

Bhatia Communications & Retail (India) Limited

BHATIA'S
The mobile one stop shop

CIN: L32109GJ2008PLC053336

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

Date: 25/09/2018

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

Script ID/ Code : BHATIA/540956

Subject : Annual Report for the year ended as on 31st March, 2018

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

Dear Sir/ Madam,

Pursuant to Regulation 34(1) of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, we are enclosing herewith Annual Report of the company for the financial year 2017-18 approved by the members at its meeting held on 25th September, 2018.

This is for your information and record.

Thanking You.

Yours Faithfully,

For Bhatia Communications & Retail (India) Limited



Avani Karansingh Chaudhari
(Company Secretary and Compliance Officer)
PLACE: SURAT



Encl.: Annual Report

BHATIA'S[®]
The mobile one stop shop



Bhatia Communications & Retail (India) Limited

Annual Report | March 2018

Bhatia Communications & Retail (India) Limited By Numbers



96
No of Stores



38,0000
Total Area (sq. ft.)



1,0000 +
Technical Expert



Rs. 1,670
Total Revenue (Mn)



2,00,000 +
Satisfied Customer



15+
Years of Experience

CORPORATE INFORMATION

BOARD OF DIRECTORS

Mr. Sanjeev Harbanslal Bhatia	- Chairman and Managing Director
Mr. Nikhil Harbanslal Bhatia	- Whole-time Director
Mr. Harbanslal Brijlal Bhatia	- Whole-time Director
Mrs. Rashmi Kapil Arora	- Non-Executive Independent Director
Mr. Aript Arunkumar Jain	- Non-Executive Independent Director
Mr. Rachit Naresh Narang	- Non-Executive Independent Director

COMPANY SECRETARY & COMPLIANCE OFFICER

CS Avani Karansingh Chaudhari

STATUTORY AUDITOR

R Kejriwal & Co.

Chartered Accountant

2, Aastha, 2/906, Hira Modi Sheri, Opp.

Gujarat Samachar Press, Ring Road, Surat,
395002

Ph. No. 0261- 2355984

REGISTER & TRANSFER AGENT

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

REGISTERED OFFICE

132, Dr. Ambedkar Shopping Center, Ring Road,
Surat- 395002.

Ph. No.: 0261-2349892

Email: info@bhatiamobile.com

Website: www.bhatiamobile.com

BANKER TO THE COMPANY

HDFC Bank Limited

Rajkot Nagrik Sahakari Bank Ltd

10TH ANNUAL GENERAL MEETING

Date: 25th September, 2018

Time: 11:00 A.M.

Venue: 132, Dr. Ambedkar Shopping Centre,
Ring Road, Surat 395002

AUDIT COMMITTEE

Arpit Arunkumar Jain	- Chairman
Rashmi Kapil Arora	- Member
Sanjeev Harbanslal Bhatia	- Member

NOMINATION & REMUNERATION COMMITTEE

Arpit Arunkumar Jain	- Chairman
Rashmi Kapil Arora	- Member
Rachit Naresh Narang	- Member

STAKEHOLDER'S SHAREHOLDERS & INVESTOR GRIEVANCES COMMITTEE

Rashmi Kapil Arora	- Chairman
Arpit Arunkumar Jain	- Member
Sanjeev Harbanslal Bhatia	- Member

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Chairman's Message:



Dear Shareholders,

I am feeling delighted to share with you our Company's performance during the year under review; and provide key developments of the Retail industry.

India is the second largest populated country in the world, one of the fastest growing major economies, one of the most under consumed population clusters and organized retail accounting for only about 7% of the Indian retail sector. This gap and potential creates a huge opportunity for our company to gain footprints.

As per IBEF, India is currently the world's second-largest telecommunications market with a subscriber base of 1.20 bn and has registered strong growth in the past decade and half. The mobile industry is expected to create a total economic value of Rs 14 tn by 2020. Rise in mobile-phone penetration and decline in data costs will add 500 mn new internet users in India over the next five years. The monthly data usage per smart phone in India is expected to increase from 3.9 GB in 2017 to 18 GB by 2023. Thus, we are well positioned to grab this opportunity and fuel the future growth engine for the Company.

In addition to implementation of GST, we believe an increase in Minimum Support Prices for crops, government's focus on agriculture, stable monsoons, the government focusing on public health cover (expected to translate into higher disposable incomes), stronger consumption thrust and job creation at the grassroots are factors that could drive retail consumption in Tier 2 cities.

At Bhatia Communication and Retail, it's all about creation of value. Value creation at "The Bhatia Mobile" happens due to constant efforts towards building stronger capabilities, gaining a competitive edge over peers and consistency in our growth strategies. Due to these consistent efforts, we have outperformed the long-term sectorial growth curve and created value not just internally but also for our end beneficiaries - our shareholders. Company's priority is to protect operational matrix – where all numbers need to be in sync - through prudent de-risking. We always follow a conscious and prudent approach in expanding our reach, we will grow stores only in Tier 2 locations and we will commission stores only in pockets where we can breakeven in short span of time. It would be tempting to grow the fastest in response to the prevailing potential by loading debt on our books but: we would not be aggressive for growth. We are in process of implementing the technology for better inventory control system in all our stores for better operational efficiencies hope to see the impact on bottom line soon. Also, we are exploring the Smart TV market which we intend to launch under our own brand. We are in talks with the suppliers at a very advance stage.

We plan to bring in diversity and transparency in doing business, which will create value for our shareholders and help us build an even stronger company.

Sd/-

SANJEEV HARBANSLAL BHATIA

(Chairman)

10th ANNUAL REPORT 2017-18

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given of the 10th Annual General Meeting of the members of **Bhatia Communications & Retail (India) Limited** will be held on Tuesday, the 25th day of September, 2018 at 132, Dr. Ambedkar Shopping Centre, Ring Road, Surat-395002, Gujarat at 11:00 A.M. to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the company for the financial year ended on 31st March, 2018, together with the Reports of the Board of Directors and Auditors' thereon.

"RESOLVED THAT the Audited Balance Sheet and Profit and loss account for the year ended 31st March, 2018 along with the Director's Report, be and are hereby considered, Adopted and Approved"

2. To appoint a Director in place of Mr. Harbanslal Brijlal Bhatia, Executive Director (DIN: 02063751), liable to retire by rotation in terms of section 152(6) of the Companies Act, 2013 and being eligible, seeks re-appointment.

"RESOLVED THAT in accordance with the provision of Section 152 (6) and all other applicable provisions, if any, of the Companies Act, 2013, Mr. Harbanslal Brijlal Bhatia, Whole-time Director (DIN: 02063751), who retires by rotation at this annual general meeting, be and is hereby reappointed as director of the Company, liable to retire by rotation."

3. **TO RATIFY AUDITORS AND AUTHORIZE THE BOARD OF DIRECTORS TO FIX THEIR REMUNERATION.**

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

"RESOLVED THAT further to the resolution passed at the 6th Annual General Meeting held on 30.09.2014 for the appointment of M/s R Kejriwal & Co., Chartered Accountant as a statutory auditor and pursuant to provisions of section 139(1) & 142 of Companies Act, 2013 read with Companies Amendment Act, 2017 as of now there is no requirement of annual ratification of appointment of statutory auditor but under the resolution passed in 6th Annual General Meeting it is require to annually ratify appointment of statutory auditor hence members consent for ratification of appointment of the statutory auditor."

"RESOLVED FURTHER THAT the tenure of statutory auditor shall be remain same as per resolution passed in 6th Annual General Meeting i.e. form the conclusion of 6th Annual General Meeting till the conclusion of 11th Annual General meeting but further no annual ratification for appointment of a statutory auditor shall be done. "

SPECIAL BUSINESS:

4. **INCREASE IN AUTHORISED SHARE CAPITAL AND CONSEQUENT ALTERATION TO THE CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION:**

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

"RESOLVED THAT pursuant to the provisions of section 13 and 61(1)(a) of the Companies Act, 2013, and other applicable provisions and rules framed there under (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Articles of Association of the Company,

approval of the members be and is hereby accorded to increase the authorised share capital of the company from Rs. 7,00,00,000/- (Rupees Seven Crore only) divided into 70,00,000 (Seventy Lakhs) equity shares of Rs. 10/- (Rupees Ten only) each to Rs. 13,00,00,000/- (Rupees Thirteen Crore only) divided into 1,30,00,000 (One Crore thirty Lakh) equity shares of Rs. 10/- (Rupees Ten only) each.

RESOLVED FURTHER THAT the existing Clause V of the Memorandum of Association as to share capital be and is hereby altered and in its place the following Clause V be substituted:

“The Authorised Share Capital of the Company is Rs. 13,00,00,000/- (Rupees thirteen Crores Only) divided into 1,30,00,000 (One Crore thirty Lakh) equity Shares of Rupees 10/- (Rupees Ten only) each.”

RESOLVED FURTHER THAT pursuant to section 13 of the Companies Act, 2013 and other applicable provisions (Including any statutory modification or amendment or re-enactment thereto); approval of the company be and is hereby accorded to alter the memorandum of association of the company.

RESOLVED FURTHER THAT any Director be and is hereby authorised to take necessary steps for giving effect to the resolution, including filing the necessary forms with Registrar of Companies.”

5. ISSUE OF BONUS SHARES

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

“**RESOLVED THAT** in accordance with the provisions of Section 63 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014, the Securities and Exchange Board of India (“SEBI”) (Issue of Capital and Disclosure Requirements) Regulations, 2009 (“the ICDR Regulations”), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and other applicable regulations, rules and guidelines issued by SEBI and the Reserve Bank of India (“RBI”) from time to time, the enabling provisions of the Articles of Association of the Company and subject to such approvals, consents, permissions, conditions and sanctions as may be necessary from appropriate authorities and subject to such terms and modifications, if any, as may be specified while according such approvals and subject to acceptance of such conditions or modifications by the Board of Directors, consent of the members be and is hereby accorded to capitalize Rs. 6,25,76,000/- (Rupees Six Crore Twenty Five Lakhs Seventy Six Thousand Only) from ‘Security Premium Reserve’ aggregating to Rs. 6,25,76,000/- (Rupees Six Crore Twenty Five Lakhs Seventy Six Thousand Only) and transfer to share capital account towards issue and allotment of equity shares not exceeding 62,57,600 (Sixty Two Lakhs Fifty Seven Thousand Six Hundred) equity shares of Rs. 10/- each, as Bonus Shares credited as fully paid-up, to members of company holding equity shares of Rs. 10/- each whose names appear in the register of members of the company on a ‘record date’, in the proportion of 1 (One) new fully paid-up Equity Share each for every 1 (one) Equity Share of Rs. 10/- each (subject to rounding off), held on that date and that the Bonus Shares so issued and allotted be treated for all purposes as an increase of the nominal amount of the Equity Capital of the Company held by each such member/person and not as income and that the said Equity Shares be issued and allotted, inter-alia, on the following terms and conditions:

- (a) The New Equity Shares of Rs. 10/- each to be issued and allotted as Bonus Shares shall be subject to the Memorandum and Articles of Association of the Company and shall rank pari-passu in all respects and carry the same rights as the then existing Equity Shares of the Company, notwithstanding the date or dates of allotment thereof, for the financial year in which the same are allotted.
- (b) In the case of members who hold shares or opt to receive the shares in dematerialised form, the bonus equity shares shall be credited to the respective beneficiary accounts of the members with their respective Depository Participant(s) and in the case of members who hold equity shares in certificate form, the share certificate(s) in respect of the bonus equity shares shall be dispatched, within such time as prescribed by law and the relevant authorities;

RESOLVED FURTHER THAT The issue and allotment of the bonus equity shares to Non-Resident Members, Foreign Institutional Investors (FIIs) and other Foreign Investors, be subject to the approval of RBI or any other regulatory authority, as may be necessary;

RESOLVED FURTHER THAT The Board be and is hereby authorized to take necessary steps for listing of such bonus equity shares on the Stock Exchanges where the securities of the Company are presently listed as per the provisions of the Listing Regulations and other applicable regulations, rules and guidelines;

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things as may in its sole and absolute discretion, deem necessary, expedient, usual or proper and to settle any question, doubt or difficulty that may arise with regard to the issue and allotment of Bonus Shares as aforesaid or any other matter incidental or consequential thereto.”

Place: Surat
Date: 16.08.2018

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

Sd/-
Avani Karansingh Chaudhari
Company Secretary & Compliance Officer



Notes:

1. A member entitled to attend and vote at the annual general meeting (the “meeting”) is entitled to appoint a proxy to attend and vote on a poll instead of himself / herself and the proxy need not be a member of the company. The instrument appointing the proxy, duly completed, must be deposited at the company’s registered office not less than 48 hours before the commencement of the meeting (on or before 25th September, 2018, 11:00 A.M. IST). A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder. A proxy form for the AGM is enclosed.
2. Corporate members intending to send their authorized representative to attend the meeting are requested to send to the Company a certified copy of Board resolution authorizing their representative to attend and vote on their behalf at the Meeting.
3. Relevant documents referred to in the above Notice are open for inspection at the Registered Office of the Company during the business hours on any working day (except Sunday and holidays) between 10.00 a.m. and 4.00 p.m. up to the date of the Annual General Meeting.
4. Members/Proxy holders/ Authorized representatives are requested to bring their copy of Annual Report and Attendance slip sent herewith, duly filled-in for attending the Annual General Meeting.
5. Members are requested to quote Folio/DPID number in all their correspondences.
6. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
7. The Register of Contracts & arrangements in which director are interested, maintained under section 189 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
8. The Register of Members and the Share Transfer Books of the Company will remain closed from 19th September, 2018 to 25th September, 2018 (both days inclusive).
9. The Shareholders are requested to direct change of address notifications and updates details to their respective Depository Participant(s).
10. Equity shares of the Company are under compulsory demat trading by all Investors.
11. The Annual Report 2017-18, the Notice of the 10th AGM and instructions for e-voting along with the Attendance Slip and Proxy form, are being sent by electronic mode to all the members whose email addresses are registered with the Company/ Depository Participant(s), unless a member has requested for a physical copy of documents. For members who have not registered their email addresses, physical copies of the documents are being sent by the permitted mode.
12. Members may also note that the Notice of the 10th AGM and the Annual Report 2017-18 will be available on Company’s website, www.bhatiamobile.com.
13. Members who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving all communication from the company electronically and quicker response to their queries to RTA or Company.
14. The shareholder needs to furnish the printed Attendance slip along with a valid identity proof such as the PAN card, passport, AADHAR card or driving license to enter the AGM hall.
15. Additional information, pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in respect of the directors seeking appointment/re- appointment at the AGM, is furnished as annexure to the Notice. The directors have furnished consent / declaration for their appointment/ re-appointment as required under the Companies Act, 2013 and the Rules there under.
16. The voting rights of Shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on 18th September, 2018.
17. The route map of the venue of the Annual General Meeting is appended to this Report. The prominent land mark near the venue is Ajanta Textile Market, Ring Road, Surat
18. **Information and other instructions relating to e-voting are as under:**
 - i. Pursuant to Section 108 of the Companies Act, 2013 (“the Act”) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided a facility to the members to exercise their votes electronically through the electronic voting service facility arranged by NSDL. The facility available for voting through ballot paper will

also be made available at the AGM and members attending the AGM, who have not already cast their votes by remote e-voting shall be able to exercise the right at the AGM through ballot paper. Members who have cast their votes by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their votes again.

- II. The members attending the Meeting who have not cast their vote by remote e-voting shall be able to vote at the Meeting through 'polling paper'.
- III. The members who have cast their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote again.
- IV. Shri Ranjit Kejriwal, Practicing Company Secretary has been appointed to act as the Scrutinizer for conducting the remote e-voting process as well as the voting through Poll Paper, in a fair and transparent manner.
- V. Voting rights shall be reckoned on the paid up value of shares registered in the name of the member as on the cut-off date i.e. September 18, 2018.
- VI. A person, whose name is recorded in the register of members as on the cut-off date, i.e. September 18, 2018 only shall be entitled to avail the facility of remote e-voting / voting.
- VII. The Scrutinizer, after scrutinising the votes cast at the meeting (polling paper) and through remote e-voting, will, not later than 48 hours of conclusion of the Meeting, make a consolidated scrutinizer's report and submit the same to the Chairman. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company. The results shall be communicated to the Stock Exchanges.
- VIII. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e. September 25, 2018.

IX. **Instructions to Members for e-voting are as under:**

The voting period starts on Saturday 22nd September, 2018 on open of working hours (i.e. 9:30 hours) and ends on the close of working hours (i.e. 05:00 hours), Monday, 24th September, 2018. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 18.09.2018 may cast their vote electronically. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently. The e-voting module shall be disabled by NSDL for voting thereafter.

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

- i. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/>.
- ii. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
- iii. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
- iv. Your User ID details will be as per details given below:
 - 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 109552 then user ID is 109552001***).
- v. **Your password details are given below:**
 - a. If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b. If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need enter the 'initial password' and the system will force you to change your password.
 - c. How to retrieve your 'initial password'?
 - i. If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from

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

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

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

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

General Guidelines for shareholders:

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

Please note the following:

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

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

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

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

later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith

Other information:

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

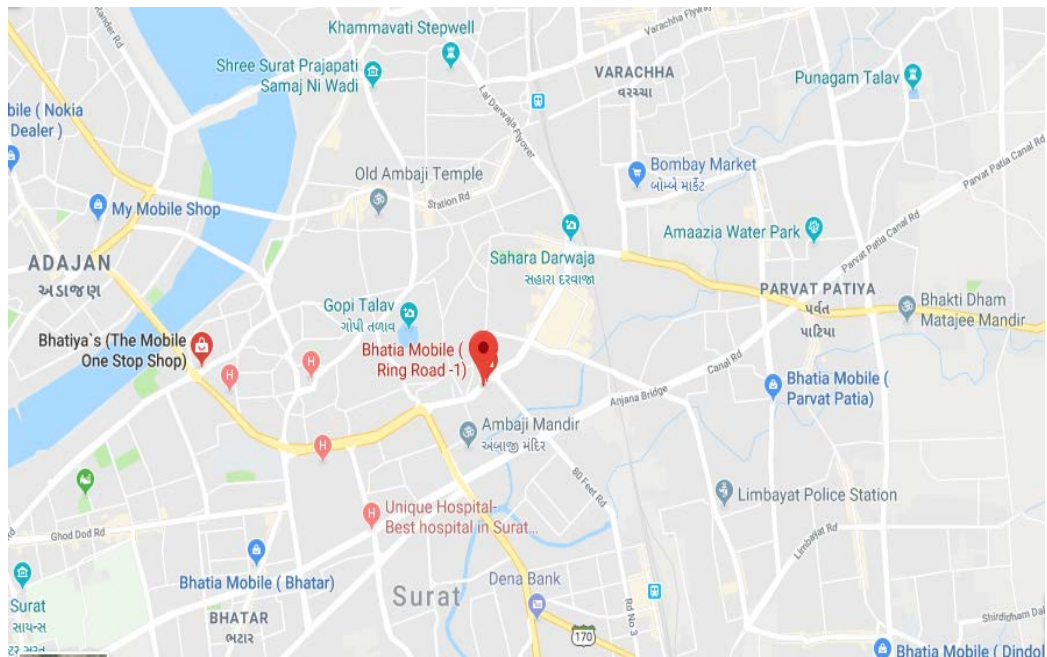
In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for members and e-voting user manual for members available at the Downloads sections of <https://www.evoting.nsdl.com> or contact NSDL at the following toll free no.: 1800-222-990.

Place: Surat
Date: 16.08.2018

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

Sd/-
Avani Karansingh Chaudhari
Company Secretary & Compliance Officer

Route Map to the Venue of the 10th Annual General Meeting of the Company



ANNEXURE TO NOTICE:**DETAILS OF DIRECTOR SEEKING RE-APPOINTMENT AT THE ENSUING ANNUAL GENERAL MEETING
(Pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)**

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

Name of Director	Mr. Harbanslal Brijlal Bhatia
DIN No.	02063751
Date of Birth	08/02/1952
Qualification	H.S.C.
Expertise in specific functional areas	More than 18 years of experience in the Mobile Retail Marketing.
List of Companies in which directorship is held as on 31 st March, 2018	As attached below
Chairman / Member of the Committee of other Company	NIL

List of Companies in which Mr. Harbanslal Brijlal Bhatia holds directorship as on 31st March, 2018:

S. No.	Name of the Company	Nature of Interest	Shareholding	Date on which interest arose/changed
1.	Bhatia Communications & Retail (India)Limited	Whole-time Director	23,80,000	25/03/2008
2.	SNV Distributors Private Limited	Director	NIL	03/07/2013
3.	HSL Corporation LLP	Designated Partner	Rs. 7,50,000	15/05/2013

Mr. Sanjeev Harbanslal Bhatia & Mr. Nikhil Harbanslal Bhatia being relatives of director are concerned or interested in this resolution.

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

Place: Surat
Date: 16.08.2018

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

Sd/-
Avani Karansingh Chaudhari
Company Secretary & Compliance Officer

ANNEXURE TO THE NOTICE

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

ITEM 4 & 5

The Board of Directors at its meeting held on August 16, 2018, subject to consent of the members of the Company, approved and recommended issue of bonus equity shares of Rs.10/- (Rupees Ten only) each credited as fully paid-up to eligible members of the Company in the proportion of 1 (one) new fully paid-up equity share of Rs. 10/- (Rupees Ten only) each for every 1 (one) existing fully paid-up equity share of Rs. 10/- (Rupees Ten only) each by capitalising a sum not exceeding Rs. 6,25,76,000/- (Rupees Six Crore Twenty Five Lakhs Seventy Six Thousand only) out of securities premium reserve of the Company, as may be considered appropriate.

Article 174 of the Articles of Association of the Company permits capitalisation of any part of the amount for the time being standing to the credit of any of the Company's reserve accounts (including securities premium account and capital redemption reserve account), or to the credit of the profit and loss account, or otherwise available for distribution by applying the same towards payment of unissued shares to be issued to the members as fully paid bonus shares.

Presently, the Authorised Share Capital of the Company is Rs. 7,00,00,000/- (Rupees Seven Crore only) consisting of 70,00,000 (Seventy Lakhs) equity shares of Rs. 10/- (Rupees Ten only) each.

In order to facilitate issue of bonus shares and for further requirements, if any, it is proposed to increase the Authorised Share Capital to Rs. 13,00,00,000/- (Rupees Thirteen Crore only) by creation of additional 60,00,000 (Sixty Lakhs) equity shares of Rs. 10/- (Rupees Ten only) each. The increase in the Authorised Share Capital as aforesaid would require consequential alteration to the existing Clause V of the Memorandum of Association of the Company.

The increase in the Authorised Share Capital and consequential alteration to Clause V of the Memorandum of Association of the Company and issue of bonus equity shares by way of capitalisation of the sums standing to the credit of securities premium reserve of the Company, as may be considered appropriate for the purpose of issue of bonus equity shares requires members' approval in terms of Sections 13, 61 and 63 of the Companies Act, 2013 and other applicable statutory and regulatory approvals.

None of the Directors, Key Managerial Personnel of the Company and their relatives is, in any way, concerned or interested, financially or otherwise, in the resolutions set out at Item Nos. 4 and 5 of this resolution. except to the extent of their shareholding in the Company.

The Board commends the Special Resolutions set out at Item Nos. 4 and 5 of Notice for approval by the members.

DIRECTOR'S REPORT
TO THE MEMBERS,

Your directors are please to present their Annual Report along with the Audited statement of Accounts for the year ended on 31st March, 2018.

FINANCIAL RESULTS & PERFORMANCE
(Rs. in Lakhs)

Particulars	For the year ended 31-03-2018*	For the year ended 31-03-2017*
Revenue from operations	15512.53	12433.11
Other Income	1189.46	915.97
Total Revenue	16701.99	13349.08
Profit before tax and Exceptional Items	542.02	76.63
Exceptional Items	0	0
Profit before Taxation	542.02	76.63
-Current Tax	188.98	23.55
-Deferred Tax	(5.01)	0.36
-Income tax of earlier years	0.48	0
Net Profit/ (Loss) For The Year	357.58	52.73

* Figures regrouped wherever necessary.

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

FINANCIAL PERFORMANCE:

During the year, Your Company recorded total revenue of 15,512.53 Lacs during the current financial year as compared to total revenue of 12,433.11 Lacs in financial year 2016-17 and Profit before Tax for the year 2017-18 stood at 542.02 Lacs as compared to Profit before tax of 76.63 Lacs in financial year 2016-17. Profit after Tax for the current year stood at 357.58 Lacs as compared to Profit after Tax of 52.73 Lacs. A detailed analysis on the Company's performance is included in the "Management's Discussion and Analysis" Report, which forms part of this Report.

ROAD AHEAD:

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

- Focus on increasing same stores sales growth
- Scaling up the retail presence by adding 50 retail stores in FY19
- Maintaining Price Competitiveness
- Technology enabled inventory management system
- Cross promotion through intelligent marketing
- Moving up the value chain - Expanding the product line under own brand

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

DIVIDEND

Keeping in mind the overall performance and outlook for your Company, your Board of Directors recommend that this time the company is not declaring dividends as the company require funds for its business expansion. Your Directors are unable to recommend any dividend for the year ended 31st March, 2018

UNCLAIMED DIVIDEND:

There is no balance lying in unpaid equity dividend account.

TRANSFER TO RESERVE

Company has not transferred any amount from profit to general reserve.

LISTING ON SME PLATFORM OF BSE LIMITED:

Your Directors are pleased to inform you that your Company has got listed its securities on the SME Platform of the BSE Limited on 21st February, 2018.

MATERIAL CHANGES

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

STATUTORY AUDITORS

M/s. R. Kejriwal & Co., Chartered Accountants (having Firm Registration No 133558W) are Statutory Auditors of the Company, who were appointed in AGM held on 30.09.2014 holds office until the conclusion of the 11th Annual General Meeting. The Company has received letter from M/s R. Kejriwal & Co., Chartered Accountants, to the effect that their re-appointment as Statutory Auditors of the Company from the conclusion of 6th Annual General Meeting until the conclusion of the 11th Annual General Meeting of the Company, if made, would be within the prescribed limits under Section 139 of the Companies Act, 2013 and that they are not disqualified for such appointment within the meaning of Section 141 of the Companies Act 2013.

EXTRACT OF ANNUAL RETURN

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

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.

DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

In accordance with Section 152(6) of the Companies Act, 2013 read with the Articles of Association of the Company, Mr. Harbanslal Brijlal Bhatia (DIN: 02063751), Executive Director, retire by rotation and is being eligible has offered himself for re-appointment at the ensuing Annual General Meeting.

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

The following changes have been made to the Directors and KMP of the Company during the year:

Name of Directors	Category & Designation	Appointment Date	Change in Designation	Resignation Date
Mr Sanjeev Harbanslal Bhatia	Executive Managing Director	25.03.2008	05.01.2018	-
Mrs. Garima Nikhil Bhatia	Executive Whole Time Director	01.04.2008	01.04.2013	05.01.2018
Mr. Arpit Arunkumar	Non-Executive	05.01.2018	-	-

Jain	Independent Director					
Mrs. Rashmi Kapil Arora	Non-Executive Independent Director	05.01.2018	-	-		
Mr. Rachit Naresh Narang	Non-Executive Independent Director	05.01.2018	-	-		
Mr. Ravindra Sojal	Chief Financial Officer	05.01.2018	-	-		
Ms. Avani Chaudhari	Company Secretary	11.11.2017	-	-		

RELATED PARTY TRANSACTION

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

NUMBER OF MEETING HELD DURING THE YEAR:

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

DEPOSITS

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

LOANS, GUARANTEES AND INVESTMENT

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

Sr. No.	Date of transaction	Name of the Company	Purpose of Transaction	Amount involved in Transaction
1	Current Year	Suncare Traders Limited	Loan for business development	2,36,27,936

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.

VIGIL MECHANISM

The Company has established a Vigil Mechanism to deal with instances of fraud and mismanagement, if any. The policy has a systematic mechanism for directors and employees to report concerns about unethical behavior, actual or suspected fraud or violation of the Company's Code of Conduct or policy. The detailed Whistle Blower Policy & Vigil Mechanism available on below link: <http://bhatiamobile.com/wp-content/uploads/2018/05/Vigil-Mechanism-Whistle-Blower-Policy.pdf>

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 Policy and Guidelines, 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.

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.

BOARD EVALUATION

The performance evaluation of the board was evaluated by the board after seeking inputs from all the directors on the basis of the criteria such as participation in strategy formulation and decision making; participation in Board and Committee meetings; Directions, views and recommendations given to the Company etc.

The board 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 preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings, etc. In addition, the chairman was also evaluated on the key aspects of his role.

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

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.

ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE FINANCIAL STATEMENTS

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

CORPORATE GOVERNANCE:

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

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNING

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

CORPORATE SOCIAL RESPONSIBILITY (CSR)

The disclosures as per Rule 9 of Companies (Corporate Social Responsibility Policy) Rules, 2014 are not applicable to the Company during the year 2017-18.

The applicability of CSR committee arises after the financial year ended 31.03.2018, so the company will make a committee and policy for proper compliance of the Corporate Social Responsibility.

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 - 5**.

SECRETARIAL AUDITOR

Your board has appointed PCS Ranjit Kejriwal, as secretarial Auditor of the company for the period of 5 consecutive years starting from financial year 2016-17. The secretarial report for the financial year 2017-18 is attached as **Annexure-6**. Report of secretarial auditor is self-explanatory and need not any further clarification.

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 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Amendment Rules, 2016 are as per **Annexure - 7**.

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 2017-18. The certificate received from CFO is attached herewith as per **Annexure – 8**.

CODE OF CONDUCT

Being a SME listed Company exemption has been provided to the Company from formulating of Code of Conduct for Board of Directors and Senior Management Personnel. However, Board of Directors has formulated and adopted Code of Conduct for Board of Directors and Senior Management Personnel from February 15, 2018. During the year, Board of Directors and Senior Management Personnel has complied with general duties, rules, acts and regulations. Code of Conduct form Board of Directors and Senior Management Personnel effective from February 15, 2018 is available on below link: <http://bhatiamobile.com/wp-content/uploads/2018/08/Code-of-Conduct.pdf>

CORPORATE GOVERNANCE

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

A certificate received from M/s R. Kejriwal & Co., Statutory Auditors of the Company regarding compliance of the conditions of Corporate Governance, as required under Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is attached herewith as per **Annexure – 9**.

SHARE CAPITAL

During the year, Company increased its authorized share capital from Rs. 60,00,000/- (Rupees Sixty Lakhs) to Rs. 7,00,00,000/- (Rupees Seven Crore).

During the year, Company converted its 37500 5% Non Cumulative Fully Convertible Preference shares into 37500 fully paid up equity shares. The company have issue 43,05,000 Equity Shares by bonus shares.

The Company had come out with a Initial public offer of 16,50,000 equity shares comprising fresh issue of 14,00,000 equity shares for Rs. 150 each including a share premium of Rs. 140 per equity shares and offer for sale of 2,50,000 equity shares by Mr. Sanjeev Bhatia. All the equity shares issued above are listed on BSE SME, Mumbai. Apart from this Company has not issued any shares with different rights, sweat equity shares or employee stock options.

SUBSIDIARIES, JOINT VENTURE AND ASSOCIATE COMPANIES

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

SEXUAL HARASSMENT OF WOMEN

Your company adopted policy of "Prevention of Sexual Harassment of Women at Workplace". There were no incidences of sexual harassment reported during the year under review, in terms of the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and Rules made thereunder.

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

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.

STATUTORY INFORMATION

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

DISCLOSURE REGARDING UTILIZATION OF IPO FUNDS:

The details regarding the funds utilized by the company from proceeds of IPO upto 31.03.2018 is attached herewith as **Annexure 10**

INSURANCE

All the properties and the insurable interest of the company including building, plants and machinery 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.

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.

ACKNOWLEDGEMENT:

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

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

Place: Surat

Date: 16.08.2018

For the Board of Director

Bhatia Communications & Retail (India) Limited

Sd/-

Sanjeev Harbanslal Bhatia

Managing Director

DIN: 02063671

Sd/-

Harbanslal Brijlal Bhatia

Whole-time Director

DIN: 02063751

FORM MGT 9
EXTRACT OF ANNUAL RETURN
as on the Financial Year ended 31.03.2018

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

I. REGISTRATION & OTHER DETAILS:

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

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the company shall be stated awaited

SR. No.	Name and Description of products/ service	NIC Code of the Product/ service	% to total turnover of the Company
1	Retail sale of Mobile Phone and telecommunication equipment and parts	47414	100

III. PARTICULARS OF HOLDING, SUBSIDIARY & ASSOCIATE COMPANIES

SR. No.	Name and Address of the Company	CIN/GIN	Holding/ Subsidiary/ Associate	% of Share held	Applicable Sec. of Companies Act, 2013
None					

IV. SHAREHOLDING PATTERN Share Capital Break up as percentage of total)**i. Category-wise Share Holding**

Category of shareholders	No of shares held at the beginning of the year (as on 31.03.2017)				shareholding at the end of the year (as on 31.03.2018)				%Change during the year (9-5)
	Demat	Physical	Total	% of total shares	Demat	physical	Total	% of total shares	
1	2	3	4	5	6	7	8	9	10
Promoters									
Indian									
Individuals / Hindu Undivided Family	0	534260*	534260*	96.68	4607600	0	4607600	73.63	-23.05
Central Government	0	0	0	0.00	0	0	0	0.00	0.00
State Governments(s)	0	0	0	0.00	0	0	0	0.00	0.00
Bodies Corporate	0	0	0	0.00	0	0	0	0.00	0.00
Financial Institutions / Banks	0	0	0	0.00	0	0	0	0.00	0.00

Any other (specify)	0	0	0	0.00	0	0	0	0.00	0.00
Sub-Total (A) (1)	0	534260*	534260*	96.68	4607600	0	4607600	73.63	-23.05
Foreign		0	0	0.00		0	0	0.00	0.00
Non-Resident Individuals	0	0	0	0.00	0	0	0	0.00	0.00
Other Individuals	0	0	0	0.00	0	0	0	0.00	0.00
Bodies Corporate	0	0	0	0.00	0	0	0	0.00	0.00
Banks / FI	0	0	0	0.00	0	0	0	0.00	0.00
Any Other (specify)	0	0	0	0.00	0	0	0	0.00	0.00
Sub-Total (A) (2)	0	0	0	0.00	0	0	0	0.00	
Total Shareholding of Promoter (A) = (A)(1)+(A)(2)	0	534260*	534260*	96.68	4607600	0	4607600	73.63	-23.05
Public Shareholding	0	0	0	0	0	0	0	0	0
Institutions	0	0	0	0	0	0	0	0	0
Mutual Funds	0	0	0	0.00	0	0	0	0.00	0.00
Financial Institutions / Banks	0	0	0	0.00	0	0	0	0.00	0.00
Central Government	0	0	0	0.00	0	0	0	0.00	0.00
State Governments(s)	0	0	0	0.00	0	0	0	0.00	0.00
Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
Insurance Companies	0	0	0	0.00	0	0	0	0.00	0.00
Foreign Institutional Investors	0	0	0	0.00	0	0	0	0.00	0.00
Foreign Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
Any Other (Specify)	0	0	0	0.00	0	0	0	0.00	0.00
Sub-Total (B) (1)	0	0	0	0.00	0	0	0	0.00	0.00
Non-Institutions	0	0	0	0	0	0	0	0	0
Bodies Corporate	0	0	0	0	0	0	0	0	0
i) Indian	0	0	0	0	405000	0	405000	6.47	6.47
ii) Overseas	0	0	0	0	0	0	0	0	0
Individuals									
Individual Shareholders holding nominal Share Capital upto Rs.1 Lakh	0	0	0	0	372963	0	372963	5.96	5.07
Individual Shareholders holding nominal Share Capital in excess of Rs.1 Lakh	0	18340*	18340*	3.32	556000	0	556000	8.89	5.57
Any Other (Specify)	0	0	0	0.00	0	0	0	0.00	0.00
LLP	0	0	0	0.00	1996	0	1996	0.03	0.03
Non Resident Indians	0	0	0	0.00	13000	0	13000	0.21	0.21
HUF	0	0	0	0.00	104000	0	104000	1.66	1.66
Clearing Member	0	0	0	0.00	60041	0	60041	0.96	0.96
Other Directors & their relatives	0	0	0	0.00	41000	0	41000	0.66	0.66
Market Makers	0	0	0	0.00	96000	0	96000	1.53	1.53
Sub-total (B) (2)	0	18340*	18340*	3.32	1650000	0	1650000	26.37	23.05
Total Public Shareholding (B) = (B)(1)+(B)(2)	0	18340*	18340*	3.32	1650000	0	1650000	26.37	23.05
TOTAL (A)+(B)	0	552600	552600	100.00	6257600	0	6257600	100.00	0.00
Shares held by Custodians Custodian for GDRs & ADRs	0	0	0	0.00	0	0	0	0.00	0.00
GRAND TOTAL (A)+(B)+(C)	0	552600	552600	100.00	6257600	0	6257600	100.00	0.00

*37500 Preference shares are converted into equity shares in the ratio of 1:1 after approval of members in Annual General Meeting held on 30.09.2017.

ii. Shareholding of Promoters

S No	shareholders Name	Shareholding at the beginning of the year 31.03.17			shareholding at the end of the year- 31.03.2018			% change in shareholding during the year
		No.Of Shares	% of total Shares of the company	% of shares pledged/encumbered to total shares	No.Of Shares	% of total Shares of the company	% of shares pledged/en-cumbered to total shares	
1	HARBANSLAL BHATIA	255000	46.15	0	2380000	38.03	0	-8.12
2	SANJEEV BHATIA	255000	46.15	0	2130000	34.04	0	-12.11
3	HEMA SANJEEV BHATIA*	13750**	2.49	0	61133	0.98	0	-1.51
4	NIKHIL BHATIA	24260**	4.39	0	36427	0.58	0	-3.81
5	KAMALESHKUMARI BHATIA*	510	0.10	0	13	0.00	0	-0.10
6	NARESH BHATIA*	510	0.10	0	13	0.00	0	-0.10
7	GARIMA BHATIA*	0	0.00	0	14	0.00	0	0.00

*Hema Sanjeev Bhatia, Kamaleshkumari Bhatia, Naresh Bhatia and Garima Bhatia are non promoter's shareholder at the beginning of the year but at the time of IPO of the Company they had been consider in Promoter's Group.

**37500 Preference shares are converted into equity shares in the ratio of 1:1 after approval of members in Annual General Meeting held on 30.09.2017.

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

SR. NO	PROMOTER	Shareholding at the beginning of the year		DATE	(+)/INCREASE/(-)DECREASE IN SHARE HOLDING	REASON	Shareholding at the end of the year	
		No Of Shares	% Of Total Shares Of The Company				No Of Shares	% Of Total Shares Of The Company
1	HARBANSLAL BHATIA	255000	46.15	30.09.2017	1530000	Allotment	-	-
				05.01.2018	595000	Allotment	-	-
				31.03.2018	-	-	2380000	38.03
2	SANJEEV BHATIA	255000	46.15	30.09.2017	1530000	Allotment	-	-
				05.01.2018	595000	Allotment	-	-
				16.02.2018	(250000)	Offer for sale	-	-
				31.03.2018	-	-	2130000	34.04
3	HEMA SANJEEV BHATIA*	13750**	2.49	10.04.2017	4590	Transfer	-	-
				30.09.2017	27540	Allotment	-	-
				05.01.2018	(30)	Transfer	-	-
				05.01.2018	15283	Allotment	-	-
				31.03.2018	-	-	61133	0.98
4	NIKHIL BHATIA	24260**	4.39	30.09.2017	3060	Allotment	-	-
				05.01.2018	9107	Allotment	-	-
				31.03.2018	-	-	36427	0.75
5	KAMALESHKUMARI BHATIA*	510	0.10	10.04.2017	(510)	Transfer	-	-
				05.01.2018	10	Transfer	-	-
				05.01.2018	3	Allotment	-	-
				31.03.2018	-	-	13	0.00

6	NARESH BHATIA*	510	0.10	10.04.2017	(510)	Transfer	-	-
				05.01.2018	10	Transfer	-	-
				05.01.2018	3	Allotment	-	-
				31.03.2018	-	-	13	0.00
7	GARIMA BHATIA*	0	0	05.01.2018	10	Transfer	-	-
				05.01.2018	4	Allotment	-	-
				31.03.2018	-	-	14	0.00

*Hema Sanjeev Bhatia, Kamaleshkumari Bhatia, Naresh Bhatia and Garima Bhatia are non promoter's shareholder at the beginning of the year but at the time of IPO of the Company they had been consider in Promoter's Group.

**37500 Preference shares are converted into equity shares in the ratio of 1:1 after approval of members in Annual General Meeting held on 30.09.2017.

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

SR.NO	Name of Shareholders	Shareholding at the beginning of the year		DATE	(+)/INCREASE/(-)DECREASE IN SHARE HOLDING	REASON	Shareholding at the end of the year	
		No Of Shares	% Of Total Shares Of The Company				No Of Shares	% Of Total Shares Of The Company
1	Pushpa Bhatia	510	0.10	10.04.2017	(510)	Transfer		
				31.03.2018	-	-	0	0
2	Kishanlal Bhatia	510	0.10	10.04.2017	(510)	Transfer		
				31.03.2018	-	-	0	0
3	Amit Bhatia	510	0.10	10.04.2017	(510)	Transfer		
				31.03.2018	-	-	0	0
4	Gagan Bhatia	510	0.10	10.04.2017	(510)	Transfer		
				31.03.2018	-	-	0	0
5	Shakuntala Bhatia	510	0.10	10.04.2017	(510)	Transfer		
				31.03.2018	-	-	0	0
6	Hemant Bhatia	510	0.10	10.04.2017	(510)	Transfer		
				31.03.2018	-	-	0	0
7	Anita Gandhi	510	0.10	10.04.2017	(510)	Transfer		
				31.03.2018	-	-	0	0
8	Jackpot Vintrade Private Limited	0	0.00	23.02.2018	74000	Buy	-	-
				02.03.2018	90000	Buy	-	-
				31.03.2018			164000	2.62
9	NNM Securities	0	0.00	23.02.2018	91000	Buy		
				02.03.2018	5000	Buy		
				09.03.2018	2000	Buy		
				16.03.2018	-7000	Sell		
				23.03.2018	3000	Buy		
				30.03.2018	2000	Buy		
31.03.2018			96000	1.53				
10	Festino Vincom Limited	0	0.00	02.03.2018	81000	Buy		
				31.03.2018			81000	1.29
11	Newedge Vinimay Private Limited	0	0.00	02.03.2018	75000	Buy		
				31.03.2018			75000	1.20

12	Mamta Jayesh Agrawal	0	0.00	02.03.2018	37000	Buy		
				31.03.2018			37000	0.59
13	R Wadiwala Securities	0	0.00	23.02.2018	1000	Buy		
				02.03.2018	3000	Buy		
				09.03.2018	3000	Buy		
				16.03.2018	25000	Buy		
				30.03.2018	1000	Buy		
				31.03.2018			33000	0.53
14	Shyam Kiran Parikh	0	0.00	23.02.2018	32000	Buy		
				31.03.2018			32000	0.51
15	Vijay Ishwarlal Bhavnani	0	0.00	23.02.2018	26000	Buy		
				09.03.2018	4000	Buy		
				31.03.2018			30000	0.48
16	Shing Seema V	0	0.00	23.02.2018	29000	Buy		
				31.03.2018			29000	0.46
17	Acharya Polyfab	0	0.00	23.02.2018	28000	Buy		
				31.03.2018			28000	0.45

v. Shareholding of Director's & Key Managerial Personnel

Sr. No.	Particulars	Particulars	Shareholding at the beginning of the year		Shareholding at the end of the year	
			No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
1	Sanjeev Harbanslal Bhatia	CMD	255000	46.15	2130000	34.04
2	Nikhil Harbanslal Bhatia	WTD	24260	4.39	36427	0.58
3	Harbanslal Brijlal Bhatia	WTD	255000	46.15	2380000	38.03
4	Rashmi Kapil Arora	ID	0	0.00	16000	0.26
5	Arpit Arunkumar Jain	ID	0	0	0	0
6	Rachit Naresh Narang	ID	0	0	9000	0.14
7	Ravindra Arunrao Sojal	CFO	0	0	0	0
8	Avani Karansingh Chaudhari	CS	0	0	0	0

V. INDEBTEDNESS

(Amount in Rs.)

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the year				
I. Principle Amount	31979228	11033583		43012811
II. Interest due but not paid				
III. Interest accrued but not due				
Total (I+II+III)	31979228	11033583		43012811
Change in Indebtedness during the financial year				
Additions				
Reduction	25501623	2649504		28151127
Net Change	(25501623)	(2649504)		(28151127)
Indebtedness at the end of the financial year				
I. Principle Amount	6477605	8384079		14861684
II. Interest due but not paid				
III. Interest accrued but not due				
Total (I+II+III)	6477605	8384079		14861684

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

(Amount in Rs.)

Sr. No.	Particulars of Remuneration	Name of the MD/WTD				Total Amount
		Sanjeev Harbanslal Bhatia (MD)	Harbanslal Brijlal Bhatia (WTD)	Nikhil Harbanslal Bhatia (WTD)	Garima Nikhil Bhatia (Director)*	
1.	Gross Salary					
a.	Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961	11,50,000	11,50,000	11,50,000	7,50,000	42,00,000
b.	Value of perquisites u/s 17(2) of Income Tax Act, 1961	NIL	NIL	NIL		NIL
c.	Profits in lieu if salary under section 17(3) of the Income Tax Act, 1961	NIL	NIL	NIL		NIL
2.	No. of Stock option	NIL	NIL	NIL		NIL
3.	Sweat Equity	NIL	NIL	NIL		NIL
4.	Commission					
	As % of profit	NIL	NIL	NIL		NIL
	Others (specify)	NIL	NIL	NIL		NIL
5.	Others, please specify	NIL	NIL	NIL		NIL
	Total	11,50,000	11,50,000	11,50,000	7,50,000	42,00,000
	Celling as per the Act	Rs. 58,40,243				

* Garima Nikhil Bhatia has resigned from the post of directorship w.e.f. 05.01.2018

B. Remuneration to other Directors

(Amount in Rs.)

Sr. No.	Particulars	Name of Directors			Total Amount
		Rashmi Kapil Arora*	Rachit Naresh Narang*	Arpit Arunkumar Jain*	
1.	Independent Directors				
a.	Fees for attending Board/ Committee meetings	NIL			
b.	Commission	NIL			
c.	Others	NIL			
	Total (1)	NIL			
2.	Other Non-Executive Directors	-----	-----	-----	-----
a.	Fees for attending Board/ Committee meetings				
b.	Commission				
c.	Others				
	Total (2)				
	Total (1+2)	NIL			
	Total Managerial Remuneration	NIL			
	Overall Managerial Remuneration	NIL			
	Celling as per the Act	Rs. 58,40,243			

*Rashmi Kapil Arora, Rachit Naresh Narang and Arpit Arunkumar Jain has appointed as an independent director of the company w.e.f. 05.01.2018

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

(Amount in Rs.)

Sr. No.	Particulars	Key Managerial Personnel		Total
		Ravindra Arunrao Sojal (CFO)	Avani Karansingh Chaudhari (CS)	
1.	Gross Salary			
a.	Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961	3,37,600	87,663	
b.	Value of perquisites u/s 17(2) of Income Tax Act, 1961	0.00	0.00	0.00
c.	Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	0.00	0.00	0.00
2.	No. of Stock option	0	0	0
3.	Sweat Equity	0	0	0
4.	Commission			
	As % of profit	0.00	0.00	0.00
	Others (specify)	0.00	0.00	0.00
5.	Others, please specify	0.00	0.00	0.00
	Total			

* Ravindra Arunrao Sojal has appointed as a CFO w.e.f. 05th January 2018.

* Avani Karansingh Chaudhari has appointed as a CS w.e.f. 11th November, 2017

VII. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES

Type	Section of the Companies Act	Brief Description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority [RD/ NCLT/ COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty					
Punishment			NONE		
Compounding					
B. DIRECTORS					
Penalty					
Punishment			NONE		
Compounding					
C. OTHER OFFICERS					
Penalty					
Punishment			NONE		
Compounding					

Place: Surat

Date: 16.08.2018

For the Board of Director

Bhatia Communications & Retail (India) Limited

Sd/-

Sanjeev Harbanslal Bhatia

Managing Director

DIN: 02063671

Sd/-

Harbanslal Brijlal Bhatia

Whole-time Director

DIN: 02063751

ANNEXURE-2
Form No. AOC-2

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

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

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

Sr. No.	Name(s) of the related party and nature of relationship	Nature of contracts /arrangements/transactions	Duration of the contracts / arrangements/transactions	Salient terms of the contracts or agreement or transactions including the value, if any	Justification for entering into such contracts or arrangements or transactions	Date(s) of approval by the Board	Amount paid as advance, if any	Date on which the special resolution was passed in general meeting as required under first proviso to section 188
NIL								

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

Sr. No.	Name(s) of the related party and nature of relationship	Nature of contracts/ arrangements/ transactions	Duration of the contracts/ arrangements/ transactions	Salient term of the contracts or arrangements or transactions including the value, if any	Date(s) if approval by the Board, if any	Amount paid as advanced, if any
1	Garima Bhatia, Relative of Director	Interest	On Demand	15% interest on unsecured loan	10/04/2017	NIL
		Salary Paid	Monthly	Salary per month Rs. 62,500	10/04/2017	NIL
		Rent Paid	Annually	Rent per annum Rs. 2,40,000	10/04/2017	NIL
2	Harbansal Bhatia, Director	Interest	On Demand	15% interest on unsecured loan	10/04/2017	NIL
		Salary Paid	Monthly	Salary per month Rs. 75,000 (April, 2017 to January, 2018) 2,00,000 (February and March 2018)	10/04/2017	NIL
		Rent Paid	Annually	Rent per annum Rs. 5,40,000	10/04/2017	NIL
3	Harbansal Bhatia (HUF), HUF of Director	Interest	On Demand	15% interest on unsecured loan	10/04/2017	NIL
4	Hema Bhatia, Relative of Director	Interest	On Demand	15% interest on unsecured loan	10/04/2017	NIL
		Rent Paid	Annually	Rent per annum Rs. 3,90,000	10/04/2017	NIL
5	Kamleshkumari Bhatia, Relative of Director	Interest	On Demand	15% interest on unsecured loan	10/04/2017	NIL
		Rent Paid	Annually	Rent per annum Rs. 8,70,000	10/04/2017	NIL
6	Nikhil Bhatia, Director	Interest	On Demand	15% interest on unsecured loan	10/04/2017	NIL
		Salary Paid	Monthly	Salary per month Rs. 75,000 (April, 2017 to January, 2018) 2,00,000 (February and March 2018)	10/04/2017	NIL
		Rent paid	Annually	Rent per annum Rs. 7,20,000	10/04/2017	NIL

7	Nikhil Bhatia (HUF), HUF of Director	Interest	On Demand	15% interest on unsecured loan	10/04/2017	NIL
		Purchase	Annually	14,74,258	10/04/2017	NIL
8	Sanjeev Bhatia, Director	Interest	On Demand	15% interest on unsecured loan	10/04/2017	NIL
		Salary Paid	Monthly	Salary per month Rs. 75,000 (April, 2017 to January, 2018) 2,00,000 (February and March 2018)	10/04/2017	NIL
		Rent Paid	Annually	Rent Per annum Rs. 10,98,000	10/04/2017	NIL
9	Sanjeev Bhatia (HUF), HUF of Director	Interest	On Demand	15% interest on unsecured loan	10/04/2017	NIL
10	Naresh Bhatia, Relative of Director	Interest	On Demand	15% interest on unsecured loan	10/04/2017	NIL
11	SNV Distributors Pvt. Ltd., Company in which Director is Director	Purchase and sales	Annually	At prevailing Market Price	10/04/2017	NIL
12	Mohit Enterprises, Firm in which Director is Partner	Purchase and sales	Annually	At prevailing Market Price	10/04/2017	NIL
13	E Parisar Tech Private Limited, Company in which Director is Director	Sales	Annually	At prevailing Market Price	10/04/2017	NIL
14	Telecity Enterprises LLP, Director is Partner	Purchase and sales	Annually	At prevailing Market Price	10/04/2017	NIL
15	Ravindra Sojal, CFO	Salary	Monthly	Salary per month Rs. 24,800	10/04/2017	NIL
16	Harshita Sojal, Wife of CFO	Salary	Monthly	Salary per month Rs. 23,000	10/04/2017	NIL
17	Avni Chaudhari, Company Secretary	Salary	Monthly	Salary per month Rs. 20,000	10/04/2017	NIL

Place: Surat

Date: 16.08.2018

For the Board of Director

Bhatia Communications & Retail (India) Limited

Sd/-

Sanjeev Harbanslal Bhatia

Managing Director

DIN: 02063671

Sd/-

Harbanslal Brijlal Bhatia

Whole-time Director

DIN: 02063751

Annexure-3

CORPORATE GOVERNANCE REPORT

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

1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

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

2. BOARD OF DIRECTORS

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

(a) Board Strength and representation:

As on 31st March, 2018 the Board of Directors comprises of six directors out of which one is Executive Managing Director, two are Executive Whole Time Directors and remaining three are Non-Executive Independent Directors. As on date of this report Board of Directors of the company is as follows:

Name of Directors	Category & Designation
Mr. Sanjeev Harbanslal Bhatia	Executive Managing Director
Mr. Harbanslal Brijlal Bhatia	Executive Whole Time Director
Mr. Nikhil Harbanslal Bhatia	Executive Whole Time 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

The Details of Directorship held by the Directors as on 31st March, 2018 and their attendance at the Board meetings during the year are as follows:

Name of the Directors	Category of Director	No. of other Directorships	No. of other Board Committee(s) in which he is		Attendance at last AGM	Attendance at Board Meetings	No. of Shares held as on 31.03.2018
			Member	Chairman			
Sanjeev Harbanslal Bhatia	MD/PD/ED	2	NIL	NIL	YES	13	21,30,000
Harbanslal Brijlal Bhatia	WTD/PD/ED	1	NIL	NIL	YES	13	23,80,000
Nikhil Harbanslal Bhatia	WTD/PD/ED	1	NIL	NIL	YES	13	36,427
Rachit Naresh Narang	ID	NIL	NIL	NIL	NO	6	9,000
Rashmi Kapil Arora	ID	1	NIL	NIL	NO	6	16,000
Arpit Arunkumar Jain	ID	NIL	NIL	NIL	NO	6	NIL

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

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

During the financial year 2017-18, there were **Fifteen (15) Board meetings** held on following dates:

10/04/2017	25/04/2017	09/05/2017	02/09/2017	30/09/2017	11/11/2017
17/11/2017	05/01/2018	05/01/2018	05/01/2018	18/01/2018	19/01/2018
02/02/2018	16/02/2018	19/02/2018			

(c) Familiarization to Independent Directors:

The newly appointed Independent Directors of the Company are familiarized with the various aspects of the Company provided with an overview of the requisite criteria of independence, roles, rights, duties and responsibilities of directors, terms of appointment of the Company and policies of the Company and other important regulatory aspects as relevant for directors. The Company, through its Executive Director or Manager as well as other Senior Managerial Personnel, conducts presentations/programs to familiarize the Independent Directors with the strategy, operations and functions of the Company inclusive of important developments in business. The details of number of programmes attended and the cumulative hours spent by an independent director are uploaded on the website of the company. The web link is <http://bhatiamobile.com/wp-content/uploads/2018/08/Familiarisation-program-of-Independent-Directors.pdf>

During the financial year 2017-18, **one (1) meetings** of Independent Directors were held on following dates:
19/02/2018

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

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

3. AUDIT COMMITTEE

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

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

During the financial year 2017-18, **One (1) meeting** of Audit Committee was held on following dates:
19/02/2018

Attendance of members for the meeting of Audit Committee held during the year 2017-18 is as below:

Name	Categories	No. of Meeting Attended
Mr. Arpitkumar Jain	Chairman	1
Mrs. Rashmi Kapil Arora	Member	1
Mr. Sanjeev Harbanslal Bhatia	Member	1

The term of reference of Audit Committee is as below:

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

1. Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
2. Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees;
3. Scrutiny of inter-corporate loans and investments;
4. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;

5. Reviewing, with the management, the annual financial statements before submission to the board for approval, with particular reference to:
 - a. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub section 3 of section 134 of the Companies Act, 2013
 - b. Changes, if any, in accounting policies and practices and reasons for the same
 - c. Major accounting entries involving estimates based on the exercise of judgment by management
 - d. Significant adjustments made in the financial statements arising out of audit findings
 - e. Compliance with listing and other legal requirements relating to financial statements
 - f. Disclosure of any related party transactions
 - g. Qualifications in the draft audit report.
6. Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
7. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/ prospectus/notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
8. Reviewing, with the management, performance of statutory and internal auditors, and adequacy of the internal control systems;
9. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
10. Discussion with internal auditors any significant findings and follow up there on;
11. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
12. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
13. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non payment of declared dividends) and creditors;
14. To review the functioning of the Whistle Blower mechanism, in case the same is existing;
15. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience & background, etc. of the candidate;
16. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.
17. Valuation of undertakings or assets of the company, where ever it is necessary.
18. Evaluation of internal financial controls and risk management systems;
19. Monitoring the end use of funds raised through public offers and related matters.

4. NOMINATION AND REMUNERATION COMMITTEE

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

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

During the financial year 2017-18, **one (1) meetings** of Nomination & Remuneration Committee were held on following dates: 19/02/2018

Attendance of members for the meeting of Nomination & Remuneration Committee held during the year 2017-18 is as below:

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

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

- 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;
- Formulation of criteria for evaluation of Independent Directors and the Board;
- To ensure that the relationship of remuneration to performance is clear and meets appropriate performance benchmarks.
- Devising a policy on Board diversity, if any;
- 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.

5. REMUNERATION OF DIRECTORS

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

Name	Category	Remuneration (In Rs.)
Sanjeev Harbanslal Bhatia	Executive Managing Director	11,50,000
Nikhil Harbanslal Bhatia	Executive Whole Time Director	11,50,000
Harbanslal Brijlal Bhatia	Executive Whole Time Director	11,50,000
Rashmi Kapil Arora	Non-Executive Independent Director	NIL
Arpit Arunkumar Jain	Non-Executive Independent Director	NIL
Rachit Naresh Narang	Non-Executive Independent Director	NIL

6. STAKEHOLDER'S RELATIONSHIP COMMITTEE

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

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

During the financial year 2017-18, **One (1) meetings** of Stakeholder's Relationship Committee were held on following dates: 19/02/2018

Attendance of members for the meeting of Stakeholder's, Shareholders and Investor Committee held during the year 2017-18 is as below:

Name	Categories	No. of Meeting Attended
Mrs. Rashmi Kapil Arora	Chairman	1
Mr. Arpitkumar Jain	Member	1
Mr. Sanjeev Harbanslal Bhatia	Member	1

Name & Designation and address of the Compliance Officer

CS Avani Karansingh Chaudhari
Bhatia Communications & Retail (India) Limited
132, Dr. Ambedkar Shopping Centre, Ring Road, Surat GJ 395002

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

Status of Complaints pending, received, disposed and unresolved:

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

7. GENERAL BODY MEETING

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

Year	Day, Date and Time	Venue
2014-15	Monday, 28 th September, 2015 at 11:00 A.M.	132, Dr. Ambedkar Shopping Centre, Ring Road, Surat - 395002 Gujarat
2015-16	Thursday, 22 nd September, 2016 at 12:00 P.M.	132, Dr. Ambedkar Shopping Centre, Ring Road, Surat - 395002 Gujarat
2016-17	Saturday, 30 th September, 2017 at 11:00 A.M.	132, Dr. Ambedkar Shopping Centre, Ring Road, Surat - 395002 Gujarat

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

Date of AGM	Resolution	Ordinary/ Special	Favor		Against	
			Ballot	E-Voting	Ballot	E-Voting
28 th September, 2015	Adoption of Annual Accounts, Auditor’s Report and Directors Report	Ordinary	All the resolutions were passed unanimously, no ballot or E-voting process has been done		All the resolutions were passed unanimously, no ballot or E-voting process has been done	
	declaration of Final Dividend of Rs. 0.50/- per Preference share	Ordinary				
	Ratification of Appointment of Statutory Auditor	Ordinary				
22 nd September, 2016	Adoption of Annual Accounts, Auditor’s Report and Directors Report	Ordinary	All the resolutions were passed unanimously, no ballot or E-voting process has been done		All the resolutions were passed unanimously, no ballot or E-voting process has been done	
	Ratification of Appointment of Statutory Auditor	Ordinary				
30 th September, 2017	Adoption of Annual Accounts, Auditor’s Report and Directors Report	Ordinary	All the resolutions were passed unanimously, no ballot or E-voting process has been done		All the resolutions were passed unanimously, no ballot or E-voting process has been done	
	Appointment of Statutory Auditor	Ordinary				
	Bonus issue of 30,90,600 Equity Shares	Special				
	Conversion of 37,500 5% Non Cumulative Preference shares into 37,500 Equity shares	Special				
	Amendment in Authorized Share Capital	Special				

Name and address of scrutinizer or the person who conducted the postal ballot exercise:

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

8. MEANS OF COMMUNICATION

1. Financial Results:

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

Yearly financial results: The yearly financial results of the Company are normally published in website of the Company i.e. on www.bhatiamobile.com. Financial results for the year 2017-18 have been submitted to stock exchange within 30 minutes from the conclusion of Board Meeting in which financial results have been approved. During the year, following half yearly and yearly financial results have been submitted on BSE portal

Period of Financial Results	Date
Audited Financial Results for the half year and year ended March 31, 2018	May 30, 2018

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

2. 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. This section of website also contains various forms and applications like application for address change, draft documents for issue of duplicate shares, documents for transmission of shares, nomination form, etc. for updating various information's in the Company.

3. 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 busicomp@vsnl.com and the same is available on website of the Company www.bhatiamobile.com

4. 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.

5. GENERAL SHAREHOLDER INFORMATION

Date, Time and Venue of AGM	25 th September, 2018 11.00 AM, 132, DR. Ambedkar Shopping Centre, Ring Road, Surat-395002, Gujarat
Financial Year	From 1 st April to 31 st March, 2018
Date of Book Closure	From Wednesday, the 19 th day of September, 2018 to Monday, the 25 th day of September, 2018 (both day inclusive)
Listed on Stock Exchanges	BSE SME Platform
Trading Symbol	BHATIA

Market Price Data

Company has listed on BSE SME platform on 21st February, 2018. Hence, data of market price high, low for the year 2017-18 is given below from the month of February, 2018.

Month	High (Rs.)	Low (Rs.)	Volume (No. of Shares)	Turnover (Amount in Rs.)
February, 2018	157.00	149.9	732000	11,00,56,600
March, 2018	154.50	149.40	124000	1,86,30,100

Registrar & Transfer Agents:

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

Distribution of Shareholdings as on March 31, 2018:

a. On the basis of Shareholdings

Shareholding of Nominal	No. of Shareholders	% of Shareholders	Shares Amount	% of Shares Amount
1 to 5000	4	1.48	810	0.00
5001 to 10000	131	48.52	1310000	2.09
10001 to 20000	34	12.59	679960	1.09
20001 to 30000	23	8.52	690000	1.10
30001 to 40000	6	2.22	240000	0.38
40001 to 50000	6	2.22	300000	0.48
50001 to 100000	22	8.15	1689630	2.70
100001 to 5000000	42	15.56	12565600	20.08
5000001 to 30000000	2	0.74	45100000	72.07
TOTAL	270	100.00	62576000	100.00

On the basis of Category

Sr. No.	Description	No. of members		No. of shares	
		Nos.	%	Nos.	%
A	Promoters Holding Directors & Relatives Bodies Corporate	7	2.59	4607600	73.63
B	Non Promoter Holding <u>Institutions</u> Mutual Funds				
	<u>Non-Institutions</u> Resident Individual	225	83.33	969963	15.50
	HUF	16	5.92	104000	1.66
	Foreign Individuals or NRI	2	0.74	13000	0.21
	Bodies Corporate	11	4.07	502996	8.04
	Any other (Clearing Member)	9	3.33	60041	0.96
	Total:	270	100.00	6257600	100.00

Share Transfer System

Share transfer system is handled by, Purva Sharegistry (India) Private Limited, Share Registrar and Transfer Agent (RTA) of the company. Shareholders who are intended to transfer shares are first need to provide transfer form to RTA then RTA check the validity of forms and other details of form and then forward to company for approval.

Address for Correspondence:

(a) Registrar & Transfer Agents:

Purva Sharegistry (India) Private Limited.
9 Shiv Shakti Industrial Estate, J. R. Boricha
Marg, Near Lodha Excelus, Lower Parel (E),
Mumbai, Maharashtra, 400011
Email: busicomp@vsnl.com
Website: www.purvashare.com
Ph: No. 022-23016761/8261. Fax: 022-2301517
10th ANNUAL REPORT 2017-18

(b) Registered Office:

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

10. DISCLOSURES

Related Party Transaction

The list of related party transactions entered by the Company during the year is mentioned in note no. 21 of Related party Disclosures (As identified by management) of the financial statement. All related party transactions are monitored by Audit Committee of the Company. Company's policy on related party transaction is available on below link:

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

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 plat form from 21st February, 2018, and accordingly no penalties have been levied or strictures have been imposed on the Company on any matter related to capital markets during the year.

Whistle Blower Policy/Vigil Mechanism Policy

The Company has a formal Whistle Blower Policy/ Vigil Mechanism Policy and the same is available on the website of the Company <http://bhatiamobile.com/wp-content/uploads/2018/05/Vigil-Mechanism-Whistle-Blower-Policy.pdf> The Directors of the Company affirms that no personnel have been denied access to the Audit Committee.

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.

Material Subsidiary

The Company does not have any material subsidiary.

11. DISCRETIONARY REQUIREMENTS

The Board

The chairman of the company is Executive Director.

Shareholder Rights

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

Modified opinion(s) in audit report

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

For Bhatia Communications & Retail (India) Limited

Date: 16.08.2018

Place: Surat

Sd/-

Sanjeev Harbanslal Bhatia

Chairman

DIN: 02063671

ANNEXURE – 4

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

A. CONSERVATION OF ENERGY

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

B. TECHNOLOGY ABSORPTION

- (i) The efforts made towards technology absorption
 - (ii) The benefits derived like product improvement, cost reduction, product development or import substitution
 - (iii) In case of imported technology (imported during last three years reckoned from the beginning of the financial year)
 - a. The details of technology imported
 - b. The year of import
 - c. Whether the technology been fully absorbed
 - d. If not fully absorbed areas where absorption has not taken place & reasons thereof
 - (iv) The expenditure incurred on research & development during the year 2017-18
- } NIL

C. FOREIGN EXCHANGE EARNING AND OUTGO

The Foreign Exchange earning in terms of actual inflows

Foreign Exchange earnings during the financial year 2017-18: NIL

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

Foreign Exchange outgo during the financial year 2017-18 was Rs. 6,55,000/-

Place: Surat

Date: 16.08.2018

For the Board of Director

Bhatia Communications & Retail (India) Limited

Sd/-

Sanjeev Harbanslal Bhatia

Managing Director

DIN: 02063671

Sd/-

Harbanslal Brijlal Bhatia

Whole-time Director

DIN: 02063751

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

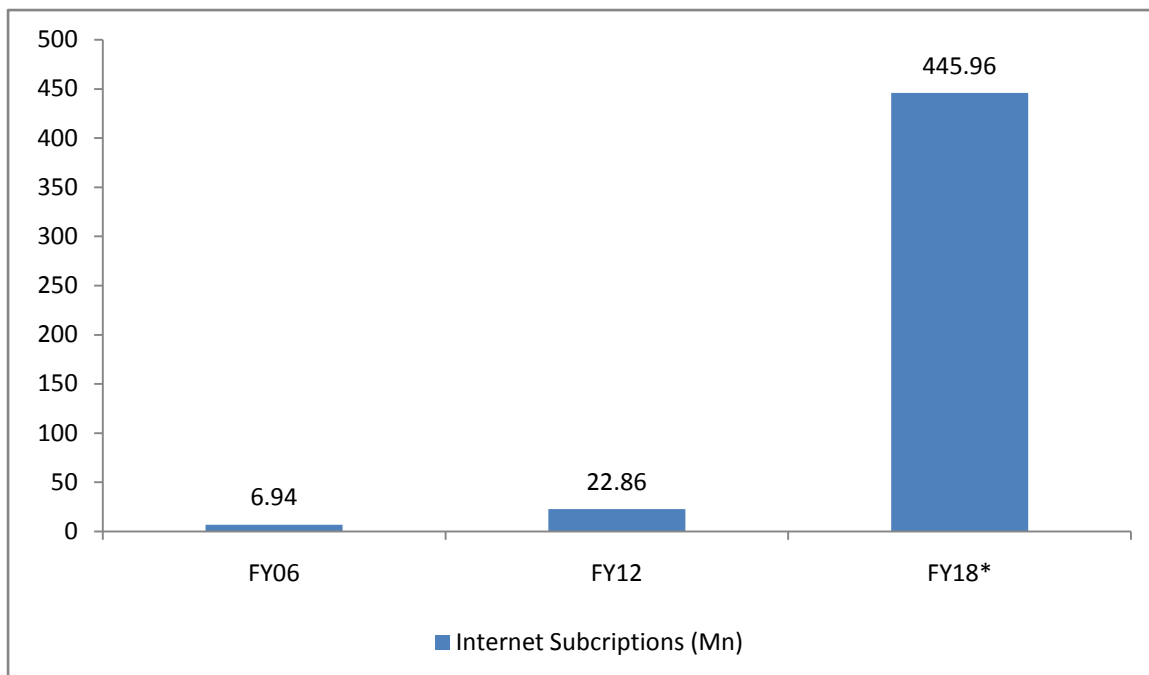
1. Market Trend & Economy:

As per World Bank, despite recent softening, global economic is expected to remain robust at 3.1% in 2018 before slowing gradually over the next two years. Activity in developed economies is expected to grow at 2.2% in 2018 before easing to a 2% rate of expansion next year, as central banks are gradually removing monetary stimulus. Growth in emerging market and developing economies is projected to strengthen to 4.5% in 2018, before reaching 4.7% in 2019.

In FY 18, Government has taken number of key structural initiatives to build strength across macro-economic parameters for sustainable growth in the future. Despite weakness in the first half of the year, the weakness seems to have bottomed out as 2018 set in. Currently, the economy seems to be on the path to recovery, with indicators of industrial production, stock market index, auto sales and exports having shown some uptick. However, the signs of green shoots should not be taken for granted as downside risks remain. The biggest challenges for 2018 are increasing inflationary pressures, coupled with a higher fiscal deficit as well as an increasing debt burden, as to how the economy can maintain its recovery. The key to this conundrum lies in the revival of consumer demand and private investment.

India is the second most populated country in the world which is growing at a fast pace creating a perpetually growing retail appetite. India is growing at a GDP rate of 7% and the rate of consumption is also increasing. Due to which, it is expected that retail sector will increase by 60% to USD 1.1 Tn by 2020 backed by increasing disposable incomes, changing lifestyles and escalating growth in the retail segment (both online and offline). Most of the developed nations have an organized retail penetration of 80%, whereas in India, the corresponding figure is less than 10% (USD 60 Bn). As consumers become more demanding and value-seeking, they will move a large part of their purchases to organized retail brands which creates a huge opportunity of sustainable growth for the company.

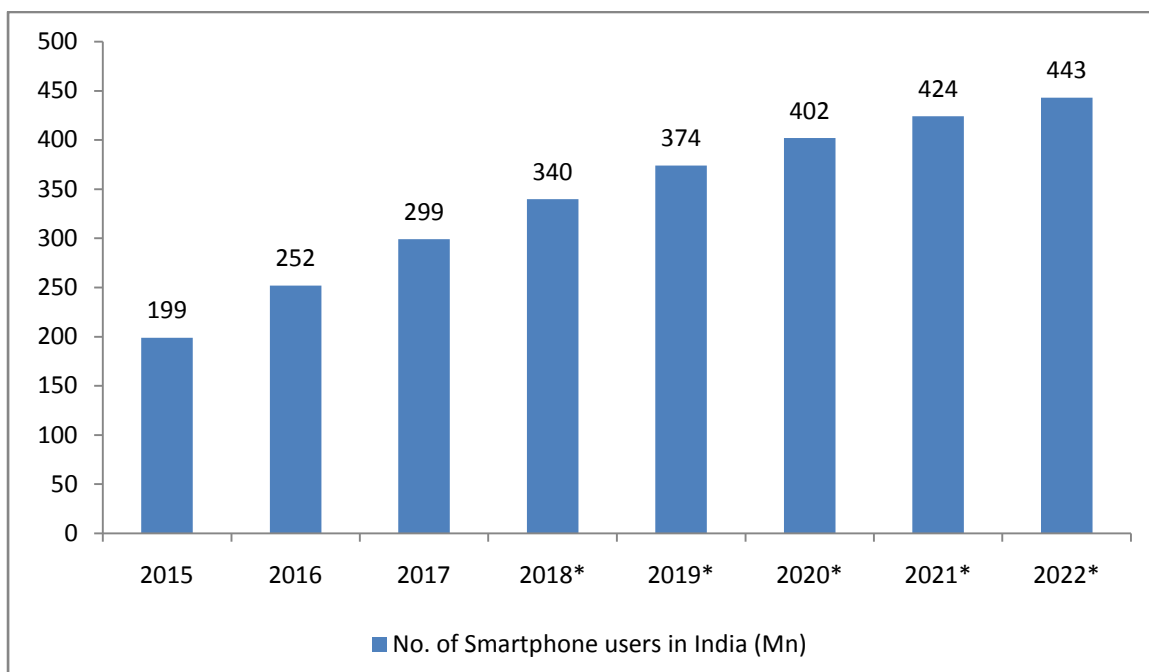
As per IBEF, mobile industry is expected to create a total economic value of US\$ 217.37 Bn by the year 2020. India's smart phone market grew 14% year-on-year to a total of 124 Mn shipments in 2017, one of biggest market for smart phones in the world. Rise in mobile-phone penetration and decline in data costs, it is expected India will add 500 Mn new internet users in India over the next five years. The monthly data usage per smartphone in India is expected to increase from 3.9 GB in 2017 to 18 GB by 2023. As per the recent trade data, we have observed a rise in purchases of smartphones, TVs and other goods have made electronics India's second-biggest import item after oil, and is impacting the nation's trade deficit wider. Economists polled by Bloomberg forecast the current-account deficit to widen to 2.3% of GDP in the fiscal year to March 2019, from 1.9 per cent currently. Electronics imports were valued at USD 57.8 Bn, way more than the USD 35.8 Bn worth of gold purchases. Government has taken some measure with this regards, has imposed a 10% tax on imports of key smart phone components, including populated printed circuit boards, which are at the heart of smart phones. Similar duties on many of the electronics item which is being imported. Due to the increase in import duty there is far less effect on the imports of smartphones.



*Upto December 2017

Source : IBEF

India is the world's 3rd largest smart phone market and continues to hold its position of being the biggest feature phone market globally. Number of smart phone users in India would reach 443 million by 2022, with a growth of over 60% from current level. Despite the growing trend, the smart phone penetration in India will reach only 36.2% by the end of 2022. According to the [International Data Corporation's](#) (IDC) Quarterly Mobile Phone Tracker, the India smartphone market saw a shipment of 30 mn units in Q1 of 2018, making it the strongest start to a year and maintaining a healthy year on year growth of 11%.



*Forecast

Source : IDC, Industry reports

As per IBEF, Indian appliance and consumer electronics (ACE) market reached USD 31.48 Bn in 2017. It is expected to increase at a 9% CAGR to reach USD 48.37 Bn in 2022. Also, India is the world's third largest television industry, which is expected to grow at a CAGR of 9.8% over CY16-20 (USD 9 Bn). Similarly, due to increase in disposable incomes demand for Smart Televisions has shot up, contributing around 18-20 percent to sales in India's electronics sector. We are in process of exploring the Smart TV market in India and are in advance talk with the suppliers. Once everything falling in place we will launch Smart TV under our own brand.

In the early 2017, companies were still reeling from the after effects of demonetisation. Though initially, demonetization had impacted the sector adversely causing cash crunch and slowing down of sales, eventually it proved to be beneficial. Non cash transactions have reduced and more and more consumers use plastic money for payments. Increasing consumer base, rising incomes, growing aspirations, favorable demographics, easy credit availability and technological advancements due to which country's retail development has been rapid not just in the metros, but also in the Tier-II and Tier-III cities. To expand our footprint in Gujarat, we are planning to launch few more retail in Saurashtra and Ahmedabad. We at Bhatia Communication and retail are very excited about the future development and growth potential.

Opportunities & Threats

Opportunities:

- ✓ Implementation of GST, resulted into increase in sales growth due to harmonization of taxes state wise and abolition of VAT rate differences
- ✓ Online selling of our Products is increasing day by day
- ✓ Credit/EMI Facilities are provided by leading credit houses like Bajaj Fiserv, HDFC, Home Credit, Capital First etc
- ✓ Currently, our presence is only in South Gujarat region which gives us the opportunity to increase our foot print in other parts of the State

Threats:

- ✓ Industry is prone to change in government policies, any material changes in the duty or International prices may adversely impact our financials
- ✓ There are no entry barriers in our industry which puts us to the threat of competition from new entrants
- ✓ Prices of products are prone to exchange rate fluctuations

2. Segment-wise or product-wise performance

Your company has only one business segment retail and wholesale distribution business of mobile handsets, tablets, data-cards, mobile accessories, mobile related products etc. The performances are reflected in the balance sheet.

3. Outlook

Company intends to maintain its brand positioning in Surat through intelligent marketing through various marketing and branding campaigns. We are also planning to implement inventory management for our all stores and warehouses for operational efficiencies. Our main focus will be to increase the same stores sales growth by implementing various loyalty programmes and schemes. Also, we intends to enrich workforce experiences, engage closer with employees, facilitate outof-the-box thinking. We are in process of exploring the Smart TV market in India and are in advance talk with the suppliers. Once everything falling in place we will launch Smart TV under our own brand.

4. Risk and Concerns

The Company is governed by a stringent risk management framework comprising regular risk assessments, updating of policies, protected channels for information flows and ongoing monitoring. As we are into mobile selling and distribution, if we incorrectly understood the market trends this can result into decreased sales. Also, our business is working capital intensive business, so inventory risk can affect our long term sustainability.

5. Internal Control System

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

6. Financial and operational performance

During the year, Your Company recorded total revenue of Rs. 15,512.53 Lacs during the current financial year as compared to total revenue of Rs. 12,433.11 Lacs in financial year 2016-17 and Profit before Tax for the year 2017-18 stood at Rs. 542.02 Lacs as compared to Profit before tax of Rs. 76.63 Lacs in financial year 2016-17. Profit after Tax for the current year stood at Rs. 357.58 Lacs as compared to Profit after Tax of Rs. 52.73 Lacs.

7. Material Development in Human Resources

Your Company firmly believes that its human resources are the key enablers for the growth of the Company and important asset. Hence, the success of the Company is closely aligned to the goals of the human resources of the Company. Taking into this account, your Company continued to Invest in developing its human capita and establishing its brand on the market to attract and retain the best talent.

Employee relations during the period under review continued to be healthy, cordial and harmonious at all levels and your Company is committed to maintain good relations with the employees.

Place: Surat

Date: 16.08.2018

For the Board of Director

Bhatia Communications & Retail (India) Limited

Sd/-

Sanjeev Harbanslal Bhatia

Managing Director

DIN: 02063671

Sd/-

Harbanslal Brijlal Bhatia

Whole-time Director

DIN: 02063751

Annexure 6

Form No. MR-3
SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31.03.2017

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

To,
The Members,
Bhatia Communications & Retail (India) Limited
(CIN: L32109GJ2008PLC053336)
132, Dr. Ambedkar Shopping Centre,
Ring Road, Surat-395002 GJ.

I/We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **M/s. Bhatia Communications & Retail (India) Limited**, (hereinafter called the “company”). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my/our verification on the test check basis of the **M/s. Bhatia Communications & Retail (India) Limited**, books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on **31st March, 2018** 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, 2018** 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. Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - d. The Securities and Exchange Board of India (Share Based Employee Benefits) Guidelines, 2014;
 - e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
 - f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
 - h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
- vi. Following Other Laws Specifically Applicable to Company:
 - i. Income tax Act, 1961
 - ii. Value added Tax Act, 1994 & goods and services tax act 2016
 - iii. 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-SME 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 except some irregular form filings.

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/Statutory Auditor of the company, in my opinion, adequate systems and processes and control mechanism exist in the company to monitor and ensure compliance with applicable general laws.

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

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

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

As per the minutes of the meetings duly recorded and signed by the chairman, the decisions of the board were unanimous and no dissenting views have been recorded.

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

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

1. 30,90,600 Equity Shares of Rs 10 each were issued as fully paid bonus shares on 30.09.2017 to the existing equity shareholders of the company.
2. 37,500 Preference Shares of Rs 10 each has been converted into 37,500 Equity Share of Rs. 10 on 30.09.2017.
3. 12,14,400 Equity Shares of Rs 10 each were issued as fully paid bonus shares on 05.01.2018 to the existing equity shareholders of the company.
4. 14,00,000 Fresh Equity Shares of Rs 10 each and 2,50,000 Equity shares of Rs. 10 each were offer for sale by Mr. Sanjeev Bhatia and cumulatively 16,50,000 were issued through IPO and the company was listed on 21.02.2018 at BSE-SME exchange.

Sd/-

Place: SURAT
Date: 16th August, 2018

Signature:
Name of PCS: Ranjit B. Kejriwal
FCS No.: 6116
C P No.: 5985

ANNEXURE – 7

The Disclosures pertaining to remuneration as required under section 197(12) of the companies act, 2013 read with rule 5 (1) 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 2017-18, ratio of the remuneration of the employees of the Company for the financial year 2017-18 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. 2017-18 (Amount in Rs.)	% increase in Remuneration in the F.Y. 2017-18	Ratio of Remuneration of each Director/to median remuneration of employees
1	Sanjeev Harbanslal Bhatia Executive Chairman cum Managing Director	11,50,000	167	4.37:1
2	Nikhil Harbanslal Bhatia Whole-time Director	11,50,000	167	4.37:1
3	Harbanslal Brijlal Bhatia Whole Time Director	11,50,000	167	4.37:1
4	Rashmi Kapil Arora Non-Executive Independent Director	NIL	NIL	NIL
5	Arpit Arunkumar Jain Non-Executive Independent Director	NIL	NIL	NIL
6	Rachit Naresh Narang Non-Executive Independent Director	NIL	NIL	NIL
9	Avani Karansingh Chaudhari* Company Secretary & Compliance Officer	87,663	NIL	N.A.
10	Ravindra Arunrao Sojal** Chief Financial Officer	3,37,600	NIL	N.A.

*Appointed w.e.f. 11th November, 2017

** Appointed as CFO w.e.f. 05th January, 2018

- (i) Names of the top sixteen employees in terms of remuneration drawn from the Company in the financial year 2017-18:

Sr. No.	Name & Designation	Qualification and Experience	Remuneration (Amount in Rs.) Per month	Date of Appointment	Age (In years)	Particulars of Last Employment	Relative of Director/ Manager
1	PRAMOD G. MARATHE – ACCOUNTANT	H.S.C. 4 YEAR	24500	01/04/2011	46	NA	NO
2.	CHANDRAKANT S. BAGUL ACCOUNTANT	H.S.C. 5 YEAR	24500	01/04/2011	27	NA	NO
3.	SURAJ MARATHE	B.A. 3 YEAR	24500	01/04/2011	28	NA	NO
4.	JADHAV RAJENDRA MACHHINDRA ACCOUNTANT	S.S.C. 4 YEAR	24500	01/04/2011	30	NA	NO
5.	SURYAWANSHI MAHENDRA G CASHIER .	H.S.C. 4 YEAR	24500	01/06/2011	25	NA	NO
6.	MARATHE YUVRAJ S. AUDITOR	B.A. 3 YEAR	24500	01/05/2011	23	NA	NO

7.	MALI RAHUL P. CASHIER	H.S.C 3 YEAR	24500	01/10/2015	26	NA	NO
8.	PATIL ASHOK TULSIRAM STOCK KIPPER	H.S.C. 5 YEAR	24500	01/04/2013	27	NA	NO
9.	PRAVINCHANDRA A. JARIWALA DELIVERY MAN	H.S.C. 5 YEAR	24500	01/04/2011	43	NA	NO
10	MARATHE YOGESH U. SALES MAN	H.S.C. 3 YEAR	24500	01/04/2011	26	NA	NO
11	RATHOD HIRENBHAI CHANDRAKANTBHAI STOCK KEEPER	H.S.C. 4 YEAR	24500	01/04/2013	21	NA	NO
12	SAIYED FAKRUDDIN FARIDUDIN CASHIER	H.S.C. 2 YEAR	24500	01/06/2013	29	NA	NO
13	RANA ANANDKUMAR B. SALES MAN	S.S.C. 2 YEAR	24500	01/04/2011	26	NA	NO
14	PATEL MOHAMMAD HANIF SALES MAN	S.S.C. 1.5 YEAR	24500	01/04/2017	25	NA	NO
15	SAUD JANGBHADAR PRASAD FIELD WORKER	H.S.C. 3 YEAR	24500	01/01/2017	32	NA	NO
16	MAHAJAN DIPAK NAMDEVBHAI OPERATOR	H.S.C. 2 YEAR	24500	01/04/2014	27	NA	NO

- (ii) The median remuneration of employees of the Company during the Financial Year was Rs. 21,929/-
- (iii) In the Financial year, the median remuneration of employees is decreased by 6.57%.
- (iv) There were 55 permanent employees on the rolls of the Company as on March 31,2018;
- (v) Average percentage decrease made in the salaries of employees other than the managerial personnel in comparison of the last financial year is 6.57%. There is an average increase of 75% in the remuneration of Directors of the company in comparison to the last financial year & CS and CFO have appointed during the year.
- (vi) The remuneration of KMP is as per the recommendations of the Nomination & Remuneration Committee.
- (vii) It is hereby affirmed that the remuneration paid is as per the remuneration policy for Directors, Key Managerial Personnel and other Employees.

Place: Surat

Date: 16.08.2018

For the Board of Director

Bhatia Communications & Retail (India) Limited

Sd/-

Sanjeev Harbanslal Bhatia

Managing Director

DIN: 02063671

Sd/-

Harbanslal Brijlal Bhatia

Whole-time Director

DIN: 02063751

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(s)/Madam,

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

1. I have reviewed the financial statements and the cash flow statement for the financial year ended March 31, 2018 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, 2018 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, 2018;
 - b. there are no significant changes in accounting policies during the financial year ended March 31, 2018; and
 - c. that there are no instances of significant fraud of which we have become aware.

Place: Surat

Date: 30.05.2018

By order of Board of Directors

Sd/-

Ravindra Arunrao Sojal
Chief Financial Officer

ANNEXURE - 9

R Kejriwal & Co. Chartered Accountants

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

AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

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

We have examined the compliance of the conditions of Corporate Governance by **Bhatia Communications & Retail (India) Limited** (The Company); for the year ended 31st March 2018 as stipulated in Regulation 27(2) of SEBI (Listing Obligation And Disclosure Requirements), Regulations 2015 of the said Company with BSE Limited.

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

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

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

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

For R. Kejriwal & Co.
Chartered Accountants

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

Place: Surat
Date: 16.08.2018

Annexure 10

R Kejriwal & Co. Chartered Accountants

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

UTILISATION OF IPO PROCEEDS

TO WHOM IT MAY CONCERN

We have examined the books of BHATIA COMMUNICATIONS & RETAIL (INDIA) LIMITED (The Company) CIN: L32109GJ2008PLC053336; for the period upto 31st March 2018 in regards to the utilisations of IPO proceeds of Rs. 2100 Lakhs received by issuing of shares at BSE-SME exchange is as Under:

Particulars	Amount in Rs.		
	Proposed	Utilised till 31.03.2018	Balance
Working Capital Requirement	15,50,00,000	6,39,07,476	9,10,92,524
General Corporate Purposes	5,00,00,000	2,40,27,457	2,59,72,543
Issue Expenses	50,00,000	50,00,000	-
Total	21,00,00,000	9,29,34,933	11,70,65,067

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has utilised the amounts as detailed above.

For R. Kejriwal & Co.
Chartered Accountants

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

Place: Surat
Date: 30.05.2018

R Kejriwal & Co.

Chartered Accountants

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

AUDITOR'S REPORT

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

Report on the Financial Statements:

We have audited the accompanying financial statements of **BHATIA COMMUNICATIONS & RETAIL (INDIA) LIMITED** ("the company") which comprises the Balance Sheet as at March 31, 2018 and the Statement of Profit and Loss and cash flow for the year then ended and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements:

The Company's Board of Directors is responsible for the matters in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flow of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes the maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding of the assets of the Company and for preventing and detecting the 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 internal financial control, 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.

Auditor's Responsibility:

Our responsibility is to express an opinion on these financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. 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. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the company has in place and adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Opinion:

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements, give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India,

- (a) in so far it relates to the Balance Sheet, of the state of affairs of the company as at March 31, 2018 and
- (b) in so far it relates to the Statement of Profit and Loss, of the profit for the year ended on that date; and
- (c) in so far it relates to the Statement of Cash Flow, of the profit for the year ended on that date.

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 and cash flow dealt with by this report are in agreement with the books of account.
 - 2.4 In our opinion, the aforesaid financial statements comply with the accounting standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

- 2.5 On the basis of written representations received from the directors, none of the directors are disqualified as on March 31, 2018 from being appointed as a director under section 164(2) of the Act.
- 2.6 With respect to the adequacy of financial controls over financial reporting of the company and the operative effectiveness of such controls, refer to our separate report in “Annexure B”; and
- 2.7 With respect to the others matters to be included in the auditor’s report in accordance with Rule 11 of the companies (audit and auditors) rules 2014, in our opinion and to the best of our information and according to the explanations given to us.
- I. There were pending litigations which would impact the financial position of the company. **The details of the pending litigations have been reported in point 7(b) of CARO report,** forming integral part of this audit report.
 - II. The company did not have any material foreseeable losses on long term contracts including derivative contracts
 - III. There were no amounts which were required to be transferred to the Investor Education and Protection fund by the company

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

Place: Surat
Date : 30.05.2018

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

Annexure to Auditors' Report

(Referred to in of our report of even date to the members of BHATIA COMMUNICATIONS & RETAIL (INDIA) LTD as on the financial statements for the year ended March 31, 2018)

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

1 Fixed Assets

(a)	Whether the company is maintaining proper records showing full particulars, including quantitative details and situation of fixed assets;	YES
(b)	Whether these fixed assets have been physically verified by the management at reasonable intervals; whether any material discrepancies were noticed on such verification and if so, whether the same have been properly dealt with in the books of account;	The management conducted physical verification of certain fixed assets in accordance with its policy of physical verification in a phased manner. In our opinion, such frequency is reasonable having regard to the size of the Company and the nature of its fixed assets. As explained to us, the discrepancies noticed on physical verification as compared to book records maintained, were not material and have been properly dealt with in the books of account.
(c)	Whether title deeds of immovable properties are held in the name of the company. If not, provide details thereof.	NA

2 Inventories

	Whether physical verification of inventory has been conducted at reasonable intervals by the management and whether any material discrepancies were noticed and if so, how they have been dealt with in the books of account;	The management conducted physical verification of inventory in accordance with its policy of physical verification in a phased manner. In our opinion, such frequency is reasonable having regard to the size of the Company and the nature of its inventory. As explained to us, the discrepancies noticed on physical verification as compared to book records maintained, were not material and have been properly dealt with in the books of account.
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3 Loan Granted

	Whether the company has granted any loans, secured or unsecured to companies, firms, LLPs or other parties covered in the register maintained u/s 189 of the Companies Act, 2013. If so,	NO
(a)	Whether the terms and conditions of the grant of such loans are not prejudicial to the company's interest;	NA
(b)	Whether receipt of the principal amount and interest are regular. If not provide details thereof; and	NA
(c)	If overdue amount is more than rupees five lakhs, whether reasonable steps have been taken by the company for recovery of the principal and interest;	NIL

4 Loans, Investments and guarantees

	In respect of loans, investments and guarantees, whether provisions of Section 185 and 186 of the Companies Act, 2013 have been complied with. If not, provide details thereof.	NA
--	---	----

5 Deposit

	In case the company has accepted deposits, whether the directives issued by the Reserve Bank of India and the provisions of sections 73 to 76 or any other relevant provisions of the Companies Act, 2013 and the rules framed thereunder, where applicable, have been complied with? If not, the nature of such contraventions be stated; If an order has been passed by Company Law Board or National Company Law Tribunal or Reserve Bank of India or any court or any other tribunal, whether the same has been complied with or not?	NA
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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, 2018 for a period of more than six months from the date they became payable.
-----	--	--

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

For R Kejriwal & Co.
Chartered Accountants

Sd/-
Vishal Joshi
Partner
M No: 427019
FRN: 133558W
Date : 30.05.2018
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 2018 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 2018, 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.

Date : 30.05.2018
Place: Surat

For R. Kejriwal & Co.
Chartered Accountants
FRN No. 133558W

Sd/-

Vishal Joshi
Partner
Mem No. 427019
PAN: AAPFR9048C

BHATIA COMMUNICATIONS & RETAIL (INDIA) LIMITED

CIN: L32109GJ2008PLC053336

132, DR AMBEDKAR SHOPPING CENTRE RING ROAD SURAT-395002

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

BALANCE SHEET AS AT 31.03.2018

(Amount in Rs.)

(Amount in Rs.)

	Note No.	As at 31.03.2018	As at 31.03.2017
EQUITY & LIABILITIES			
I Shareholders' Funds			
Share Capital	2	6,25,76,000	55,26,000
Reserves and Surplus	3	21,97,60,849	3,10,52,907
II Share Application Money		-	-
III Non Current Liabilities			
Long Term Borrowings	4	1,11,49,390	1,49,22,991
Deferred Tax Liability		5,71,501	10,73,028
Other Long term Liabilities		-	-
Long term provisions	5	20,99,215	-
IV Current Liabilities			
Short term Borrowings	6	20,06,390	2,59,39,040
Trade Payables	7		
a. Total outstanding dues of micro enterprises and small enterprises			
b. Total outstanding dues of creditors other than micro enterprises & small enterprises			
		13,51,86,309	16,70,98,717
Other current liabilities	8	17,05,904	21,50,780
Short Term Provision	9	1,89,84,466	23,54,540
	Total	45,40,40,025	25,01,18,003
ASSETS			
I Non Current Assets			
Fixed Assets	10		
- Tangible Assets		5,53,25,129	4,42,78,475
- Intangible assets		29,00,000	29,00,000
- Capital WIP		-	-
- Intangible Assets under development		-	-
Non current Investments		-	-
Deferred tax assets (net)		-	-
Long term Loans and Advances	11	2,36,27,936	-
Other Non-Current Assets		-	-
II Current Assets			
Current Investments		-	-
Inventories	12	15,47,45,113	12,73,44,000
Trade Receivables	13	4,64,41,768	5,04,25,351
Cash and Cash Equivalents	14	14,19,79,199	1,58,18,222
Short term Loans and Advances	15	2,90,20,880	93,51,956
Other Current assets			
	Total	45,40,40,025	25,01,18,003
Significant Accounting policies	1	-	0

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

As per our report of even date

For and on behalf of the Board

For R Kejriwal & Co.

Chartered Accountants

Sd/-

Vishal Joshi
Partner

M No: 427019

FRN: 133558W

Date : 30.05.2018

Place: SURAT

Sd/-

Sanjeev Bhatia
Managing Director
DIN: 02063671

Sd/-

Company Secretary

Sd/-

Harbanslal Bhatia
Whole Time Director
DIN:02063751

Sd/-

C.F.O.

BHATIA COMMUNICATIONS & RETAIL (INDIA) LIMITED

CIN: L32109GJ2008PLC053336

132, DR AMBEDKAR SHOPPING CENTRE RING ROAD SURAT-395002

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

PROFIT AND LOSS ACCOUNT FOR THE HALF YEAR ENDING ON 31.03.2018

			(Amount in Rs.)	(Amount in Rs.)
		Note No.	As at 31.03.2018	As at 31.03.2017
I	Revenue From Operations (Net)		1,55,12,52,528	1,24,33,10,863
II	Other income	16	11,89,45,966	9,15,97,437
III	TOTAL REVENUE		1,67,01,98,493	1,33,49,08,300
IV	Expenditures			
	Cost of Materials Consumed			
	Purchase of Stock In trade		1,52,12,77,222	1,25,86,32,262
	Changes in inventory of finished goods, work-in-progress and Stock-in-Trade	17	(2,74,01,113)	(3,79,15,100)
	Employee benefit expenses	18	4,84,81,450	2,56,91,589
	Financial costs	19	85,20,742	65,95,996
	Depreciation & Amortization	10	75,99,023	51,54,819
	Other Expenses	20	5,75,18,744	6,90,85,755
V	TOTAL EXPENSES		1,61,59,96,068	1,32,72,45,320
VI	Profit before Exceptional & Extraordinary items & tax		5,42,02,425	76,62,979
	Add :Exceptional/Extraordinary Items			-
VII	Profit before extraordinary items and tax		5,42,02,425	76,62,979
	Add/(less) Extraordinary items			-
	Loss on sale of Car			-
VIII	Profit Before Tax		5,42,02,425	76,62,979
	Tax expense			
	Current Tax		1,88,97,614	23,54,540
	Dividend Distribution Tax		-	-
	Deferred Tax		(5,01,527)	35,701
	Earlier Year Taxes		48,396	-
	Less: MAT credit entitlement			
IX	Profit /(Loss) from Continuing Operations		3,57,57,942	52,72,738
X	Profit /(Loss) from Discontinuing Operations			
	Less: Tax Expenses of Discontinuing Operations			
XI	Profit /(Loss) from Discontinuing Operations after Tax			
XII	Profit / (Loss) for the year			
XIII	Earning per Equity Share			
	Basic		7.14	10.24
	Diluted		7.14	9.54

See accompanying notes to the financial statement

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

For and on behalf of the Board

Vishal Joshi
Partner
M No: 427019
FRN: 133558W

Date : 30.05.2018
Place: SURAT

Sd/-
Sanjeev Bhatia
Managing Director
DIN: 02063671

Sd/-
Company Secretary

Sd/-
Harbanslal Bhatia
Whole Time Director
DIN:02063751

Sd/-
C.F.O.

BHATIA COMMUNICATIONS & RETAIL (INDIA) LIMITED

CIN: L32109GJ2008PLC053336

132, DR AMBEDKAR SHOPPING CENTRE RING ROAD SURAT-395002

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

CASH FLOW STATEMENT FOR THE HALF YEAR ENDED ON 31.03.2018

(Amount in Rs.)

	As at 31.03.2018	As at 31.03.2017
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit Before Tax and Extraordinary Items	5,42,02,425	76,62,979
Adjustments for:		
Depreciation	70,97,496	51,90,520
Loss on Sale of Assets	-	-
Amortization Expenses	-	-
Financial Costs	85,20,742	65,95,996
Operating Profit before Working Capital Changes	6,98,20,663	1,94,49,494
Adjustments for Working Capital Changes:		
Decrease/(Increase) in Inventories	(2,74,01,113)	(3,79,15,100)
Decrease/(Increase) in Sundry Debtors	39,83,583	(2,17,13,331)
Increase/(Decrease) in Current Liabilities & Provisions	(3,75,60,793)	6,61,06,025
Cash generated from Operations	88,42,341	2,59,27,088
Income Tax Paid	(1,84,44,484)	(23,90,241)
Net Cash Flow from Operating Activities	(96,02,142)	2,35,36,847
B. CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Fixed Assets	(1,86,45,678)	(2,04,93,436)
Sale of Fixed Asset	-	2,30,211
Short Term Loans & Advances	(4,32,96,860)	(1,23,282)
Net Cash Flow from Investing Activities	(6,19,42,538)	(2,03,86,507)
C. CASH FLOW FROM FINANCING ACTIVITIES		
Finance Costs	(85,20,742)	(65,95,996)
Increase in Share Capital	5,70,50,000	-
Increase in Reserves & Surplus	15,29,50,000	-
Proceeds from/(Repayment of) Secured Loan	(11,24,098)	34,46,871
Proceeds from/(Repayment of) Unsecured Loan	(26,49,504)	(32,18,228)
Net Cash Flow from Financing Activities	19,77,05,656	(63,67,353)
Net Changes in Cash & Cash Equivalents	12,61,60,976	(32,17,012)
Cash & Cash Equivalents at the beginning of the year	1,58,18,221	1,90,35,233
Cash & Cash Equivalents at the end of the year	14,19,79,197	1,58,18,221

As per our report of even date

For R Kejriwal & Co.
Chartered Accountants

For and on behalf of the Board

Sd/-

Vishal Joshi
Partner
M No: 427019
FRN: 133558WDate : 30.05.2018
Place: SURAT

Sd/-

Sanjeev Bhatia
Managing Director
DIN: 02063671Sd/-
Company Secretary

Sd/-

Harbanslal Bhatia
Whole Time Director
DIN:02063751Sd/-
C.F.O.

NOTES FORMING PARTS OF ACCOUNT

NOTE 1 SIGNIFICANT ACCOUNTING POLICIES :

a. Basis of Accounting :

The financial statements have been prepared under historical cost convention in accordance with the generally accepted accounting principles and the provisions of the Companies Act 2013, as adopted consistently by the company. The company generally follows mercantile system of accounting and recognises significant items of income and expenditure on accrual basis. Revenue from sale of goods is recognized on completion of sale of goods and is recorded net of trade discount and rebates however delayed payment charges recovered/recoverable on goods sold have been considered the part of sales.

The accounting policies adopted in the preparation of the financial statements are consistent with those followed in the previous year. Figures have been regrouped as and when necessary.

b. Fixed Assets :

The fixed Assets are stated at cost of acquisition/ take over.

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

c. 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.

d. Investment :

The Investments are stated at cost unless and otherwise specified

e. Deferred Revenue Expenditure :

Preliminary Expenses have been amortised over a period of 5 years. IPO expenses have been written off in current year itself.

f. 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, which ever is less.

g. 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 included in Sales.

h. 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.

i. Employee's Benefit :

Provident Fund, ESIC & LWF : Provident fund, ESIC and LWF 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.

j. Loan & Advances :

Balances of Loans and Advances, Debtors, Creditor, Banks are subject to confirmation and reconciliation. The company receives advance/ security deviation from its various franchisee(s) and the same is adjusted against the amount due from them as on the date of balance sheet.

k. Income Tax :

Income tax liability is ascertained on the basis of assessable profits computed in accordance with the provisions of Income-tax Act, 1961. Deferred tax is recognized, subject to the consideration of prudence, on timing differences, being the difference between taxable income and accounting income that originate in one period and are capable of being reversal in one or more subsequent periods.

Minimum Alternative Tax (MAT) credit is recognized as an asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the specified period. The Company review the same at each Balance Sheet date and writes down the carrying amount of MAT Credit Entitlement to the extent there is no longer convincing evidence to the effect that Company will pay normal Income Tax during the specified period.

l. Earning Per Share :

Basic earnings per share is computed by dividing the profit / (loss) after tax (including the post tax effect of extraordinary items, if any) by the weighted average number of equity shares outstanding during the year.

m. 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

n. Contingent Liability

A provision is recognised when there is a present obligation as a result of past event, it is probable that an outflow of resources will be required to settle the obligation and in respect of which reliable estimate can be made. Provision is not discounted to its present value and is determined based on the best estimate required to settle the obligation at the year end date. These are reviewed at each year end date and adjusted to reflect the best current estimate.

Contingent Liabilities for the period under review is as under.

Particular	FY	Amount(In Rs)	Status
Demand of Rs 25,54,800 raised by DCIT, Circle 1(1)(1) u/s 143(3) of IT Act,1961	2012-13	25,54,800	Appeal pending before CIT (A)

o. Accounting for Indirect Taxes

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

	Amount In Rs
Gross Sales	1,74,72,00,116
Less: VAT/GST	<u>19,59,47,588</u>
Net Sales	1,55,12,52,528

SCHEDULES FORMING PART OF BALANCE SHEET

PARTICULARS	(Amount in Rs.)	(Amount in Rs.)
	As at 31.03.2018	As at 31.03.2017
NOTE 2		
SHARE CAPITAL		
AUTHORISED		
70,00,000 Equity shares of Rs 10 each (P.Y. 5,50,000 Equity shares of Rs 10 each)	7,00,00,000	55,00,000
NIL Preference Shares of Rs 10 each (P.Y. 50,000 Preference Shares of Rs 10 each)	-	5,00,000
	7,00,00,000	60,00,000
ISSUED SUBSCRIBED & PAID UP		
62,57,600 Equity Shares of Rs.10/- each (P.Y.515100 Equity Shares of Rs.10/- each)	6,25,76,000	51,51,000
NIL Preference Shares of Rs 10/- each (P.Y. 37500 Preference Shares of Rs 10/- each)	-	3,75,000
	6,25,76,000	55,26,000
SUBSCRIBED AND FULLY PAID UP CAPITAL		
62,57,600 Equity Shares of Rs.10/- each fully paid up (P.Y 515100 Equity Shares of Rs.10/- each fully paid up)	6,25,76,000	51,51,000
NIL Preference Shares of Rs 10/- each (P.Y. 37500 Preference Shares of Rs 10/- each fully paid up)	-	3,75,000
	6,25,76,000	55,26,000
SUBSCRIBED BUT NOT FULLY PAID UP CAPITAL		
	-	-
	-	-

Reconciliation of Shares

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

Shareholder(s) holding more than 5% shares

	As at 31.03.2018		As at 31.03.2017	
	No. of shares	% of holding	No. of shares	% of holding
Equity shares of Rs.10 each				
Harbanslal Bhatia	23,80,000	38.03%	2,55,000	49.50%
Sanjeev H Bhatia	21,30,000	34.04%	2,55,000	49.50%
5% Non Cumulative Preference shares of Rs.10 each				
Hema Bhatia	-	-	13,750	36.67%
Nikhil Bhatia	-	-	23,750	63.33%

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

5,05,000 EQUITY SHARES OF Rs 10 each were issued as fully paid bonus shares on 20.11.2013 to the existing equity shareholders of the company.
 30,90,600 EQUITY SHARES OF Rs 10 each were issued as fully paid bonus shares on 30.09.2017 to the existing equity shareholders of the company.
 37,500 PREFERENCE SHARES OF Rs 10 each has been converted into 37,500 EQUITY SHARE OF Rs. 10 on 30.09.2017.
 12,14,400 EQUITY SHARES OF Rs 10 each were issued as fully paid bonus shares on 05.01.2018 to the existing equity shareholders of the company.
 14,00,000 FRESH EQUITY SHARES OF Rs 10 each were issued on 16.02.2018 through BSE-SME IPO.

Unpaid calls

By Directors
 By Officers

Nil

Terms/rights attached to shares:

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

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

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

	As at 31.03.2018	As at 31.03.2017
Opening balance	95,75,000	95,75,000
Add: Credited during the year	19,60,00,000	-
Less: Utilised during the year	95,75,000	-
Closing Balance	19,60,00,000	95,75,000

SURPLUS

Opening balance	2,14,77,907	1,62,05,169
(+)Net Profit/Net Loss	3,57,57,942	52,72,738
(+)Transfer from reserves	-	-
(-)Issue of bonus shares	(3,34,75,000)	-
(-)Proposed dividends	-	-
(-)Transfer to reserves	-	-
(-) Assets Written Off	-	-
Closing Balance	2,37,60,849	2,14,77,907

Total Reserves & Surplus

21,97,60,849	3,10,52,907
---------------------	--------------------

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

SECURED:

HDFC Bank(Audi- Q5)	27,65,311	38,57,260
ICICI Bank	-	32,148

(Hypothecation of Motor Car)

LOANS FROM RELATED PARTIES:

UNSECURED

83,84,079	1,10,33,583
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LOANS FROM OTHER PARTIES:

UNSECURED

-	-
---	---

1,11,49,390	1,49,22,991
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NOTE 5**LONG TERM PROVISIONS**

PROVISION FOR GRATUITY

20,99,215	-
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20,99,215	-
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NOTE 6**SHORT TERM BORROWINGS****LOAN FROM BANKS:**

SECURED:

HDFC Bank C.C. A/C(Sanction Amount 200 lacs, Rate of Int - 9.25 p.a) (Secured against stock and collateral securities of directors)	60,79,410	1,34,12,614
--	-----------	-------------

HDFC Bank O.D. A/C(Sanction Amount 230 lacs, Rate of Int - 9.25p.a.) (Secured against Hypothecation of Card Receivables)	(40,73,020)	1,25,26,425
---	-------------	-------------

20,06,390	2,59,39,040
------------------	--------------------

NOTE 7**TRADE PAYABLES****SUNDRY CREDITORS FOR GOODS**

12,56,62,439	15,98,41,029
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CREDITORS FOR EXPENSES

76,62,608	33,09,156
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CREDITORS FOR OTHERS

18,61,262	39,48,532
-----------	-----------

13,51,86,309	16,70,98,717
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NOTE 8**OTHER CURRENT LIABILITIES****CURRENT MATURITIES OF LONG TERM DEBT:**

HDFC CAR LOAN	16,42,740	17,66,096
ICICI BANK CAR LOAN	63,164	3,84,684

17,05,904	21,50,780
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NOTE 9**SHORT TERM PROVISIONS****PROVISION FOR TAXATION(17-18)**

1,88,97,614	-
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PROVISION FOR TAXATION(16-17)

-	23,54,540
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OTHERS PROVISIONS

86,852	-
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1,89,84,466	23,54,540
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NOTE 10
FIXED ASSETS AND DEPRECIATION AS ON 31.03.2018

Description	Gross Block			Depreciation			Net Block		
	Opening Balance	Addition/ Deductions	As At 31.03.2018	Opening Balance	For the Year	Adjustment	As At 31.03.2018	As At 31.03.2018	As At 31.03.2017
TANGIBLE									
VEHICLES									
MOTOR CAR(AUDI)	37,77,369		37,77,369	19,87,590	4,71,230		24,58,820	13,18,549	17,89,779
MOTOR CAR(I-20)	7,17,566		7,17,566	2,18,839	85,247		3,04,086	4,13,480	4,98,727
MOTOR CAR(MERCEDES)	41,53,735.80		41,53,735.80	21,77,930.40	5,17,683.00		26,95,613.40	14,58,122.40	19,75,805
MOTOR CAR(NEW SWIFT VDI)	6,66,596		6,66,596	3,55,160	83,507		4,38,667	2,27,929	3,11,436
MOTOR CAR (AUDI 5)	57,16,881		57,16,881	1,861	6,79,165		6,81,026	50,35,855	57,15,020
MOTOR CAR(HONDA BRIO)	5,93,663		5,93,663	3,38,646	75,232		4,13,878	1,79,785	2,55,017
MOTOR CYCLE	50,800		50,800	31,550	4,827		36,377	14,423	19,250
MOTOR CYCLE	46,753		46,753	26,357	4,441		30,798	15,955	20,396
MOTOR CYCLE(Harley BOB Street)	11,84,022		11,84,022	2,15,636	1,12,482		3,28,118	8,55,904	9,68,386
MOTOR CYCLE(Splender)	54,609		54,609	9,157	5,188		14,345	40,264	45,452
MOTOR CAR(Imorted)	-	9,90,000	9,90,000	0	1,00,534		1,00,534	8,89,466	0
PIAGGIO APE TRUCK	1,70,693		1,70,693	89,246	21,263		1,10,509	60,184	81,447
TATA TEMPO SUPER MINT	5,90,883		5,90,883	41,121	70,197		1,11,318	4,79,565	5,49,762
OFFICE EQUIPMENTS									
AIR CONDITION	44,12,911	21,00,923	65,13,834	7,60,183	3,71,127		11,31,310	53,82,524	36,52,728
EPBX SYSTEM	53,500		53,500	14,879	3,676		18,555	34,945	38,621
ATTENDANCE MACHINE	95,913		95,913	33,792	6,523		40,315	55,598	62,121
CCTV CAMERA	1,43,361		1,43,361	27,508	9,388		36,896	1,06,465	1,15,853
CAMERA & SWITCHER A/C	11,56,162	4,48,587	16,04,749	2,41,112	92,185		3,33,297	12,71,452	9,15,050
INVERTOR A/C	1,00,544	1,92,807	2,93,351	16,411	13,162		29,573	2,63,778	84,133
REFRIGERATOR	63,300	9,300	72,600	15,428	4,456		19,884	52,716	47,872
WATER FILTER A/C	21,168		21,168	6,586	1,425		8,011	13,157	14,582
PINE LAB MACHINE	1,90,433	2,46,967	4,37,400	19,211	21,306		40,517	3,96,883	1,71,222
DATA TRANSFER MACHINE	7,500		7,500	424	475		899	6,601	7,076
HEATH CARE MACHINE	1,05,000		1,05,000	2,750	6,647		9,397	95,603	1,02,250
BUNDLE COUNTING MACHINE	95,100		95,100	18,874	6,119		24,993	70,107	76,226
COOLER	49,500		49,500	2,902	3,133		6,035	43,464	46,597
FURNITURE & FITTINGS									
FURNITURE FIXTURE	65,86,819	10,77,059	76,63,878	39,25,955	8,40,758		47,66,713	28,97,165	26,60,864
FURNITURE FIXTURE(N)	1,17,30,048	85,46,087	2,02,76,135	10,52,824	15,40,086		25,92,910	1,76,83,225	1,06,77,224
ELECTRIC FITTINGS	29,36,198	21,47,299	50,83,497	6,39,595	3,98,505		10,38,100	40,45,397	22,96,603
SIGN BOARD A/C	1,25,38,538	19,22,872	1,44,61,410	28,86,790	12,96,633		41,83,423	1,02,77,987	96,51,748
WALL FAN A/C	25,300	24,507	49,807	13,000	4,030		17,030	32,777	12,300
WATCH	67,000		67,000	7,495	6,365		13,860	53,140	59,505
COMPUTER									
LAPTOP	1,38,161	(1,38,161)	-	1,31,253	-	(1,31,253)	-	-	6,908
COMPUTER SOFTWARE	4,90,000	1,85,000	6,75,000	2,44,389	1,61,512		4,05,901	2,69,099	2,45,611
COMPUTER	39,86,942	7,61,177	47,48,119	28,84,038	5,80,516		34,64,554	12,83,565	11,02,904
Total	6,27,16,968	1,85,14,424	8,12,31,392	1,84,38,493	75,99,023	(1,31,253)	2,59,06,263	5,53,25,129	4,42,78,475
INTANGIBLE									
Goodwill	29,00,000	-	29,00,000	-	-		-	29,00,000	29,00,000
Total	29,00,000	-	29,00,000	-	-	-	-	29,00,000	29,00,000
TOTAL	6,56,16,968	1,85,14,424	8,41,31,392	1,84,38,493	75,99,023	-1,31,253	2,59,06,263	5,82,25,129	4,71,78,475
Previous Year	4,55,85,455	2,00,31,514	6,56,16,969	1,35,15,384	51,54,819	(2,31,711)	1,84,38,492	-	4,71,78,475

NOTE 11

LONG TERM LOAN & ADVANCES

SUNCARE TRADERS LIMITED

2,36,27,936	-
2,36,27,936	-

NOTE 12

INVENTORIES

TRADED GOODS

15,47,45,113	12,73,44,000
15,47,45,113	12,73,44,000

NOTE 13

TRADE RECEIVABLE

DEBT OUTSTANDING FOR MORE THAN SIX MONTHS

OTHERS

1,02,71,436	1,02,71,436
3,61,70,332	4,01,53,915
4,64,41,768	5,04,25,351

NOTE 14

CASH AND CASH EQUIVALENTS

CASH ON HAND

F.D with HDFC Bank

BALANCES WITH SCHEDULE BANK:

HDFC BANK-9139

HDFC BANK-4871

RAJKOT NAGRIK SAHKARI Co-Op Bank Ltd

RAJKOT NAGRIK SAHKARI Co-Op Bank Ltd

95,59,357	87,22,086
10,06,79,626	-
1,37,71,225	47,04,002
1,70,65,067	
4,971	4,971
8,98,953	23,87,163
14,19,79,199	1,58,18,222

NOTE 15

SHORT TERM LOANS AND ADVANCES

OTHERS:

SHOP DEPOSIT

OTHERS, CONSIDERED GOOD:

56,43,000	-
2,33,77,880	93,51,956
2,90,20,880	93,51,956

NOTE 16**OTHER INCOME**

DEBIT NOTE A/C	14,83,82,632	10,84,47,840
CREDIT NOTE	(3,14,73,074)	(1,74,45,305)
OTHER INCOME	42,66,115	1,17,639
VATAV KASAR A/C	(31,26,998)	4,56,717
INTEREST RECEIVED	8,97,291	20,546
	11,89,45,966	9,15,97,437

NOTE 17**INCREASE (DECREASE) IN INVENTORY**

OPENING STOCK	12,73,44,000	8,94,28,900
LESS: CLOSING STOCK	15,47,45,113	12,73,44,000
	(2,74,01,113)	(3,79,15,100)

NOTE 18**EMPLOYEE BENEFIT EXPENSES**

BONUS & INCENTIVES EXPENSES	13,99,160	13,07,603
DIRECTORS REMUNERATION	42,00,000	24,00,000
E.P.F. & E.S.I	1,36,082	2,04,812
SALARY EXPENSES	4,05,60,141	2,15,10,733
STAFF WELFARE	-	2,68,441
GRATUITY	21,86,067	-
	4,84,81,450	2,56,91,589

NOTE 19**FINANCIAL COSTS**

BANK CHARGES A/C	4,112	4,530
CARD SWAPING CHARGES	48,95,665	43,70,914
BANK INTEREST A/C.	24,89,346	6,79,360
PROCESSING FEES	1,33,096	94,463
INTEREST EXPENSES	9,98,523	14,46,729
	85,20,742	65,95,996

NOTE 20**OTHER EXPENSES****PAYMENT TO AUDITOR:**

AS AUDITOR	35,000	15,000
AS TAX AUDITOR	15,000	5,000

RATES & TAXES:

PROFESSIONAL TAX A/C	2,02,160	96,940
SMC TAXES	7,52,044	6,18,263
INCOME TAX	-	46,878
TAXES	49,643	-
VAT EXPENSES	18,657	-
RENT	1,83,65,022	1,12,65,919
REPAIR & MAINTENANCE	46,62,692	87,46,910

MISCELLANEOUS EXPENSES:

ACCOUNTANT FEE	24,000	29,000
ADVERTISEMENT EXP.	74,94,365	82,91,560
COMMISSION EXPENSES	-	4,205
COMPUTER EXPENSES	4,22,596	1,01,560
DONATION	1,15,600	39,000
ELECTRIC REPAIR & MAINTENANCE EXP	-	15,28,551
ELECTRICAL EXPENSES	-	20,748
ELECTRICITY EXPENSES	59,83,059	36,01,654
FIXED ASSETS WRITTEN OFF	6,907	-
INTEREST ON TDS	2,281	1,647
INSURANCE EXPENSE	6,95,608	5,04,973
IPO EXPENSES	55,27,458	-
LEGAL & CONSULTING EXP	47,500	1,23,600
MOBILE BILLS EXP.	4,50,111	5,33,262
PINE LABS PROCESSING CHARGE	33,120	50,982
POSTAGE & COURIER EXP.	14,156	2,77,951
PRINTING & STATIONARY A/C	2,58,965	4,02,175
ROC FEES	8,52,081	1,000
SALES PROMOTION A/C	6,29,078	2,16,19,916
SHOP MAINTENANCE	1,18,301	87,831
SHOP EXPENSES	10,60,387	33,31,768
SECURITY EXP	1,78,770	-
TELEPHONE EXPENSES	6,808	15,498
TRAVELLING EXPENSES	49,45,015	64,71,794
FOREIGN TRAVELLING EXPENSES	36,80,158	-
WEB DESIGNING EXP	1,58,593	-
WALL PAINTING EXP	60,510	3,23,695
VEHICLE EXPENSE	4,04,557	4,08,642
XEROX EXP	570	2,264
INTERNET & VPN CONNECTION EXPENSES	2,47,972	4,60,494
MISC & OTHERS EXPENSES	-	57,075
	5,75,18,744	6,90,85,755

NOTE 21**DEFERRED TAX LIABILITY :**

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

	Depreciation	Gratuity	Total
As per companies Act	75,99,023	21,86,067	
As per Income tax Act	70,81,212	0	
Timing difference	-	5,17,811	21,86,067
Tax @ 30.063% thereon Asset/(Liability)	-	1,55,670	6,57,197
			<u>5,01,527</u>

BREAK-UP OF AUDITORS REMUNERATION :

	31.03.2018	31.03.2017
As Auditor	35,000	15,000
Tax Audit	15,000	5,000
TOTAL:	<u>50,000</u>	<u>20,000</u>

RELATED PARTY DISCLOSURES (As identified by management) :

Based on the details as provided by the management:

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

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

Relatives of KMP & Director

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

Enterprises owned or significantly influenced by KMP or their relatives:

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

S. No.	Name of party	Relationship	Nature of transaction in	Amount	Amount outstanding
			current year		at year end
1	Garima Bhatia	Relative of Director	Loan taken	11,00,000	12,38,596
			Loan repaid	20,72,000	
			Interest Paid	1,51,933	6,80,844
			Salary Paid	7,50,000	
			Rent Paid	2,40,000	3,38,516
			Loan taken	3,00,000	
2	Harbanslal Bhatia	Director	Loan repaid	10,56,000	-
			Interest paid	64,321	
			Salary Paid	11,50,000	11,39,620
			Rent paid	5,40,000	
3	Harbanslal Bhatia (huf)	Huf of Director	Loan taken	-	8,02,432
			Loan repaid	65,000	
			Interest paid	1,08,853	1,56,005
			Loan taken	4,00,000	
4	Hema Bhatia	Relative of Director	Loan repaid	3,10,000	81,500
			Interest Paid	24,345	
			Rent Paid	3,90,000	19,843
			Loan taken	-	
5	KamleshKumari Bhatia	Relative of Director	Loan Given	-	5,17,500
			Loan repaid	-	
			Interest Paid	1,381	3,72,216
			Rent Paid	8,70,000	
6	Nikhil Bhatia	Director	Loan taken	3,00,000	6,23,381
			Loan repaid	22,40,000	
			Interest Paid	62,616	2,00,384
			Salary Paid	11,50,000	
7	Nikhil Bhatia (HUF)	HUF of Director	Rent Paid	7,20,000	14,74,258
			Loan taken	-	
			Loan repaid	54,500	40,83,207
			Interest Paid	32,814	
8	Sanjeev Bhatia	Director	Purchases	-	7,46,151
			Loan taken	46,04,187	
			Loan repaid	44,30,000	11,14,859
			Interest Paid	3,97,330	
9	Sanjeev Bhatia(HUF)	Huf of Director	Salary Paid	11,50,000	57,976
			Rent Paid	10,98,000	
10	Naresh Bhatia	Relative of Director	Loan taken	-	4,46,65,290
			Loan repaid	25,000	
			Interest Paid	7,888	4,00,284
			Purchases	2,72,96,389	
11	SNV Distributors Pvt Ltd	Company in which Director is Director	Sales	4,00,284	2,19,124
			Purchases	1,93,63,115	
12	Mohit Enterprises	Firm in which Director is partner	Sales	53,100	-
			Company in which Director is Director	4,80,81,771	
13	E parisar Tech Private Ltd	Company in which Director is Director	Sales	4,80,81,771	1,30,73,051
			Purchases	75,90,514	
14	Telecity Enterprises LLP	Director is partner	Sales	1,51,01,194	(74,36,042)
			Salary	3,37,600	
15	Ravindra Sojal	C.F.O.	Salary	3,37,600	-
			Salary	2,99,000	
16	Harshita Sojal	Wife of C.F.O.	Salary	2,99,000	-
			Salary	87,663	
17	Avani Chaudhari	Company Secretary	Salary	87,663	-

EARNING PER SHARE :

As at 31.03.2018 As at 31.03.2017

Basic:		
Profit after tax as per accounts	3,57,57,942	52,72,738
Weighted average number of shares outstanding	50,07,668	5,15,100
Basic EPS	7.14	10.24
Diluted:		
Profit after tax as per accounts	3,57,57,942	52,72,738
Weighted average number of shares outstanding	50,07,668	5,15,100
Add: Weighted average no. of potential equity shares	-	37,500
Weighted average no. of shares o/s for diluted EPS	50,07,668	5,52,600
Diluted EPS	7.14	9.54

OTHER NOTES :

a Additional information required pursuant to The Companies Act 2013

Stock Details

	Opening	Inward	Outward	Closing
Mobile & Phones	23307	238438	233027	28718
Cards & Recharge Coupo	468030	23491471	23601187	358314
Other Sundry Items	674539	390001	667180	397360

Income in Foreign Currency (Rs.)

Nil

Expenses in foreign currency (Rs.) 6,55,000

US\$ 10,000

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

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

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

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

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

Signature to Schedule '1' to '21'

For R Kejriwal & Co.
Chartered Accountants

For and on behalf of the Board

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

Sd/-
Sanjeev Bhatia
Managing Director
DIN: 02063671

Sd/-
Harbanslal Bhatia
Whole Time Director
DIN:02063751

Date : 30.05.2018
Place: SURAT

Sd/-
Company Secretary

Sd/-
C.F.O.

BHATIA COMMUNICATIONS & RETAIL (INDIA) LIMITED

CIN: L32109GJ2008PLC053336

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

Website: www.bhatiamobile.com , Email: info@bhatiamobile.com, Ph: 0261-2349892

ATTENDANCE SLIP

Name of the member(s):	
Registered Address:	

Folio No		*DP ID	
No. of Shares		*Client ID	

* Applicable to holders holding shares in demat/electronic form

I hereby record my attendance at the 10th Annual General Meeting of the Company held on Tuesday, the 25th day of September, 2018 at the registered office of the company situated at 132, Dr. Ambedkar Shopping Centre, Ring Road, Surat-395002, Gujarat at 11:00 A.M.

Shareholders Signature

Note:

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

BHATIA COMMUNICATIONS & RETAIL (INDIA) LIMITED

CIN: L32109GJ2008PLC053336

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

Website: www.bhatiamobile.com, Email: info@bhatiamobile.com, Ph: 0261-2349892

Form MGT-11

PROXY FORM

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

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

*Applicable for holders holding shares in demat/ electronic mode

I/We, being the member(s) of shares of the above named company, hereby appoint

1. Name:.....Address:.....

.....

E-mail ID:Signature:Or failing

him

2. Name:.....Address:.....

.....

E-mail ID:Signature: Or failing

him

3. Name:.....Address:.....

.....

E-mail ID:Signature:

As my/our proxy to attend and vote (on a poll) for me/ us and my/our behalf at the 10th Annual General Meeting of the Company, to be held on Tuesday, the 25th day of September, 2018 at 11:00 a.m. at the registered office of the company situated at 132, Dr. Ambedkar Shopping Centre, Ring Road, Surat-395002, Gujarat at 11:00 A.M. and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	Ordinary Resolution	For	Against
1	Adoption of Annual Accounts, Auditor's & Director's Report		
2	Re-appointment of Mr. Harbanslal Brijlal Bhatia, Executive Director, as a whole time director, retire by rotation		
3	Ratification of appointment of M/s R. Kejriwal & Co., Chartered Accountant, as a statutory auditor		
Special Resolution			
4	To increase authorized capital of the Company and amend the capital clause in the Memorandum of Association		
5	To issue Bonus shares		

Signature of Shareholder

--

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

BALLOT FORM

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

Item No.	Item	Nature of Resolution	No. of shares	I/We Assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)	(ABSTAIN)
1	Adoption of Annual Accounts, Auditor's & Director's Report	Ordinary				
2	Re-appointment of Mr. Harbanslal Brijlal Bhatia, Executive Director, as a whole time director, retire by rotation	Ordinary				
3	Ratification of App. of Auditors	Ordinary				
4	To increase authorized capital of the Company and amend the capital clause in the Memorandum of Association	Special				
5	To issue Bonus shares	Special				

Place:

.....

Date:

(Member)

ELECTRONIC VOTING PARTICULAR

EVEN (E VOTING EVENT NUMBER)
109552

E-Voting shall remain start on Saturday, 22nd day of September, 2018 (9.30 a.m.) and will be open till Monday, 24th day of September, 2018 till the close of working hours (i.e. 5.00 p.m.).

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

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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.