812G000710238

Financial Statements

Principal	Ending Balance
\$ 100,000.00	\$ 100,000.00
\$ 2,092.12	\$ 97,907.88
\$ 2,124.72	\$ 95,783.16
\$ 2,157.83	\$ 93,625.33
\$ 2,225.61	\$ 89,208.27
\$ 2,260.29	\$ 86,947.98
\$ 2,295.51	\$ 84,652.46
\$ 2,331.28	\$ 82,321.18
\$ 2,367.61	\$ 79,953.57
\$ 2,404.51	\$ 77,549.06
\$ 2,441.98	\$ 75,107.08
\$ 2,480.03	\$ 72,627.04
\$ 2,518.68	\$ 70,108.36
\$ 2,557.93	\$ 67,550.43
\$ 2,597.79	\$ 64,952.64
\$ 2,638.27	\$ 62,314.37
\$ 2,679.39	\$ 59,634.98
\$ 2,721.14	\$ 56,913.84
\$ 2,763.54	\$ 54,150.30
\$ 2,806.61	\$ 51,343.69
\$ 2,850.35	\$ 48,493.34
\$ 2,894.76	\$ 45,598.58
\$ 2,939.87	\$ 42,658.71
\$ 2,985.69	\$ 39,673.02
\$ 3,032.21	\$ 36,640.81
\$ 3,079.47	\$ 33,561.34
\$ 3,127.45	\$ 30,433.89
\$ 3,176.19	\$ 27,257.69



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 Ind AS financial statements of **BHATIA COMMUNICATIONS & RETAIL (INDIA) LIMITED** ("The Company") which comprises the Balance Sheet as on 31st March 2025, the Statement of Profit and Loss (Including Other Comprehensive Income), the Statement of Change in Equity and the 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 Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Companies (Indian Accounting Standards) Rules 2015, as amended, ("Ind As") and other accounting principles generally accepted in India, of the state of affairs of the company as at 31st March 2025 and its profit and total comprehensive income and change in equity 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.

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 exercise 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 economic 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:

1. 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.
2. 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 (Including Other Comprehensive Income), Cash Flow Statement and the statement of Change in Equity 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 Ind AS 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, 2025, taken on record by the Board of directors, none of the directors are disqualified as on March 31, 2025 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".
 - 2.7 With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197 (16) of the Act, as amended, in our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act; and
 - 2.8 With respect to the other matters to be included in the auditor's report in accordance with Rule 11 of the companies (audit and auditors) rules 2014, in our opinion and to the best of our information and according to the explanations given to us.
 - (i) There were no pending litigations which would impact the financial position of the company.
 - (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.
- (iv)(i) As per management's representation, no funds other than disclosed by way of notes to accounts have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other person or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
- (ii) As per management's representation, There were no funds which have been received by the company from any person(s) or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and
- (iii) The representation received from the company under sub-clause (i) and (ii) above does not contain any material mis-statement.
- (iv) The Board has recommended final dividend of Re. 0.01 per equity share having face value of Re. 1/- each.
- (v) Based on our examination carried out in accordance with the Implementation Guidance on Reporting on Audit Trail under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 (Revised 2024 Edition) issued by the Institute of Chartered Accountants of India, which included test checks, we report that the company has used an accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit we did not come across any instance of audit trail feature being tampered with. Our examination of the audit trail was in the context of an audit of financial statements carried out in accordance with the Standard of Auditing and only to the extent required by Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014. We have not carried out any audit or examination of the audit trail beyond the matters required by the aforesaid Rule 11(g) nor have we carried out any standalone audit or examination of the audit trail."

For **RPR & Co.**
Chartered Accountants
FRN: 131964W

Date :26.05.2025
Place: Surat

Sd/-
Raunaq Kankaria
Partner
Mem No. 138361
UDIN: 25138361BMGBSQ4560

Annexure "A" to Auditors' Report

(Referred to in of our report of even date to the members of BHATIA TELECOMMUNICATIONS & RETAIL (INDIA) LIMITED as on the financial statements for the year ended March 31, 2025)

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 **Property, Plant, Equipment and Intangible Assets**

(a)	Whether the company is maintaining proper records showing full particulars, including quantitative details and situation of property, plant, equipment and intangible 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
(d)	Whether the company has revalued its Property, Plant and Equipment (including Right of Use assets) or intangible assets or both during the year and, if so, whether the revaluation is based on the valuation by a Registered Valuer.	No
(e)	Whether any proceedings have been initiated or are pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.	No

2 **Inventories**

(a)	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.
(b)	Whether Company has availed Working Capital Loan(s) from banks or financial institutions by pledging current assets and the sanction limit(s) by combining limit of all banks or financial institutions exceed Rs 5 Crore and if so. Whether quarterly result or statement filed by the company with such banks or financial institutions are in line with the accounting books.	Yes

3 **Loan Granted**

	Whether the company has made investment in, provide any guarantee or security or granted any loans, secured or unsecured to companies, firms, LLPs or any other parties.	Yes
(a)	Whether the investment made, guarantees provided, security given and terms and conditions of the grant of such loans are not prejudicial to the company's interest;	As per explanation provided to us, YES
(b)	Whether receipt of the principal amount and interest are regular. If not provide details thereof; and	Yes
(c)	if amount is overdue then total amount overdue for more than 90 days and whether reasonable steps have been taken by the company for recovery of the principal and interest;	NA
(d)	Whether any loan or advances granted which has fallen due during the year, has been renewed or extended or fresh loans granted to settle the overdue of existing loan given to the same party, If so, specify the aggregate amount of such dues renewed or extended or settled by fresh loan and the percentage of the aggregate to the total loans or advances in the nature of loan granted during the year.	No
(e)	whether the company has granted any loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment, if so, specify the aggregate amount, percentage thereof to the total loans granted, aggregate amount of loans granted to promoters, related parties as defined in clause (76) of the section 2 of the companies Act 2013	No

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.	As explained to us and from the records verified, the company has generally complied the provision of section 185 and 186 of The Companies Act, 2013.
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?	NIL
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-tax, , 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, 2025 for a period of more than six months from the date they became payable <i>except TDS default of Rs 4,457 of past years.</i>
		(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).	NIL
	Particulars	F.Y.	AMOUNT (In Rs.) STATUS
8	Income Disclosed in Tax Assessment but not properly accounted in Books of Accounts.	Whether any transactions not recorded in books of account have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961, if so, whether the previously unrecorded income has been properly recorded by the company in the books of accounts during the year.	NA
9	Default in Repayment	(a) 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
		(b) Whether the company has been disclosed wilful defaulter by any financial institution (including Banks)	NO
		(c) Whether term loan were applied for the purpose for which the loans were obtained, if not, the amount of loan so diverted and the purpose for which it is used.	Yes
		(d) Whether fund raised on short term basis have been utilised for long term purpose, if yes, the nature and amount to be indicated	NO
		(e) Whether the company has taken any fund from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures, if so, details thereof with nature of such transaction and the amount in each case.	NA
		(f) Whether the company has raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies, if so, provide details thereof and also report if the company has defaulted in repayment of such loan raised.	NA

10	Money raised	
(a)	Whether moneys raised by way of initial public offer or further public offer (including debt instrument) 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;	NA
(b)	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 and section 62 of the Companies Act, 2013 have been complied with and the fund raised have been used for the purpose for which the fund were raised, if not , the details in respect of amount involved and nature of non compliances.	Yes. The Company has issued 1,55,00,000 numbers of share warrants at Rs. 23.75/- per share warrant, against which 25% of the amount, i.e. Rs. 9,20,31,250 has been received in the current year, and the remaining 75% is yet to be received. The Terms and rights attached to the Share Warrants are disclosed in Note No. 11 of Balance Sheet.
11	Fraud	
(a)	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
(b)	whether any report under sub-section (12) of section 143 of the Companies Act has been filed by the auditors in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government;	No
(c)	whether the auditor has considered whistle-blower complaints, if any, received during the year by the company	NA
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	Internal Audit	
	Whether the company has an internal audit system commensurate with the size and nature of its business, if Yes, whether the reports of the Internal Auditors for the period under audit were considered.	Yes
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	
(a)	Whether 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
(b)	Whether the company has conducted Non-Banking or Housing Finance activities without a valid Certificate of Registration (CoR) from RBI as per Reserve Bank of India Act, 1934	NA
(c)	Whethe the company is Core Investment Company (CIC) as defined in the regulations made by the RBI, if so, whether it continue to fulfill the criteria of a CIC, and in case the company is an exempted or unregistered CIC, whether it continues to fulfill such criteria.	NA
17	Cash Losses	
	Whether the company has incurred cash losses in the financial year and in the immediately preceding financial year if so the amount of cash losses.	No
18	Resignation of Previous Statutory Auditor	
	Whether there has been any resignation of the Statutory Auditor during the year, if so, whether consideration has been taken for the issues, objections or concerns raised by the outgoing auditors.	NA

19	Material Uncertainty	
	On the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements, the auditor's knowledge of the Board of Directors and management plans, whether the auditor is of the opinion that no material uncertainty exists as on the date of the audit report that company is capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date;	Yes
20	Corporate Social Responsibility	
	(a) whether, in respect of other than ongoing projects, the company has transferred unspent amount to a Fund specified in Schedule VII to the Companies Act within a period of six months of the expiry of the financial year in compliance with second proviso to sub-section (5) of section 135 of the said Act;	NO
	(b) whether any amount remaining unspent under sub-section (5) of section 135 of the Companies Act, pursuant to any ongoing project, has been transferred to special account in compliance with the provision of sub-section (6) of section 135 of the said Act;	NO
21	Qualification or Adverse Remark for CFS Companies	
	Whether there have been any qualification or adverse remark by the respective auditors in the Companies (Auditor's Report) order (CARO) reports of the companies included in the Consolidated Financial Statement, if yes the details of the companies and the paragraph number of the CARO report containing the qualifications or adverse remark.	NA

**For RPR & CO Chartered
Accountants**

Sd/-

Raunaq Kankaria Partner
M No: 138361
FRN: 131964W
UDIN: 25138361BMGBSQ4560
Date :26.05.2025
Place: SURAT

ANNEXURE - B TO THE AUDITORS' REPORT

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

We have audited the internal financial controls over financial reporting of **BHATIA COMMUNICATIONS & RETAIL (INDIA) LIMITED** ("The Company") as of 31 March 2025 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

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

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

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

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or

timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

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

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2025, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For RPR & Co.
Chartered Accountants
FRN: 131964W

Date :26.05.2025
Place: Surat

Sd/-
Raunaq Kantaria
Partner
Mem No. 138361
UDIN: 25138361BMGBSQ4560

BHATIA COMMUNICATIONS & RETAIL (INDIA) LIMITED
CIN: L32109GJ2008PLC053336

132, Dr Ambedkar Shopping Centre Ring Road Surat-395002

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

STANDLONE BALANCE SHEET AS AT 31.03.2025

Particulars		Note No.	(Amount in Lakhs)	(Amount in Lakhs)
			As at 31th March, 2025	As at 31st March, 2024
ASSETS				
(1)	Non-Current Assets			
a	Property, plant and equipment	2	1,249.98	963.43
b	Capital work-in-progress		-	-
c	Invetsment Property		-	-
d	Goodwill	2	29.00	29.00
e	Other Intangible Assets		-	-
f	Intangible assets under development		-	-
g	Biological Assets other than bearer plants		-	-
h	Financial Assets			
	(i) Investments		-	-
	(ii) Trade Receivable		-	-
	(iii) Loans	3 (i)	1,098.67	582.00
	(iv) Other Financial Assets	3 (ii)	1,896.92	1,863.70
i	Deferred Tax Assets (Net)	4	36.24	17.18
j	Other Non Current Assets		-	-
	Total Non-Current assets		4,310.81	3,455.30
(2)	Current Assets			
a	Inventories	5	6,364.90	5,177.61
b	Financial Assets			
	(i) Investments		-	-
	(ii) Trade Receivables	6	538.12	611.47
	(iii) Cash and Cash Equivalents	7	665.85	1,552.43
	(iv) Bank Balance other than (iii) above		-	-
	(v) Loans		-	-
	(vi) Others Financial Assets		-	-
c	Current Tax Assets (Net)	8	60.39	-
d	Other Current Assets	9	1,150.07	889.70
	Total Current assets		8,779.32	8,231.21
	Total Assets		13,090.13	11,686.51
EQUITY AND LIABILITIES				
(1)	Equity			
	(i) Equity Share capital	10	1,251.52	1,251.52
	(ii) Other Equity	11	6,684.97	5,356.53
	(iii) Money Received against Share Warrant	12	920.31	-
	Total Equity		8,856.80	6,608.05
(2)	Liabilities			
	Non-Current Liabilities			
a	Financial Liabilities			
	(i) Borrowings	13	-	54.30
	(ia) Lease Liability		-	-
	(ii) Trade Payables		-	-
	(iii) Other Financial Liabilities		-	-
b	Provisions	14	66.56	51.62
c	Deferred tax liabilities (Net)		-	-
d	Other non-Current Liabilities	15	2,049.47	1,528.87
	Total non-current liabilities		2,116.03	1,634.79

	Current liabilities			
a	Financial Liabilities			
	(i) Borrowings	16	826.12	2,060.82
	(ia) Lease Liability		-	-
	(ii) Trade payables	17		
	(A) Total outstanding dues of micro enterprises and small enterprises; and		51.38	115.91
	(B) Total Outstanding dues of creditors other than micro and small enterprises		1,208.76	1,218.68
	(iii) Other Financial Liabilities	18	0.75	0.63
b	Other Current liabilities	19	25.66	27.70
c	Provisions	20	4.62	3.47
d	Current Tax Liabilities (Net)	8	-	16.45
	Total current liabilities		2,117.30	3,443.67
	Total Equity and Liabilities		13,090.13	11,686.51

The accompanying notes including other explanatory information form an integral part of the financial statements. (1-26)

As per our report of even date

For and on behalf of the Board

For RPR & CO

Chartered Accountants

Sd/-

Raunaq Kankaria

Partner

M No: 138361

FRN: 131964W

Sd/-

Sanjeev Bhatia

Managing Director

DIN: 02063671

Sd/-

Nikhil Bhatia

Whole Time Director

DIN:02063706

Date :26.05.2025

Place: SURAT

Sd/-

Kaushik Haribhai Vegad

Company Secretary

Sd/-

Ravindra Sojal

C.F.O.

BHATIA COMMUNICATIONS & RETAIL (INDIA) LIMITED

CIN: L32109GJ2008PLC053336

132, Dr Ambedkar Shopping Centre Ring Road Surat-395002

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

STANDLONE STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31st March 2025**(Amount in Lakhs) (Amount in Lakhs)**

PARTICULARS	Note No.	(Amount in Lakhs) (Amount in Lakhs)	
		01 Apr 2024 to 31 Mar 2025	01 Apr 2023 to 31 Mar 2024
I Revenue From Operations	21	44,271.74	41,379.39
II Other income	22	196.83	160.64
III TOTAL INCOME		44,468.57	41,540.03
IV Expenditures			
Cost of Materials Consumed		-	-
Purchase of Stock In trade		40,635.81	38,281.29
Changes in inventory of finished goods, work-in-progress and Stock-in-Trade	23	-1,187.29	-676.15
Employee benefit expenses	24	806.17	489.06
Financial costs	25	175.28	160.97
Depreciation & Amortization	2	179.06	145.39
Other Expenses	26	2,028.34	1,601.40
V TOTAL EXPENSES		42,637.37	40,001.95
VI Profit before Exceptional items & tax		1,831.20	1,538.08
Add /Less : Exceptional Items		-	-
VII Profit Before Tax		1,831.20	1,538.08
Tax expense :-			
Current Tax		476.01	397.95
Deferred Tax	4	-19.06	-14.50
Earlier Year Taxes		-7.46	2.88
VIII Profit /(Loss) from Continuing Operations		1,381.71	1,151.75
IX Profit /(Loss) from Discontinued Operations		-	-
Less: Tax Expenses of Discontinued Operations		-	-
X Profit /(Loss) from Discontinuing Operations after Tax		-	-
XI Profit / (Loss) for the year (VIII+X)		1,381.71	1,151.75
XII Other Comprehensive Income			
A (i) Items that will not be reclassified to Profit & loss		-4.29	0.52
(ii) Income Tax relating to items that will not be reclassified to profit & loss		1.08	-0.13
B (i) Items that will be reclassified to profit & loss		-	-
(ii) Income Tax relating to items that will be reclassified to profit & loss		-	-
Other comprehensive income for the year, net of tax		-3.21	0.39
XIII Total comprehensive income for the year (XI+XII)		1,378.50	1,152.14
XIV Earning per Equity Share			
Basic		1.104	0.920
Diluted		0.982	0.920

The accompanying notes including other explanatory information form an integral part of the financial statements. (1-26)

As per our report of even date
For RPR & CO
Chartered Accountants

For and on behalf of the Board

Sd/-
Raunaq Kankaria
Partner
M No: 138361
FRN: 131964W

Sd/-
Sanjeev Bhatia
Managing Director
DIN: 02063671

Sd/-
Nikhil Bhatia
Whole Time Director
DIN:02063706

Date :26.05.2025
Place: SURAT

Sd/-
Kaushik Haribhai Vegad
Company Secretary

Sd/-
Ravindra Sojal
C.F.O.

STANDLONE STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED MARCH 31, 2025

(Amount in Lakhs)		
(a) Equity Share Capital		
Particulars	Number of Shares	Amount
Equity Shares of Re 1/- each issued, subscribed and fully paid		
As at March 31, 2023	12,51,52,000	1,251.52
Changes in equity share capital during FY 2023-24	-	-
As at March 31, 2024	12,51,52,000	1,251.52
Changes in equity share capital during FY 2024-25	-	-
As at March 31, 2025	12,51,52,000	1,251.52

(b) Other Equity
For the year ended March, 2025

(Amount in Lakhs)				
Particulars	Reserves & Surplus		Money Received against Share Warrant	Total equity attributable to Equity Holders
	Securities Premium Account	Surplus / (Deficit) in Statement of Profit and Loss		
As at March 31, 2024	1,334.24	4,022.29	-	5,356.53
Addition during the year	-	-	920.31	920.31
Profit/(Loss) for the year	-	1,381.71	-	1,381.71
Utilised / transferred during the year (for Dividend)	-	-50.06	-	-50.06
Other Comprehensive Income for the year (Net of Taxes)	-	-3.21	-	-3.21
As at March 31, 2025	1,334.24	5,350.73	920.31	7,605.28

For the year ended March, 2024

(Amount in Lakhs)				
Particulars	Reserves & Surplus		Money Received against Share Warrant	Total equity attributable to Equity Holders
	Securities Premium Account	Surplus / (Deficit) in Statement of Profit and Loss		
As at March 31, 2023	1,334.24	2,870.16	-	4,204.40
Addition during the year	-	-	-	-
Profit for the year	-	1,151.75	-	1,151.75
Utilised / transferred during the year	-	-	-	-
Other Comprehensive Income for the year (Net of Taxes)	-	0.39	-	0.39
As at March 31, 2024	1,334.24	4,022.29	-	5,356.53

The significant accounting policies and accompanying notes are an integral part of the standalone financial statements.

For RPR & CO

Chartered Accountants

Sd/-
Raunaq Kankaria
Partner
M No: 138361
FRN: 131964W

Date :26.05.2025
Place: SURAT

Sd/-
Sanjeev Bhatia
Managing Director
DIN: 02063671

Sd/-
Kaushik Haribhai Vegad
Company Secretary

Sd/-
Nikhil Bhatia
Whole Time Director
DIN:02063706

Sd/-
Ravindra Sojal
C.F.O.

BHATIA COMMUNICATIONS & RETAIL (INDIA) LIMITED

CIN: L32109GJ2008PLC053336

132, Dr Ambedkar Shopping Centre Ring Road Surat-395002

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

CASH FLOW STATEMENT FOR THE YEAR ENDED ON 31.03.2025**(Amount in Lakhs)****(Amount in Lakhs)**

		For the Year Ended March 31, 2025	For the Year Ended March 31, 2024
A. CASH FLOW FROM OPERATING ACTIVITIES			
Net Profit Before Tax and Extraordinary Items		1,831.20	1,538.08
Adjustments for:			
Depreciation		179.06	145.39
Financial Costs		175.28	160.97
Interest Income		-206.27	-144.49
Operating Profit before Working Capital Changes		1,979.27	1,699.95
Adjustments for Working Capital Changes:			
Decrease/(Increase) in Inventories		-1,187.29	-676.15
Decrease/(Increase) in Trade Receivable		73.36	-63.30
Decrease/(Increase) in Other Current Assets		-260.37	-889.70
Decrease/(Increase) in Current Tax Assets		-137.24	-
Decrease/(Increase) in Provision (Non Current)		14.94	9.36
Decrease/(Increase) in Provision (Current)		1.15	-292.39
Decrease/(Increase) in Trade Payable		-74.45	358.87
Decrease/(Increase) in Other Non Current Liability		520.60	700.16
Decrease/(Increase) in Other Current Liability(Financial)		0.11	-
Decrease/(Increase) in Other Current Liability		-2.04	27.70
Decrease/(Increase) in Other Current Tax Liabilities		-16.45	16.45
Cash generated from Operations		911.60	890.96
Income Tax Paid		-390.62	-400.96
Adjustments to OCI		-4.29	0.52
Net Cash Flow from Operating Activities	(A)	516.69	490.52
B. CASH FLOW FROM INVESTING ACTIVITIES			
Purchase/Sale of Fixed Assets		-465.61	-330.55
Interest Income		206.27	144.49
Loans & Advances		-549.89	95.96
Net Cash Flow/(Used) From Investing Activities	(B)	-809.24	-90.10
C. CASH FLOW FROM FINANCING ACTIVITIES			
Finance Costs		-175.28	-160.97
Increase in Share Capital		-	-
Increase in Reserves & Surplus		-	-
Dividend Paid		-50.06	-
Proceeds from/(Repayment of) Borrowings (Long-Term)		-54.30	-1.15
Proceeds from/(Repayment of) Borrowings (Short-Term)		-1,234.70	222.30
Money Received Against Share Warrant		920.31	-
Net Cash Flow/(Used) from Financing Activities	(C)	-594.03	60.18
Net Changes in Cash & Cash Equivalents	(A+B+C)	-886.58	460.60
Cash & Cash Equivalents at the beginning of the year		1,552.43	1,091.83
Cash & Cash Equivalents at the end of the year		665.85	1,552.43
Components of the Cash and Cash Equivalents:			
Cash on Hand		663.58	486.42
With Banks - in form of current accounts		2.27	1,066.01
With Banks - in form of demand deposits		-	-

The significant accounting policies and accompanying notes are an integral part of the standalone financial statements.

Note: *The above Statement of Cash Flow has been prepared under "Indirect Method" as set out in Ind AS 7, 'Statement of Cash Flows'.

As per our report of even date

For and on behalf of the Board

For RPR & CO

Chartered Accountants

Sd/-

Raunaq Kankaria

Partner

M No: 138361

FRN: 131964W

Date :26.05.2025

Place: SURAT

Sd/-

Sanjeev Bhatia

Managing Director

DIN: 02063671

Sd/-

Kaushik Haribhai Vegad

Company Secretary

Sd/-

Nikhil Bhatia

Whole Time Director

DIN:02063706

Sd/-

Ravindra Sojal

C.F.O.

NOTE 1

CORPORATE INFORMATION:

Bhatia Communications & Retail (INDIA) Limited is a company domiciled in India and incorporated under the provisions of the Companies Act, 1956. The company is engaged into retail and wholesale distribution business of mobile handsets, tablets, data-cards, mobile accessories, mobile related products, Home appliances and other electronic items. The company caters to the domestic markets. Equity Share of the Company are listed on Bombay Stock Exchange of India Limited.

SIGNIFICANT ACCOUNTING POLICIES:

1. Basis of Preparation of Financial Statements:

a. Compliance with Ind AS

The financial statements are prepared on the accrual basis of accounting and in accordance with the Indian Accounting Standards (hereinafter referred to as the Ind AS) as prescribed under section 133 of the Companies Act, 2013 and other relevant provisions of the Act.

b. Historical cost convention

The financial statements have been prepared on a historical cost basis, except for the following:

- certain financial assets and liabilities that are measured at fair value,
- defined benefit plans - plan assets measured at fair value

2. Summary of significant accounting policies

i. Current and non-current classification

The assets and liabilities reported in the balance sheet are classified on a "current/non-current basis".

An asset is treated as current when it is:

- Expected to be realized or intended to be sold or consumed in normal operating cycle;
- Held primarily for the purpose of trading;
- Expected to be realized within twelve months after the reporting date, or
- Cash or Cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in normal operating cycle;
- It is held primarily for the purpose of trading;
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

All other liabilities are classified as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

Based on the nature of products and the time between the acquisition of assets for processing and their realization in cash and cash equivalents, the company has ascertained its operating cycle as 12 months for the purpose of current/non-current classification of assets and liabilities.

ii. Fair value measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- in the principal market for the asset or liability, or
- in the absence of a principal market, in the most advantageous market for the asset or liability.

The principal or the most advantageous market must be accessible by the Company. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

The fair value measurement of a non-financial asset takes into account market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data is available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

Where required/appropriate, external valuers are involved.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 - Quoted (unadjusted) prices in active market for identical assets or liabilities.
- Level 2 (if level 1 feed is not available/appropriate) - Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.
- Level 3 (if level 1 and 2 feed is not available/appropriate) - Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

For financial assets and liabilities maturing within one year from the Balance Sheet date and which are not carried at fair value, the carrying amount approximates fair value due to the short maturity of these instruments.

The Company recognizes transfers between levels of fair value hierarchy at the end of reporting period during which change has occurred.

iii. Revenue Recognition :

Income and expenditure are recognized and accounted on accrual basis as and when they are earned or incurred. Revenue from sales transaction is recognized as and when the significant risk and reward attached to ownership in the goods is transferred to the buyer. Revenue from sale of goods is recognized on completion of sale of goods and is recorded net of trade discount and rebates and GST is accounted for on exclusive accounting method which does not get included in Sales.

iv. Income tax:

The income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate adjusted by changes in deferred tax assets and liabilities attributable to temporary differences.

Current income tax

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period. The provision for current tax is made at the rate of tax as applicable for the income of the previous year as defined under the Income tax Act, 1961. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provision where appropriate on the basis of amounts expected to be paid to the tax authorities.

Current tax assets and current tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

Deferred tax

Deferred tax is recognized using the Balance Sheet approach on temporary differences at the reporting date arising between the tax bases of assets and liabilities and their carrying amounts for the financial reporting purpose at the reporting date.

Deferred tax assets are recognized to the extent that it is probable that future taxable income will be available against which the deductible temporary differences, unused tax losses, depreciation carry forwards and unused tax credits could be utilized.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilized.

Deferred tax assets and liabilities are measured based on the tax rates that are expected to apply in the period when the asset is realized or the liability is settled, based on tax rates and tax laws that have been enacted or substantively enacted by the reporting date.

v. Impairment of Asset

An impairment loss is charged to the Statement of profit and loss in the year in which an asset is identified as impaired. The impairment loss recognised in prior accounting period is reversed if there has been a change in the estimate of recoverable amount. During the year , there is no impairment of assets.

vi. Cash & Cash Equivalents :

Cash comprises cash on hand and demand deposits with banks. Cash equivalents are term deposit balances, highly liquid investments that are readily convertible into known amounts of cash and which are subject to in significant risk of changes in value

vii. Inventories :

Inventories are being valued as under : (As taken ,Valued and certified by the management)
Traded Goods at Lower of Cost or Net realizable Value.

viii. Financial instruments:

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Financial assets and liabilities are recognised when the Company becomes a party to the contractual provisions of the instrument.

Financial assets:

Classification

The Company classifies its financial assets in the following measurement categories:

- those to be measured subsequently at fair value (either through other comprehensive income, or through the Statement of Profit and Loss), and
- those measured at amortized cost.

The classification depends on the entity's business model for managing the financial assets and the contractual terms of the cash flows.

Initial recognition and measurement

Financial assets are recognized when the Company becomes a party to the contractual provisions of the instrument. Financial assets are recognized initially at fair value plus, in the case of financial assets not recorded at fair value through Profit and Loss, transaction costs that are attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through Profit and Loss are expensed in the Statement of Profit and Loss.

Subsequent measurement

After initial recognition, financial assets are measured at:

Fair value (either through other comprehensive income or through Profit and Loss), or amortized cost.

Debt instruments

Debt instruments are subsequently measured at amortized cost, fair value through other comprehensive income ('FVOCI') or fair value through Profit and Loss ('FVTPL') till de-recognition on the basis of (i) the entity's business model for managing the financial assets and (ii) the contractual cash flow characteristics of the financial asset.

Amortised cost:

Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortized cost. A gain or loss on a debt investment that is subsequently measured at amortized cost is recognized in the Statement of Profit and Loss when the asset is derecognized or impaired. Interest income from these financial assets is included in other income using the effective interest rate method.

Fair Value Through Other Comprehensive Income (FVOCI):

Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest, are measured at FVOCI. Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains or losses, interest revenue and foreign exchange gains and losses which are recognized in the Statement of Profit and Loss. When the financial asset is derecognized, the cumulative gain or loss previously recognized in OCI is reclassified from equity to Statement of Profit and Loss and recognized in other gains/ (losses). Interest income from these financial assets is included in other income using the effective interest rate method.

Fair Value Through Profit and Loss (FVTPL):

Assets that do not meet the criteria for amortized cost or FVOCI are measured at FVTPL. A gain or loss on a debt investment that is subsequently measured at FVTPL is recognized in Statement of Profit and Loss in the period in which it arises. Interest income from these financial assets is recognized in the Statement of Profit and Loss.

Financial liabilities:**Initial recognition and measurement**

Financial liabilities are initially measured at its fair value plus or minus, in the case of a financial liability not at FVTPL, transaction costs that are directly attributable to the issue/origination of the financial liability.

Subsequent measurement

Financial liabilities are classified as measured at amortized cost or FVTPL. A financial liability is classified as at FVTPL if it is classified as held for trading, or it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognized in statement of profit and loss. Other financial liabilities are subsequently measured at amortized cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognized in Statement of profit and loss. Any gain or loss on derecognition is also recognized in statement of Profit and Loss.

De-recognition

A financial liability is derecognized when the obligation specified in the contract is discharged, cancelled or expires.

ix. Property, Plant and Equipment (PPE)

Items of Property, plant and equipment acquired or constructed are initially recognized at historical cost net of recoverable taxes, duties, trade discounts and rebates, less accumulated depreciation and impairment loss, if any. The historical cost of Property, plant and equipment comprises of its purchase price, borrowing costs and adjustment arising for exchange rate variations attributable to the assets, including any cost directly attributable to bringing the assets to their working condition for their intended use. Capital Work-in-Progress represents Property, plant and equipment that are not ready for their intended use as at the reporting date.

Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably.

The Company identifies and determines cost of each component/part of the plant and equipment separately, if the component/part has a cost which is significant to the total cost of the plant and equipment and has useful lives that is materially different from that of the remaining plant and equipment.

The carrying amount of any component accounted for as a separate asset is derecognized when replaced. All other repairs and maintenance are charged to the Statement of Profit and Loss during the year in which they are incurred.

Gains and losses arising from de-recognition of PPE are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the Statement of Profit and Loss when the asset is derecognized.

Depreciation method

Depreciation on fixed assets are provided on Straight line Method in accordance with requirements of Schedule II to the Companies Act, 2013.

x.(i) Intangible Assets

Intangible assets are stated at cost of acquisition net of recoverable taxes, trade discounts and rebates less accumulated amortization/depletion and impairment loss, if any. Such cost includes purchase price, borrowing costs, and any cost directly attributable to bringing the asset to its working condition for the intended use, net changes on foreign exchange contracts and adjustments arising from exchange rate variations attributable to the intangible assets.

Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the entity and the cost can be measured reliably.

Gains or losses arising from de-recognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the Statement of Profit & loss when the asset is derecognized.

(ii) Goodwill

Goodwill represent the excess of consideration transferred over the fair value of the identifiable net assets acquired. Goodwill is measured at cost less accumulated impairment loss if any.

xi. Earnings per Share :

Basic earnings per share is calculated by dividing the net profit after tax for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period and for all periods presented is adjusted for events, such as bonus shares, etc. For the purpose of calculating diluted earnings per share, the net profit for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period is adjusted for the effects of all dilutive potential equity shares.

xii. Employee's Benefit :

Provident Fund and ESIC : Provident fund and ESIC contributions are made as per defined scheme and the contribution is charged to statement of Profit & Loss A/c of the year when it becomes due. The company has no other obligation other than to contribute and deposit to respective authorities.

Short term employee benefits are recognized as an expense in the statement of Profit & Loss A/c for the year in which the related service is rendered.

Long term employee benefit are recognized as an expense in the statement of Profit & Loss A/c for the year in which the employee has rendered service.

The Company's gratuity scheme is a defined benefit plan. The Company's net obligation in respect of the gratuity benefit is calculated by estimating the amount of future benefit that the employees have earned in return for their service in the current and prior periods, that benefit is discounted to determine its present value, and the fair value of any plan assets, if any, is deducted. The present value of the obligation under such benefit plan is determined based on actuarial valuation using the Projected Unit Credit Method. The obligation is measured at present values of estimated future cash flows. The discount rates used for determining the present value are based on the market yields on government securities as at the balance sheet date. Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognized in the period in which they occur directly in other comprehensive income.

xiii. Cash flow statement :

Cash flows are reported using the indirect method, whereby profit / (loss) before extraordinary items and tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.

xiv. Loan, Advances & Security Deposit :

Balances of Loans and Advances, Debtors, Creditor, Banks are subject to confirmation and reconciliation. The company receives advance/ security deviation from it's various franchisee(s) and the same is adjusted against the amount due from them as on the date of balance sheet. The Company also receives deposit from branch partner towards security deposit against stock provided to them and same is shown in balance sheet as other non current liability.

xv. Accounting for Indirect Taxes (GST)

The Company is recording sales and purchases on exclusive method and GST are not passed through the profit and Loss accounts of the company. The Effect of Indirect Taxes (GST) on Sales will be as under:

	As on 31.03.2025		As on 31.03.2024
	(Amount in Lakhs)		(Amount in Lakhs)
Gross Sales	47,910.42	Gross Sales	45,720.48
Less: GST	<u>7,313.78</u>	Less: GST	<u>6,982.74</u>
Net Sales	<u>40,596.63</u>	Net Sales	<u>38,737.74</u>

xvi. Estimates and Assumptions

The key assumptions concerning the future and other key sources of estimation at the reporting date, which may cause material adjustment to The areas involving critical estimates and judgements are:

- Useful lives of Property, plant and equipment and intangibles
- Measurement of defined benefit obligations
- Provision for inventories
- Measurement and likelihood of occurrence of provisions and contingencies
- Impairment of trade receivables
- Deferred Taxes

NOTE 2

a. Property, plant and equipment

(Amount in Lakhs)

PARTICULARS	COMPUTER AND DATA PROCESSING UNIT	ELECTRICAL INSTALLATION AND EQUIPMENTS	FURNITURE & FIXTURE	OFFICE EQUIPMENTS (P&M)	VEHICLES	TOTAL
Gross Carrying Amount at March 31, 2023	128.60	125.05	756.87	146.79	329.62	1,486.94
Additions	11.57	36.90	237.85	25.10	21.86	333.28
Disposals	-	-	-	-	13.97	13.97
Transferred during the year	-	-	-	-	-	-
As at March 31, 2024	140.17	161.95	994.72	171.89	337.51	1,806.24
Additions	15.97	54.61	344.57	17.45	34.93	467.53
Disposals	-	-	-	-	10.55	10.55
Transferred during the year	-	-	-	-	-	-
As at March 31, 2025	156.13	216.56	1,339.29	189.34	361.89	2,263.22
Accumulated Depreciation						
As at March 31, 2023	100.71	45.28	373.43	56.18	133.06	708.66
Depreciation Charge during the year	13.59	12.63	71.14	9.64	38.39	145.39
Disposals	-	-	-	-	11.24	11.24
As at March 31, 2024	114.30	57.91	444.56	65.82	160.21	842.81
Depreciation Charge during the year	15.13	16.48	95.87	10.83	40.75	179.06
Disposals	-	-	-	-	8.63	8.63
As at March 31, 2025	129.44	74.39	540.43	76.65	192.33	1,013.23
Net Carrying Amount As On 31.03.2025	26.70	142.17	798.86	112.70	169.57	1,249.98
Net Carrying Amount As On 31.03.2024	25.86	104.04	550.16	106.07	177.30	963.43

b. Goodwill

(Amount in Lakhs)

Particulars	GOODWILL
Gross Carrying Amount at March 31, 2023	29.00
Additions	-
Disposals	-
Transferred during the year	-
As at March 31, 2024	29.00
Additions	-
Disposals	-
Transferred during the year	-
As at March 31, 2025	29.00
Accumulated Depreciation	
As at March 31, 2023	-
Depreciation Charge during the year	-
Disposals	-
As at March 31, 2024	-
Opening Accumulated Depreciation	-
Depreciation Charge during the year	-
Disposals	-
As at March 31, 2025	-
Net Carrying Amount As On 31.03.2025	29.00
Net Carrying Amount As On 31.03.2024	29.00

PARTICULARS	(Amount in Lakhs)	(Amount in Lakhs)
	As at 31.03.2025	As at 31.03.2024

NOTE 3

FINANCIAL ASSETS

(i) LOANS

Others- Unsecured Considered Good

LOANS AND ADVANCES

1,098.67 582.00

1,098.67 582.00

(ii) OTHER FINANCIAL ASSETS

F.D with HDFC Bank (Marked for Lien)

1,750.41 1,732.18

F.D with SBI Bank (Marked for Lien)

11.30 5.63

SHOP DEPOSIT

135.22 125.89

1,896.92 1,863.70

NOTE 4

DEFERRED TAX ASSETS (NET)

Particulars

Opening Deferred tax liability/(asset)

-17.18 -2.68

Deferred Tax Asset on:

(a) Property Plant and Equipment

-16.09 -11.88

(a) Gratuity

-2.97 -2.62

Closing Deferred tax liability/(asset)

-36.24 -17.18

NOTE 5

INVENTORIES

TRADED GOODS

6,364.90 5,177.61

6,364.90 5,177.61

NOTE 6

TRADE RECEIVABLES

Sundry Debtors

538.12 611.47

538.12 611.47

Trade Receivables ageing schedule as on 31.03.2025

Particulars	Outstanding for following period from Due Date of Payment					(Amount in Lakhs)
	Less Than 6 Month	6 Mohts- 1 Years	1-2 Years	2-3 Years	More Than 3 Years	Total
Undisputed Trade Receivables- Considered Good	287.87	82.08	27.64	0.23	140.29	538.12
Disputed Trade Receivables- Considered Good	-	-	-	-	-	-
Undisputed Trade Receivables- Considered	-	-	-	-	-	-
Disputed Trade Receivables- Considered	-	-	-	-	-	-
TOTAL	287.87	82.08	27.64	0.23	140.29	538.12

Trade Receivables ageing schedule as on 31.03.2024

Particulars	Outstanding for following period from Due Date of Payment					(Amount in Lakhs)
	Less Than 6 Month	6 Mohts- 1 Years	1-2 Years	2-3 Years	More Than 3 Years	Total
Undisputed Trade Receivables- Considered Good	256.27	207.88	7.03	0.12	140.18	611.47
Disputed Trade Receivables- Considered Good	-	-	-	-	-	-
Undisputed Trade Receivables- Considered	-	-	-	-	-	-
Disputed Trade Receivables- Considered	-	-	-	-	-	-
TOTAL	256.27	207.88	7.03	0.12	140.18	611.47

(Amount in Lakhs) (Amount in Lakhs)
As at 31.03.2025 As at 31.03.2024

NOTE 7

CASH AND CASH EQUIVALENTS

CASH ON HAND 663.58 486.42

BANK BALANCES

HDFC-DIVIDEND A/C- UNPAID DIVIDEND 0.75 0.63

BALANCES WITH SCHEDULE BANK 1.53 1,065.38

665.85 1,552.43

NOTE 8

CURRENT TAX ASSETS/(LIABILITIES) -NET

Advance Tax 320.00 220.00

TCS Receivable 9.51 2.70

TDS Receivable 205.81 158.93

Less: Provision for Income Tax -474.93 -398.08

60.39 -16.45

NOTE 9

OTHER CURRENT ASSETS

Deposit With Govt Authority

GST Receivable 373.37 262.13

Other TDS (Reimbursement) 5.57 6.21

Others

Advance to Creditors 758.49 610.71

Prepaid Insurance 12.64 10.65

1,150.07 889.70

NOTE 10

EQUITY SHARE CAPITAL**AUTHORISED**

20,00,00,000 Equity shares of Re 1/- each

P. Y. 20,00,00,000 Equity shares of Re 1/- each

(Amount in Lakhs) (Amount in Lakhs)
As at 31.03.2025 As at 31.03.2024

2,000.00 2,000.00

2,000.00 2,000.00**ISSUED SUBSCRIBED & PAID UP**

12,51,52,000 Equity Shares of Re.1/- each

P. Y. 12,51,52,000 Equity Shares of Re.1/- each

1,251.52 1,251.52

1,251.52 1,251.52**SUBSCRIBED AND FULLY PAID UP CAPITAL**

12,51,52,000 Equity Shares of Re.1/- each

P. Y. 12,51,52,000 Equity Shares of Re.1/- each

1,251.52 1,251.52

1,251.52 1,251.52**SUBSCRIBED BUT NOT FULLY PAID UP CAPITAL**

- -

- -

Reconciliation of Shares**As at 31.03.2025****As at 31.03.2024**

	<u>Equity Shares</u>		<u>Equity Shares</u>	
	<u>Number</u>	<u>In Rs</u>	<u>Number</u>	<u>In Rs</u>
<u>Shares outstanding</u>				
Shares outstanding at beginning of	12,51,52,000	1,251.52	12,51,52,000	1,251.52
Equity share issued during the year	-	-	-	-
Bonus Shares issued during the year	-	-	-	-
Preference share converted into	-	-	-	-
Share bought back during the year	-	-	-	-
Shares outstanding at end of the year*	12,51,52,000	1,251.52	12,51,52,000	1,251.52

Shareholder(s) holding more than 5% shares**As at 31.03.2025****As at 31.03.2024****Equity shares of Re. 1/- each**

	<u>No. of shares held</u>		<u>No. of shares held</u>	
	<u>% of holding</u>		<u>% of holding</u>	
Sanjeev H Bhatia	4,54,76,470	36.34%	4,26,24,400	34.06%
Nikhil Bhatia	4,54,76,470	36.34%	4,83,28,540	38.62%

Shareholdings of Promoters / Promoters Group

<u>Share held by Promoters/Promoters Group at the end of Year</u>				
<u>S. No.</u>	<u>Name</u>	<u>No. of shares</u>	<u>% of holding</u>	<u>% Change during the Year</u>
<u>Promoters</u>				
1	Nikhil Bhatia	4,54,76,470	36.34%	2.28%
2	Sanjeev H Bhatia	4,54,76,470	36.34%	-2.28%
<u>Promoters Group</u>				
1	Hema Sanjeev Bhatia	12,22,660	0.98%	0.00%
2	Garima Nikhil Bhatia	280	0.00%	0.00%
3	Nareshkumar Brijjal Bhatia	260	0.00%	0.00%
4	Kamleshkumari Bhatia	260	0.00%	0.00%
5	Devidayal Jagannath Nandwani	1,70,000	0.14%	0.14%
6	Harsha Kamalkishor Chaudhary	4,800	0.00%	0.00%
7	Shailja Devidayal Nandwani	1,06,000	0.08%	0.00%
TOTAL		9,24,57,200	73.88%	

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

Nil

Unpaid calls

By Directors

Nil

By Officers

Terms / rights attached to shares:

The Equity shares have a face value of Re 1 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.

NOTE 11**OTHER EQUITY*****(i) SECURITIES PREMIUM RESERVE*****Opening balance**

Add: Credited during the year

Less: Utilised during the year

Closing Balance (i)

	(Amount in Lakhs) As at 31.03.2025	(Amount in Lakhs) As at 31.03.2024
Opening balance	1,334.24	1,334.24
Add: Credited during the year	-	-
Less: Utilised during the year	-	-
Closing Balance (i)	1,334.24	1,334.24

(ii) RETAINED EARNING**Opening balance**

(+) Total comprehensive income

(+) Transfer from reserves

(-) Issue of bonus shares

(-) Dividend paid

(-) Transfer to reserves

Closing Balance (ii)

Opening balance	4,022.29	2,870.16
(+) Total comprehensive income	1,378.50	1,152.14
(+) Transfer from reserves	-	-
(-) Issue of bonus shares	-	-
(-) Dividend paid	-50.06	-
(-) Transfer to reserves	-	-
Closing Balance (ii)	5,350.73	4,022.29

Total Other Equity (i+ii+iii)

Total Other Equity (i+ii+iii)	6,684.97	5,356.53
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Nature and Purpose of Reserves:***(i) Securities Premium Reserve***

Securities premium is used to record the premium on issue of shares or debentures. The reserve will be utilised in accordance with the provisions of the Companies Act, 2013.

(ii) Retained Earning

Surplus/ (Deficit) in statement of Profit and Loss represents reserves of the company which includes profit/ (loss) earned every year.

NOTE 12**MONEY RECEIVED AGAINST SHARE WARRANT**

Money Received against Share Warrant

	As at 31.03.2025	As at 31.03.2024
Money Received against Share Warrant	920.31	-
	920.31	-

Terms / rights attached to shares Warrants:

- the Warrants may be exercised into Equity Shares as aforesaid by the Warrant holder(s) at any time before the expiry of 18 (eighteen) months from the date of allotment of the Warrants and a Warrant exercise price equivalent to the 75% of the warrant issue price of the Equity Shares i.e. Rs. 17.8125 shall be payable by the Warrant holder(s) at the time of exercising
- the Warrant holder will be required to make further payments equivalent to 75% (seventy-five percent) of the Warrants Issue Price at the time of exercise of the right attached to the Warrant(s), to convert all the outstanding Warrant(s) and subscribe to Equity Share(s) of the Company ("Warrant Exercise Amount").
- the Equity Shares to be allotted on exercise of the Warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company and shall rank pari passu with the then existing Equity Shares of the Company in all respects including the payment of dividend and voting rights;
- the Equity Shares allotted upon conversion of the Warrants shall be listed on the Stock Exchange(s) where the existing equity shares of the Company are listed, subject to the receipt of necessary permissions or approvals as the case may be;
- the Warrants shall not carry any voting rights until they are converted into Equity Shares and the Warrants by itself, until exercised and converted into Equity Shares, shall not give the Warrant holders any rights with respect to that of an equity
- The right attached to the Warrants may be exercised by the Warrant holder, in one or more tranches, at any time on or before the expiry of 18 (eighteen) months from the date of allotment of the Warrants by issuing a written notice ("Conversion Notice") to the Company specifying the number of Warrants proposed to be converted and the date designated as the specified conversion date ("Conversion Date"). The Company shall accordingly, without any further approval from the Members, allot the corresponding number of Equity Shares in dematerialized form on the Conversion Date mentioned in the Conversion Notice, subject to receipt of the relevant Warrant Exercise Amount by the Warrant holder to the designated bank account of the Company;
- the tenure of the Warrants shall not exceed 18 (eighteen) months from the date of allotment of the Warrants. If the entitlement against the Warrants to apply for the equity shares of the Company is not exercised by the Warrant holder within the aforesaid period of 18 (eighteen) months, the entitlement of the Warrant holder to apply for Equity Shares of the Company along with the rights attached thereto shall expire and any amount paid by the Warrant holder on such Warrants shall stand forfeited by the Company;
- the Warrants allotted in terms of this resolution and the resultant equity shares arising on exercise of rights attached to such Warrants shall be subject to lock-in as specified in the provisions of Chapter V of the SEBI ICDR Regulations;
- the pre-preferential allotment shareholding of the Proposed Allottees, if any, in the Company shall be subject to lock-in as specified in the provisions Regulation 167 and other Regulations of Chapter V of the SEBI ICDR Regulations
- The Warrants shall be exercised in a manner that is in compliance with the minimum public shareholding norms prescribed for the Company under the LODR Regulations and the Securities Contracts (Regulation) Rules, 1957.
- The Company has issued 1,55,00,000 numbers of share warrants at Rs. 23.75/- per share warrant, against which 25% of the amount, i.e. Rs. 9,20,31,250 has been received in the current year

	(Amount in Lakhs) As at 31.03.2025	(Amount in Lakhs) As at 31.03.2024
NOTE 13		
<u>BORROWINGS: NON- CURRENT</u>		
<u>UNSECURED LOAN</u>		
LOANS FROM DIRECTOR / RELATED PARTY	-	40.07
<u>SECURED LOAN (Current Maturity is shown in Note Number 16)</u>		
CAR LOAN FROM HDFC BANK - BMW X4 (New Loan)	-	14.24
(Car Loan from HDFC Bank of Rs. 58,00,000 by hypothecation of the car purchased. The Loan amount is repayable in 39 monthly equal installment of Rs 1,69,112 (including interest) commencing from Nov 2022 to Jan 2026)		
	-	54.30
NOTE 14		
<u>PROVISIONS: NON- CURRENT</u>		
<u>PROVISION FOR EMPLOYEE BENEFITS</u>		
PROVISION FOR GRATUITY	66.56	51.62
	66.56	51.62
NOTE 15		
<u>OTHER NON- CURRENT LIABILITIES</u>		
<u>DEPOSIT</u>		
BRANCH PARTNER DEPOSIT	2,049.47	1,528.87
	2,049.47	1,528.87
NOTE 16		
<u>BORROWINGS- CURRENT</u>		
<u>LOAN FROM BANKS:</u>		
<u>SECURED:</u>		
HDFC BANK LTD- 0043 (GJ)	696.53	1,938.44
HDFC BANK LTD- 5731 (MH)	113.27	91.91
(Bank O.D of Rs 14 Crore and 1.5 Crore and Cash Credit of Rs 10 Crore)		
(Secured against Stock, Debtor, PG, FD, Current Assets - Other FDR as collateral and Property held in the name of Director and Relative and personal gurantee of Director and Relative)		
<u>CURRENT MATURITIES OF LONG TERM DEBT:</u>		
CAR LOAN FROM HDFC BANK	-	10.18
(Car Loan from HDFC Bank of Rs. 40,40,000 secured by hypothecation of the Car purchased. The Loan amount is repayable in 39 monthly equal installments of Rs 1,16,491 (including interest) commencing from Oct 2021 to Dec 2024.)		
CAR LOAN FROM HDFC BANK - BMW X4 (New Loan)	16.31	20.29
	826.12	2,060.82

NOTE 17

TRADE PAYABLES

SUNDRY CREDITORS FOR GOODS
CREDITORS FOR EXPENSES

(Amount in Lakhs) (Amount in Lakhs)
As at 31.03.2025 As at 31.03.2024

1,204.10 1,298.26
56.05 36.34

1,260.14 1,334.60

Trade Payables aging schedule as on 31.03.2025

Particulars	Outstanding for following periods from due date of payment				Amount in Rs.
	Less Than 1 Years	1-2 Years	2-3 Years	More Than 3 Years	Total
(i) MSME	152.20	2.16	-	-	154.36
(ii) Others	920.83	12.00	2.93	170.03	1,105.79
(iii) Disputed Dues- MSME	-	-	-	-	-
(iii) Disputed Dues- Others	-	-	-	-	-
TOTAL	1,073.03	14.16	2.93	170.03	1,260.14

Trade Payables aging schedule as on 31.03.2024

Particulars	Outstanding for following periods from due date of payment				Amount in Rs.
	Less Than 1 Years	1-2 Years	2-3 Years	More Than 3 Years	Total
(i) MSME	787.07	-	-	-	787.07
(ii) Others	235.83	-	-	311.70	547.53
(iii) Disputed Dues- MSME	-	-	-	-	-
(iii) Disputed Dues- Others	-	-	-	-	-
TOTAL	1,022.89	-	-	311.70	1,334.60

NOTE 18

OTHER FINANCIAL LIABILITIES

UNPAID DIVIDEND (2019-20) 0.44 0.44
UNPAID DIVIDEND (2020-21) 0.05 0.05
UNPAID DIVIDEND (2021-22) 0.14 0.14
UNPAID DIVIDEND (2024-25) 0.11 -
0.75 0.63

NOTE 19

OTHER CURRENT LIABILITIES

Statutory Dues Payable 23.93 19.98
Other Expenses Payable 1.74 7.72
25.66 27.70

NOTE 20

PROVISIONS - CURRENT**PROVISION FOR EMPLOYEE BENEFIT**

PROVISION FOR GRATUITY 4.62 3.47
4.62 3.47

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

132, Dr Ambedkar Shopping Centre Ring Road Surat-395002

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

SCHEDULES FORMING PART OF STATEMENT OF PROFIT AND LOSS

PARTICULARS	(Amount in Lakhs)	(Amount in Lakhs)
	As at 31.03.2025	As at 31.03.2024
NOTE 21		
REVENUE FROM OPERATION		
SALE OF GOODS(Net)	40,596.63	38,737.74
<i>Other</i>		
DEBIT NOTE A/C	3,795.69	2,787.11
CREDIT NOTE	-120.59	-145.46
	44,271.74	41,379.39
NOTE 22		
OTHER INCOME		
COMMISSION INCOME/(REVERSE)	-4.10	4.11
OTHER INCOME	0.62	0.55
VATAV KASAR A/C	-5.97	-1.02
INTEREST RECEIVED	206.27	144.49
INSURANCE CLAIM RECEIVED	-	12.52
	196.83	160.64
NOTE 23		
INCREASE (DECREASE) IN INVENTORY		
OPENING STOCK	5,177.61	4,501.46
LESS: CLOSING STOCK	6,364.90	5,177.61
	-1,187.29	-676.15
NOTE 24		
EMPLOYEE BENEFIT EXPENSES		
BONUS & INCENTIVES EXPENSES	23.33	20.65
DIRECTORS REMUNERATION	108.00	48.00
E.P.F. & E.S.I.	0.80	0.80
SALARY EXPENSES	662.16	409.20
STAFF WELFARE	0.08	-
GRATUITY	11.80	10.41
	806.17	489.06
NOTE 25		
FINANCIAL COSTS		
BANK CHARGES A/C	1.55	0.98
CARD SWAPING CHARGES	104.22	54.81
BANK INTEREST A/C.	62.75	97.58
INTEREST ON SECURED LOAN	2.39	4.69
INTEREST ON GST	1.40	-
LOAN PROCESSING CHARGES	2.98	2.91
	175.28	160.97

<u>NOTE 26</u>	(Amount in Lakhs) As at 31.03.2025	(Amount in Lakhs) As at 31.03.2024
OTHER EXPENSES		
PAYMENT TO AUDITOR:		
AS AUDITOR	0.35	0.35
AS TAX AUDITOR	0.15	0.15
RATES & TAXES:		
PROFESSIONAL TAX A/C	1.63	0.52
SMC TAXES	16.38	16.43
RENT	517.45	449.58
REPAIR & MAINTENANCE	54.23	57.89
MISCELLANEOUS EXPENSES:		
ADVERTISEMENT EXP.	62.59	59.82
BAD DEBTS A/C	-	9.39
COMMISSION EXPENSES	749.32	528.04
COMPUTER EXPENSES	7.90	0.61
CSR/DONATION EXPENSE	22.42	16.00
DISCOUNT A/C	15.92	-1.52
ELECTRICITY EXPENSES	131.88	125.61
FREIGHT CHARGES	0.29	0.09
GST EXPENSE	5.77	0.07
GST PENALTY	0.00	-
INCENTIVE TO SALES PERSON	2.24	5.03
INTEREST ON TDS/TCS	0.09	0.29
INSURANCE EXPENSE	16.20	12.67
LEGAL & CONSULTING EXP	64.91	41.17
LOSS ON THEFT OF GOODS	2.05	-
LOSS ON SALE OF CAR	0.72	0.26
MOBILE BILLS EXP.	2.90	2.11
MEMBERSHIP FEES	2.85	-
PINE LABS PROCESSING CHARGE	4.73	3.83
POSTAGE & COURIER EXP.	11.40	10.81
PRINTING & STATIONARY A/C	5.55	5.68
ROC FEES	5.52	-
ROUND OFF	-0.08	0.02
SHOP MAINTENANCE	0.17	-
SHOP EXPENSES	118.84	100.50
SECURITY EXP	2.53	3.06
TRAVELLING EXPENSES	39.78	61.53
FOREIGN TRAVELLING EXPENSES	134.14	67.01
VEHICLE EXPENSE	22.16	20.77
INTERNET & VPN CONNECTION EXPENSES	5.36	3.50
WEBSITES EXPENSES	-	0.15
	2,028.34	1,601.40

Other Notes 27**a. Related Party Discourses (As identified by management) :**

(i)The disclosures of transactions with the related parties as required by IND AS 24 "Related Party Disclosures" 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)
Nikhil Harbanslal Bhatia (Executive Director)
Kamleshkumari Harbanslal Bhatia (Non- executive Director)
Rashmi Kapil Arora (Independent Woman Director)
Arpit Arunkumar Jain (Independent Director)
Rachit Naresh Narang (Independent Director)
Kaushik haribhai Vegad (Company Secretary)
Ravindra Sojal (Chief Financial Officer)

Relatives of KMP & Director

Garima Bhatia	Roshani Ravindra Sojal
Hema Bhatia	Ashok Tandan
Naresh Bhatia	Pramod Tandan
Arsh Bhatia (Minor)	Kapil Arora
Jetr Bhatia (Minor)	Arunbhai Jain
Parishi Bhatia	Hansa Jain
Surabhi Agarwal	Naresh Narang
Madhu Agarwal	Manjuben Narang
Omprakash Agarwak	Nishaben Kaushik Vegad
Vivek Agarwal	Kiaan Kaushik Vegad (Minor)
Arunrao Sojal	Haribhai Kanjibhai Vegad
Vimlaben Sojal	Kantaben Hribhai Vegad
Harshita Sojal	Naresh Haribhai Vegad
Krunal Ravindra Sojal	

Enterprises owned or significantly influenced by KMP or their relatives:

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

(ii) Transaction during the year with the related parties and closing balances as on 31.03.2025

(Amount in Lakhs)

Nature of Transaction	Value of Transaction		
	Key Managerial Personnel (KMP) & Director	Relatives of KMP & Director	Enterprises owned or significantly influenced by KMP or their relatives
Loans Acccepted	-	-	-
Loans Repaid	40.07	-	-
Interest Paid	-	-	-
Director Remuneration	108.00	-	-
Salary Expenses	11.95	34.80	-
Rent	28.65	6.90	8.25
Purchase	-	-	2,364.19
Sale	10.55	-	-
Money Received against Share Warrant	-	296.88	-
Advance Given	-	-	200.00
Advance Return	-	-	100.00

* Purchase and Sales are inclusive of GST

Nature of Transaction	Closing Balances		
	Key Managerial Personnel (KMP) & Director	Relatives of KMP & Director	Enterprises owned or significantly influenced by KMP or their relatives
Unsecured Loan	-	-	-
Remuneration, Rent & Salary	8.63	0.49	-
Purchase	-	-	-22.61
Sale	-	-	140.18
Advance Given	-	-	485.00

* Amount Received against share warrants has not been considered in the closing balance

b. Break-Up of auditors remuneration :

	(Amount in Lakhs) 01 Apr 2024 to 31 Mar 2025	(Amount in Lakhs) 01 Apr 2023 to 31 Mar 2024
As Auditor	0.35	0.35
Tax Audit	0.15	0.15
TOTAL:	0.50	0.50

c. Dividend

	For the Year Ended 31.03.2025	For the Year Ended 31.03.2024
(a) Final Dividend for the Year 2023-24, Re 0.01 per Equity Share having face value of Re. 1 each	12.52	-
(b) Interim Dividend for the Year 2024-25, Re 0.01 per Equity Share having face value of Re. 1 each in Quarter 1	12.52	-
(c) Interim Dividend for the Year 2024-25, Re 0.01 per Equity Share having face value of Re. 1 each in Quarter 2	12.52	-
(d) Interim Dividend for the Year 2024-25, Re 0.01 per Equity Share having face value of Re. 1 each in Quarter 3	12.52	-
	50.06	-

(e) Proposed Dividend on Equity Share not recognised as liability 12.52

The Board has recommended final dividend of Re 0.01 per equity share having face value of Re. 1/- each for the financial year 2024-25 subject to approval at the ensuing General Meeting of the Company and hence is not recognised as liability.

d. Corporate Social Responsibility (CSR) expenditure

As per section 135 of the Companies Act, 2013, amount required to be spent by the Company during the year ended March 31, 2025 is as per details given below.

	(Amount in Lakhs)
(i) Amount required to be spent by the company during the year	22.52
(ii) Surplus of the Previous Year	0.24
(iii) Net Amount required to be spent by the company during the year Current (i-ii)	22.27
(iv) Amount of Expenses incurred during the current Year	22.31
(v) Surplus of the Current F.Y. (iv-iii)	0.04
(vi) Shortfall at the end of the year	Nil
(vii) Total of Previous Year Shortfall	Nil
(viii) Reason for Shortfall	NA
(ix) Nature of CSR Activities	Promoting Health Care
(x) Related Party Transaction	No Related party transaction

e. Foreign currency transactions

Income in Foreign Currency (Rs.)	Nil
Expenses in foreign currency (Rs.)	Nil

f. 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 end of the year	The amount of further interest remaining due and payable in the succeeding
154.36	NIL	NIL	NIL	NIL

Identification of micro and small enterprises is based on intimation received from vendors

g. Basic & Diluted EPS

	(Amount in Lakhs)	
	01 Apr 2024 to 31 Mar 2025	01 Apr 2023 to 31 Mar 2024
Basic:		
Profit after tax as per accounts	1,381.71	1,151.75
Weighted average number of shares outstanding	12,51,52,000	12,51,52,000
Basic EPS	1.104	0.920
Diluted:		
Profit after tax as per accounts	1,381.71	1,151.75
Weighted average number of shares outstanding	12,51,52,000	12,51,52,000
Add: Weighted average no. of potential equity shares	1,55,00,000	-
Weighted average no. of shares o/s for diluted EPS	14,06,52,000	12,51,52,000
Diluted EPS	0.982	0.920

- h. 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.
- i. **Reclassification note:** Figures pertaining to the previous years/period have been regrouped/rearranged, reclassified and restated wherever considered necessary, to make them comparable with those of current year/period.
- j. **Subsequent events:** There are no other subsequent events that occurred after the reporting date.
- k. **Unforeseeable losses:** The Company has a process whereby periodically all long-term contracts (including derivative contracts) are assessed for material foreseeable losses. At the year end, the Company did not have any long-term contracts (including derivative contracts) for which there were any material foreseeable losses.
- l. **Authorisation of financial statements:** The financial statements for the year ended 31st March, 2025 were approved by the Board of Directors on 26th May, 2025.
- m. **Segment Reporting:** The Company has evaluated its Operating segment in accordance with IndAS 108 and has concluded that it is engaged in a single operating segment.

n. Provisions and contingent liabilities

Provisions

Provisions are recognized when there is a present legal or constructive obligation as a result of a past events, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and there is a reliable estimate of the amount of the obligation.

Contingencies

Contingent liabilities are disclosed in the Notes to the financial statements. Contingent liabilities are disclosed for :-

- when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company, or
- a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount cannot be made.

Contingent Liabilities; *HDFC Bank Ltd had given Guarantee of Rs 2.5 Crore to Xiaomi Technology India Private Limited on behalf the company against Hypothecation of Stock & Book Debts of the Company and Lien Mark of Fixed Deposit.*

**o. Employee's Benefit :
Actuarial Assumption**

Particulars	Gratuity(F.Y.2024-25)	Gratuity(F.Y.2023-24)
Discount Rate (Per annum)	7.00% per annum	7.25% per annum
Salary Growth Rate	5.00% per annum	5.00% per annum
Retirement Age	65 Years	65 Years
Mortality	IALM 2012-14	IALM 2012-14
Withdrawal Rate	5.00% per annum	5.00% per annum

Table Showing Present Value of Obligation

(Amount in Lakhs)

Period	01-04-2024 to 31-03-2025	01-04-2023 to 31-03-2024
Present Value of Obligation at the beginning of the Period	55.09	45.20
Interest Cost	3.99	3.39
Current Service Cost	7.81	7.02
Past Service Cost	-	-
Benefits Paid (if any)	-	-
Actuarial (gain)/loss	4.29	-0.52
Present Value of Obligation at the end of the Period	71.18	55.09

Amount Recognised in the Balance Sheet

(Amount in Lakhs)

Period	As on 31-03- 2025	As on 31-03- 2024
Present Value of Obligation at the end of the Period	71.18	55.09
Fair Value of plan assets at the end of period	-	-
Net Liability/(asset) recognized in Balance Sheet and related analysis	71.18	55.09
Funded Status- Surplus/ (Deficit)	-71.18	-55.09

Expense recognized in the statement of Profit and Loss:

(Amount in Lakhs)

Period	01-04-2024 to 31-03-2025	01-04-2023 to 31-03-2024
Interest Cost	3.99	3.39
Current Service Cost	7.81	7.02
Past Service Cost	-	-
Expected Return on plan asset	-	-
Expenses to be recognized in P&L	11.80	10.41

Other comprehensive (income) / expenses (Remeasurement)

(Amount in Lakhs)

Period	01-04-2024 to 31-03-2025	01-04-2023 to 31-03-2024
Cumulative unrecognized actuarial(gain)/loss opening. B/F	-7.44	-6.92
Actuarial (gain)/loss - obligation	4.29	-0.52
Actuarial (gain)/loss - plan assets	-	-
Total Actuarial (gain)/loss	4.29	-0.52
Cumulative total actuarial(gain)/loss. C/F	-3.15	-7.44

Maturity Profile of Defined Benefit Obligation: Maturity analysis of benefit obligations.

(Amount in Lakhs)

01 Apr 2025 to 31 Mar 2026	4.62
01 Apr 2026 to 31 Mar 2027	1.11
01 Apr 2027 to 31 Mar 2028	1.13
01 Apr 2028 to 31 Mar 2029	2.31
01 Apr 2029 to 31 Mar 2030	1.05
01 Apr 2030 Onwards	60.96

Sensitivity Analysis Gratuity Plan

Sensitivity Analysis: Significant actuarial assumptions for the determination of the defined benefit obligation are discount rate and expected salary increase rate. Effect of change in mortality rate is negligible. Please note that the sensitivity analysis presented below may not be representative of the actual change in the defined benefit obligation as it is unlikely that the change in assumption would occur in isolation of one another as some of the assumptions may be correlated. The results of sensitivity analysis are given below:

Period	As on : 31-03-2025 (Amount in Rs.)
Defined Benefit Obligation (Base)	71,18,484 @ Salary Increase Rate : 5%, and discount rate :7%
Liability with x% increase in Discount Rate	63,64,067; x=1.00% [Change (11)%]
Liability with x% decrease in Discount Rate	80,27,455; x=1.00% [Change 13%]
Liability with x% increase in Salary Growth Rate	80,36,737; x=1.00% [Change 13%]
Liability with x% decrease in Salary Growth Rate	63,44,194; x=1.00% [Change (11)%]
Liability with x% increase in Withdrawal Rate	72,83,790; x=1.00% [Change 2%]
Liability with x% decrease in Withdrawal Rate	69,26,516; x=1.00% [Change (3)%]

OTHER REGULATORY NOTES

- a. The Company does not have any benami property, where any proceeding has been initiated or pending against the company for holding any Benami Property.
- b. The Company does not have any transactions with companies struck off.
- c. The Company has registered charges or satisfaction which are in the name of company with ROC within statutory period.
- d. The company have not traded or invest in Crypto currency or Virtual currency during the financial year.
- e. The company have not advanced or given loan or invested fund (either borrowed fund or share premium or any other sources or kind of funds) to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
(i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or
(ii) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
- f. The company have not received any fund from any person(s) or entity(ies), including foreign entities (Funding party) with the understanding (whether recorded in writing or otherwise) that the company shall:
(i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
(ii) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
- g. The company does not have any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessment under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961)
- h. The company has not been declared as Wilful defaulter by the Banks, Financial institution or other lenders.
- i. The Company has complied with the number of layers prescribed under clause (87) of section 2 of the Companies Act, 2013 read with Companies (Restriction on number of Layers) Rules, 2017.
- j. The Company does not has any immovable property (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee), whose title deeds are not held in the name of company.
- k. The Company does not has revalued its Property, Plant & Equipments (including Right-of-use Assets) and intangible assets during the year.
- l. The Company has not granted any loan or advances in nature of loans to directors, promoters, KMPs, and the Related Parties during the year either jointly or severally whether repayable on demand or without specifying any terms or period.
- m. The Quarterly return or statements (Stock Statement) of current assets filed by the company with banks or financial institutions are in agreement with the books of accounts.

For RPR & CO
Chartered Accountants

For and on behalf of the Board

Sd/-
Raunaq Kankaria
Partner
M No: 138361
FRN: 131964W

Sd/-
Sanjeev Bhatia
Managing Director
DIN: 02063671

Sd/-
Nikhil Bhatia
Whole Time Director
DIN:02063706

Date :26.05.2025
Place: SURAT

Sd/-
Kaushik Haribhai Vegad
Company Secretary

Sd/-
Ravindra Sojal
C.F.O.

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	(Amount in Lakhs)	
DEFERRED TAX LIABILITIES AS ON 31.03.2025	31.03.2025	31.03.2024
WDV as per Books	1,249.98	963.43
WDV as per IT Act	1,313.91	1,010.63
	-63.93	-47.20
Deferred Tax Liability @ 25.168%	-16.09	-11.88
	-16.09	-11.88
DEFERRED TAX ASSETS AS ON 31-03-2025		
- On provision for Gratuity	11.80	10.41
	11.80	10.41
Provision for Employees Benefit	2.97	2.62
	2.97	2.62
Net deferred tax liability/(asset)	-19.06	-14.50
Add: Deferred Tax Asset due to Ind-AS	-	-
	-	-
Net Deferred Tax Liability/(Assets) as on 31-03-2025	-19.06	-14.50
Deferred Tax Liability/Asset as on Previous Year	17.18	2.68
Additional Provision for Deferred Tax Assets or Liability	19.06	14.50
Additional Provision for Deferred Tax Asset due to Ind-AS	-	-
Net deferred Tax Liability/(Assets) as on 31.03.2025	36.24	17.18

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Fair value measurements

Financial instruments by category	March 31, 2025			March 31, 2024		
	FVTPL	FVTOCI	Amortised cost	FVTPL	FVTOCI	Amortised cost
Financial assets						
Trade Receivables	-	-	538.12	-	-	611.47
Cash and Cash Equivalents	-	-	665.85	-	-	1,552.43
Other Financial Assets	-	-	2,995.59	-	-	2,445.70
Total financial assets	-	-	4,199.55	-	-	4,609.60
Financial liabilities						
Borrowings	-	-	826.12	-	-	2,115.13
Trade Payable	-	-	1,260.14	-	-	1,334.60
Other Financial Liabilities	-	-	0.75	-	-	0.63
Total financial liabilities	-	-	2,087.01	-	-	3,450.36

Fair value hierarchy

The fair value hierarchy is based on inputs to valuation techniques that are used to measure fair value that are either observable or unobservable and consists of following:

Levels of Hierarchy:

Level 1: Category includes financial assets and liabilities, that are measured in whole or in significant part by reference to published quoted price (unadjusted) in an active market.

Level 2: Category includes financial assets and liabilities measured using a valuation technique based on assumptions that are supported by prices from observable current market transactions. These include assets and liabilities for which pricing is obtained via pricing services, but where prices have not been determined in an active market, financial assets with fair values based on broker quotes and assets that are valued using the Company's own valuation models whereby the material assumptions are market observable. The majority of Company's over-the-counter derivatives and several other instruments not traded in active markets fall within this category

Level 3: Category includes financial assets and liabilities measured using valuation techniques based on non market observable inputs. This means that fair values are determined in whole or in part using a valuation model based on assumptions that are neither supported by prices from observable current market transactions in the same instrument nor are they based on available market data. However, the fair value measurement objective remains the same, that is, to estimate an exit price from the perspective of the Company. The main asset classes in this category are unlisted equity investments as well as unlisted funds.

Note: We have identified all our Financial assets and liabilities in **Level-3** as per fair value hierarchy.

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Financial ratios

Ratios	Methodology	Variance	As at	
			31.03.2025	As at 31.03.2024
1 Current Ratio	Current assets/Current liabilities	73.48%	4.15	2.39
2 Debt Equity Ratio	Total debt/Shareholders Equity	-70.86%	0.09	0.32
3 Debt Service Coverage Ratio	Earning available for Debt Service/ Interest exp + Principal repayment	50.73%	20.28	13.45
4 Return On Equity Ratio	PAT-Preference Share dividend (if any)/Average Shareholders Fund**	-6.42%	0.18	0.19
5 Inventory Turnover Ratio	Cost of Goods Sold/Average inventory	-12.03%	6.84	7.77
6 Trade Receivables Turnover Ratio	Net Sales / Average Trade Receivable	7.93%	77.02	71.37
7 Trade Payables Turnover Ratio	Net Purchases/Average trade payable	-10.23%	31.32	34.89
8 Net Capital Turnover Ratio	Net Sales/ Average Working Capital	-8.14%	6.20	6.75
9 Net Profit Ratio	Net profit after tax/ Net Sales × 100	12.13%	3.12%	2.78%
10 Return On Capital Employed	Profit before Interest and Tax/Capital Employed × 100	-11.29%	18.29%	20.61%
11 Return On Investment	C.Y. -Interest on Loan & advances & FD/Monthly Average Balance of Loan/FD P.Y. - Profit before Interest and Tax/Capital Employed × 100	-60.06%	8.23%	20.61%

Explanation for variances exceeding 25%

- The Current Ratio has increased because the company has used less of its overdraft and cash credit limit this year, resulting in lower current liabilities, which in turn has increased the current ratio.
- The Debt equity ratio has decreased because the company has used less Overdraft and cash credit limit this year.
- The Debt Service ratio has increased due to the company's higher earning in the current year and reduction in debt.
- Return on investment has decreased on account of change in methodology in current year.

Notes:

		(Amount in Rs.) As at 31.03.2025	(Amount in Rs.) As at 31.03.2024
a. Average shareholders fund	(Opening shareholders fund+Closing shareholders fund)/2	77,32,42,965	60,31,98,612
b. Cost of goods sold	(Opening stock+ Purchases- Closing stock)	3,94,48,52,572	3,76,05,13,980
c. Average inventory	(Opening stock+Closing stock)/2	57,71,25,599	48,39,53,891
d. Average Trade receivable	(Opening trade receivable+Closing trade receivable)/2	5,74,79,474	5,79,82,446
e. Average Trade payable	(Opening trade payable+Closing trade payable)/2	12,97,37,129	10,97,20,315
f. Working Capital	Current Assets-Current Liability(Excluding short term borrowing)	74,88,14,979	68,48,36,536
g. Average Working Capital	(Opening Working Capital+ Closing Working Capital)/2	71,68,25,758	61,51,44,072
h. Capital Employed	Total assets- Current liabilities	1,09,72,83,660	82,42,84,504

For RPR & CO

Chartered Accountants

For and on behalf of the Board

Sd/-

Raunaq Kankaria

Partner

M No: 138361

FRN: 131964W

Date :26.05.2025

Place: SURAT

Sd/-

Sanjeev Bhatia
Managing Director
DIN: 02063671

Sd/-

Nikhil Bhatia
Whole Time Director
DIN:02063706

Sd/-

Kaushik Vegad
Company Secretary

Sd/-

Ravindra Sojal
C.F.O.

ELECTRONIC VOTING PARTICULAR

EVEN (E VOTING EVENT NUMBER)
134465

E-Voting shall start on Sunday, 27th July, 2025 (9:00 a.m. IST) and will remain open till Tuesday, 29th July, 2025 (5:00 p.m. IST).

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.

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