

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: 28/08/2021

To,
BSE Limited,
PhirozeJeejeebhoy towers,
Dalal Street,
Mumbai- 400 001.

Scrip ID/ Code : BHATIA/540956

Subject : Annual Report for the Financial year 2020-2021

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

Dear Sir/Madam,

Pursuant to Regulation 34(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith Annual Report of the company for the financial year 2020-21 and is also available on the website of the company at www.bhatiamobile.com.

For Bhatia Communications & Retail (India) Limited


Nikhil Harbanslal Bhatia
Wholetime Director
DIN: 02063706



Place: Surat

Encl: Annual Report for Financial year 2020-2021.

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ANNUAL REPORT 2020-21



Corporate Information

BOARD OF DIRECTORS

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

COMPANY SECRETARY & COMPLIANCE OFFICER

CS Mittal Narendrabhai Shah

STATUTORY AUDITOR

R Kejriwal & Co.

Chartered Accountant
2, Aastha, 2/906, Hira Modi Sheri
Opp. Gujarat Samachar Press,
Ring Road, Surat-395002, Gujarat.
Ph. No. 0261- 3599664

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-400011, Maharashtra,
Email Id: support@purvashare.com
Website: www.purvashare.com
Ph. No.: +91-022-23016761/8261
Tele Fax: +91-022-23012517

REGISTERED OFFICE

132, Dr. Ambedkar Shopping Centre,
Ring Road, Surat- 395002.
Ph. No.: 0261-2349892
Email: info@bhatiamobile.com
Website: www.bhatiamobile.com
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13TH ANNUAL GENERAL MEETING

Date: Wednesday, 22nd September, 2021

Time: 11:00 A.M.

Venue: Through Video Conferencing (VC) or
Other Audio Visual Means (OACM)

AUDIT COMMITTEE

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

NOMINATION & REMUNERATION COMMITTEE

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

STAKEHOLDER'S SHAREHOLDERS & INVESTOR GRIEVANCES COMMITTEE

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

CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

Sanjeev Harbanslal Bhatia	- Chairman
Nikhil Harbanslal Bhatia	- Member
Rachit Naresh Narang	- Member

BANKER TO THE COMPANY

HDFC Bank Limited
Rajkot Nagrik Sahakari Bank Limited

ISIN: INE341Z01017

BSE Code: 540956

BOOK CLOSURE:

Date: 16/09/2021 to 22/09/2021

(Both days inclusive)





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Chairman's Message



Dear Shareholder,

My sincere wishes that each of you is safe and well in these times. The year gone by has been a dire one for society at large and has taken an unprecedented toll on lives & livelihoods of people. The pandemic has left with more questions than answers but as I write this, I do feel a measure of optimism for the future of the company. My confidence level that, both the economy & the sector would do well is relatively high. We are extremely focused to ensure the safety and wellbeing of our 1000+ employees & advisors.

With vaccine production ramping up worldwide, the global economy is expected to make a good comeback. The company meanwhile, during the lockdown bolstered its management team, simplified its organization, strengthened its business processes and invested it's time to improve the

Inventory Management system.

As the businesses opened in 2nd quarter of FY2021, the company witnessed pent up demand, which covered for the lost business in Lockdown 1.0 and henceforth, the company was able to witness a growth in Sales in FY2021 compared to FY2020. The company's growth fundamentals have remained intact too with gains in penetration & distribution, with brand awareness establishing across South Gujarat with our multi-product outlets. The reason why we plan to expand further in other Appliances and consumer electronics (ACE) sector is because the sector is underpenetrated especially in **Tier-II cities**. For instance, penetration in Television Industry stood at just 69% in FY2021. Along with this, there is a lot of scope for growth from the rural market consumption as well as the demand for durables like refrigerators and other consumer electronic goods are likely to witness an increase in the coming years, as the Government plans to invest significantly in rural electrification.

The **total number of multi-product outlets** stands at **95 across South Gujarat, increasing conversion rate & revenue per square feet for the company**. All of these stores are owned by the company and because of this, the company has been able to clock a revenue of **INR1897 million in this financial year**. The contribution to the topline from the owned stores now stands at 91% while the franchised outlets contribute 9% to the total revenue.

However, all of the revenue couldn't be converted into profits at the Operational level this year, as the company increased its inventory level which would help it to mitigate future supply chain mismatch which may arise due to any setback that may occur in future.

Hereby, on behalf of the company, I would like to thank each and every employee as well as those working with our partners across our value chain for their commitment and service to Bhatia Communications and Retail (India) Limited in these challenging times. I would also like to thank our Business Channel Partners which has contributed significantly to the growth of the company. Most importantly, I would like to thank you, our shareholders, for your overwhelming trust, support and confidence in Bhatia Communications and Retail (India) Limited.

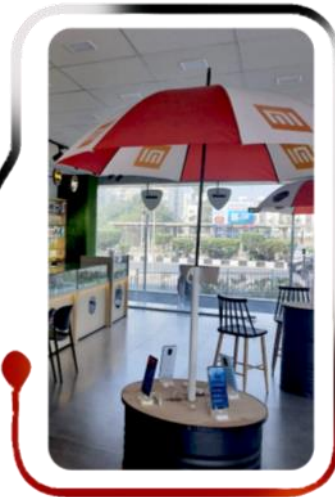
Best regards,

Sd/-

SANJEEV HARBANSLAL BHATIA

(Chairman)







BHATIA COMMUNICATIONS & RETAIL (INDIA) LIMITED

CIN: L32109GJ2008PLC053336

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NOTICE OF 13th ANNUAL GENERAL MEETING

Notice is hereby given of the 13th Annual General Meeting of the members of **Bhatia Communications & Retail (India) Limited** will be held on Wednesday, the 22nd day of September, 2021 through Video Conferencing (VC) or Other Audio Visual Means (OAVM) at 11:00 A.M. to transact the following business:

ORDINARY BUSINESS

- To receive, consider and adopt the Audited Financial Statements of the company for the financial year ended on 31st March, 2021, together with the Reports of the Board of Directors and Auditors' thereon.
"RESOLVED THAT the Audited Balance Sheet, Profit and loss account and Cash Flow Statement for the year ended 31st March, 2021 along with the Auditors report and Director's Report, be and are hereby considered, Adopted and Approved"
- Declaration of dividend on equity shares @ 5% i.e. Rs.0.50/- per share.
"RESOLVED THAT a final dividend at the rate of Rs. 0.50/- (Rupee Fifty Paise Only) per equity share of Rs. 10/- (Rupees Ten Only) each fully paid up of the Company, as recommended by the Board of Directors, be and is hereby declared for the Financial Year ended 31st March, 2021 and the same be paid out of the profits of the Company.
RESOLVED FURTHER THAT the Dividend be and is hereby paid only to the public Shareholders of the Company and promoter have waived their right to receive the Dividend."
- To appoint a Director in place of Mr. Sanjeev Harbanslal Bhatia, Managing Director (DIN: 02063671), liable to retire by rotation in terms of section 152(6) of the Companies Act, 2013 and being eligible, seeks re-appointment.
"RESOLVED THAT in accordance with the provision of Section 152 (6) and all other applicable provisions, if any, of the Companies Act, 2013, Mr. Sanjeev Harbanslal Bhatia, Managing Director (DIN: 02063671), who retires by rotation at this annual general meeting, be and is hereby reappointed as director of the Company, liable to retire by rotation."
- Appointment of Statutory Auditor and authorise directors to approve their remuneration and in this regards, to consider and if through fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:
"RESOLVED THAT pursuant to provisions of Section 139, 142 and other applicable provisions of the Companies Act, 2013, if any, read with the Companies (Audit & Auditors) Rules, 2014, including any statutory enactment or modification thereof, M/s R P R & Co., Chartered Accountant, (Firm Registration No.131964W) be and is hereby appointed as the Statutory Auditors of the Company for the period of consecutive five years commencing from the conclusion of this 13th Annual General Meeting till the conclusion of 18th Annual General Meeting of the Company, at a remuneration to be decided by the Board of Directors in consultation with the Auditors.
RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized for and on behalf of the Company to take all necessary steps and to do all such acts, deeds, matters and things which may deem necessary in this behalf."

Place: Surat
Date: 20/08/2021

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

Sd/-

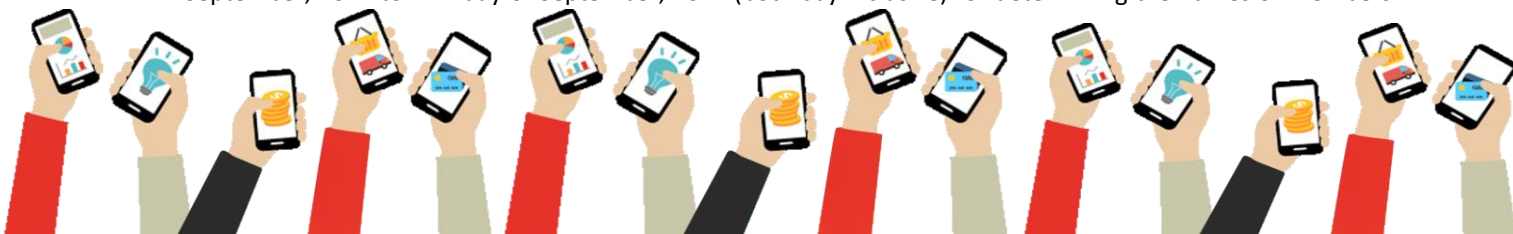
Mittal Narendrabhai Shah
Company Secretary & Compliance Officer





Notes:

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 and all other relevant circulars issued from time to time, physical attendance of the Members to the AGM venue is not required. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and MCA Circulars, the AGM of the Company is being held through VC / OAVM. The deemed venue for the 13th AGM of the Company shall be the registered office of the Company.
2. In terms of the MCA circular, since this AGM is being held through VC / OAVM pursuant to the MCA's circulars, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies under section 105 of the Act by the Members will not be available for this AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
3. Corporate Members pursuant to Section 113 of the Companies Act, 2013 intending to attend the Annual General Meeting through their authorized representatives, are requested to send to the Company, a certified copy of relevant Board resolution together with the respective specimen signatures of those representative(s) authorized under the said resolution to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting.
4. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
5. In compliance with the aforesaid MCA Circulars and SEBI Circular SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, Notice of the AGM along with the Annual Report 2020-21 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ RTA/ Depositories. Members may note that the Notice and Annual Report 2020-21 will also be available on the Company's website at www.bhatiamobile.in, on website of BSE Limited at www.bseindia.com and on the website of NSDL <https://www.evoting.nsdl.com>.
6. Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with the Company/RTA in case the shares are held by them in physical form.
7. Members may note that the VC/OAVM Facility, provided by NSDL, allows participation upto 1,000 Members on a on a first-come-first-served basis. The large shareholders (i.e. shareholders holding 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, auditors, etc. can attend the 13th AGM without any restriction on account of first-come first-served principle.
8. Register of Members and Share Transfer Books of the Company shall remain closed from 16th day of September, 2021 to 22nd day of September, 2021 (both day inclusive) for determining the names of Members





eligible for dividend on Equity Shares if any, declared at the meeting and for Annual General Meeting.

9. Members seeking any information/document as referred in the notice are requested to write to the Company on or before 22nd September, 2021 through email at csbhatia@bhatiamobile.com. The same will be addressed by the Company suitably.
10. Equity shares of the Company are under compulsory demat trading by all Investors.
11. 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.
12. The dividend on Equity Shares of the Company as recommended by the Board of Directors of the Company, when approved at the Annual General Meeting of the Company, will be made payable within 30 days of the date of declaration to the Company's Equity Shareholders, whose names stand registered on the Company's Register of Members:
 - a. As Beneficial Owners as at the end of business hours on 15th September, 2021 as per the list provided by National Securities Depository Limited and Central Depository Services (India) Limited in respect of the shares held in the electronic form and
 - b. As Members in the Register of Members of the Company after giving effect to valid deletion of name / transmission (As per SEBI circular, as of now no physical transfer of shares are permitted) in physical form lodged with the Company before 15th September, 2021.
13. In accordance with the provisions of the Income Tax Act, 1961 as amended by and read with the provisions of the Finance Act, 2020, with effect from April 1, 2020, dividend declared and paid by the Company is taxable in the hands of shareholders and the Company is required to deduct tax at source (TDS) from dividend paid to the shareholders at the applicable rates. The shareholders are requested to update their PAN with the Company/ RTA (in case of shares held in physical mode) and depositories (in case of shares held in demat mode).
14. Members holding shares in demat form are hereby informed that the bank particulars registered with their respective Depository Participants, with whom they maintain their demat accounts; will be used by the Company for the payment of dividend. The Company or its registrar cannot act on any request received directly from the Members holding in demat form for any change of bank particulars. Such changes are to be intimated only to the Depository Participants of the Members. Members holding shares in demat form are requested to intimate any change in their address and/or bank mandate immediately to their Depository Participants.
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 of their shares held to the paid up equity share capital of the Company as on Wednesday, 15th September, 2021.
17. Since this AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
18. **Information and other instructions relating to e-voting are as under:**
 - I. Pursuant to provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote at the 13th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
 - II. The members who are entitled to vote and participate in the AGM through VC / OAVM, and have not cast their vote on the resolutions through remote e-voting shall be eligible to vote through e-voting system during the AGM.
 - III. The members who have voted through e-voting are also entitled to attend/ participate in the AGM through





VC / OAVM but not entitled to cast their vote during the meeting.

- IV. Shri Ranjit Binod Kejriwal, Practicing Company Secretary has been appointed to act as a scrutinizer to scrutinize the e-voting during the Annual General Meeting and the remote e-voting process in a fair and transparent manner.
- V. The e-voting facility will start from 19th day of September, 2021 at 9:00 a.m. and will end on 21st day of September, 2021 on 5:00 p.m.
- VI. The Scrutinizer, after scrutinizing the votes cast at the meeting and through remote e-voting, will, not later than 2 working days 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.
- VII. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e. Wednesday, 22nd September, 2021.
- VIII. **Instructions to Members for e-voting are as under:**
- The voting period starts on Sunday 19th September, 2021 on open of working hours (i.e 9:00 hours) and ends on the close of working hours (i.e. 17:00 hours), Tuesday, 21st September, 2021. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 15th September, 2021 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 15th September, 2021.
- IX. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes member of the Company after the notice is send through e-mail and holding shares as of the cut-off date i.e. 15th September, 2021, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/RTA. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" or "Physical User Reset Password" option available on www.evoting.nsdl.com or call on toll free no. **1800 1020 990 and 1800 22 44 30** . In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. 15th September, 2021 may follow steps mentioned in the Notice of the AGM under " Access to NSDL e-Voting system".

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

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

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. If you are already registered for NSDL IDeAS facility , please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the " Beneficial Owner " icon under "Login" which is available under " IDeAS " section. A new screen will open. You will have to enter your User ID and Password. After successful





	<p>authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on options available against company name or e-Voting service provider – NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <ol style="list-style-type: none"> If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS” Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digitdemat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against company name or e-Voting service provider-NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

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



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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

B) Login Method for e-Voting shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial





- password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
 6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
 7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
 8. Now, you will have to click on "Login" button.
 9. After you click on the "Login" button, Home page of e-Voting will open.

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

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

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

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





3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Sarita Mote at evoting@nsdl.co.in

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to csbhatia@bhatiamobile.com
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to (Company email id). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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

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

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

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM link" placed under "Join General meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.





2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name, demat account number/folio number, email id, mobile number at csbhatia@bhatiamobile.com. The same will be replied by the company suitably.

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 polling paper. A person who is not a Member as on the cut-off date should treat this Notice of AGM for information purpose only

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.

Place: Surat
Date: 20.08.2021

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

Sd/-
Mittal Narendrabhai Shah
Company Secretary & Compliance Officer



ANNEXURE TO NOTICE:**DETAILS OF DIRECTOR SEEKING RE-APPOINTMENT AND APPOINTMENT AT THE ENSUING ANNUAL GENERAL MEETING**

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

Name of Director	Mr. Sanjeev Harbanslal Bhatia
DIN No.	02063671
Date of Birth	31/10/1978
Qualification	B. Com
Expertise in specific functional areas	More than 20 years of experience in the Mobile Retail Marketing.
Terms and Conditions of Appointment/Reappointment	As per the resolutions at Item No 3 of the Notice Convening this meeting, Mr. Sanjeev Harbanslal Bhatia is liable to retire by rotation at the meeting and eligible for re-appointment.
Remuneration last drawn	Rs. 2,00,000 p.m
Remuneration proposed	Rs. 2,00,000 p.m
Date of First Appointment	25/03/2008
Relationship with Directors/Key managerial Personnel	Mr. Sanjeev Harbanslal Bhatia is the brother of Nikhil Harbanslal Bhatia and Son of Mrs. Kamleshkumari Harbanslal Bhatia is concerned or interested in this resolution.
List of Companies in which directorship is held as on 31st March, 2021	As attached below
Chairman / Member of the Committee of other Company	NIL
No. of Meetings of the Board Attended during the year	7

1. List of Companies in which Mr. Sanjeev Harbanslal Bhatia holds directorship as on 31st March, 2021:

S. No.	Name of the Company	Nature of Interest	Shareholding	Date on which interest arose/changed
1.	SNV Distributors Private Limited	Director	1900900	03/07/2013
2.	Bhatia Communications & Retail (India)Limited	Managing Director	4260000	25/03/2008 05/01/2018
3.	E Parisar Tech Private Limited	Director	48000	19/01/2016

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

Place: Surat
Date: 20.08.2021

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

Sd/-
Mittal Narendrabhai Shah
Company Secretary & Compliance Officer





BHATIA COMMUNICATIONS & RETAIL (INDIA) LIMITED

CIN: L32109GJ2008PLC053336

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

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

BHATIA'S
The mobile one stop shop

Director's Report

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

Your Directors take pleasure in submitting the 13th Annual Report of the Business and operations of your Company and the Audited Financial Statements for the financial year ended 31st March, 2021.

1. FINANCIAL RESULTS & PERFORMANCE

Particulars	(Rs. in Lakhs)	
	For the year ended 31-03-2021*	For the year ended 31-03-2020*
Revenue from operations	17292.18	16803.32
Other Income	1679.49	1896.69
Total Revenue	18971.66	18700.01
Profit before tax and Exceptional Items	530.89	732.83
Exceptional Items	0	0
Profit before Taxation	530.89	732.83
-Current Tax	141.72	193.32
-Deferred Tax	(2.57)	0.46
-Income tax of earlier years	17.254	0.24
Net Profit/ (Loss) For The Year	374.492	538.80
Other Comprehensive Income for the Year, Net of Tax	4.18	3.19
Total Comprehensive Income for the Year	378.67	541.99

* Figures regrouped wherever necessary

The company got migrated from BSE SME Platform to the main Board of BSE w.e.f. 17, September, 2020, thereafter it has started disclosing its results on quarterly basis of which results are subjected to limited review and publishes audited financial results on an annual basis. The Financial Statements as stated above are also available on the Company's website www.bhatiamobile.com.

2. STATE OF COMPANY'S AFFAIR

During the year, Your Company recorded total revenue of 18971.66 Lacs against Rs. 18700.01 Lacs in the previous year, representing an increase of 1.45% during the year and Profit before Tax Rs. 530.89 Lacs as compared to Rs. 732.83 Lacs during the year. Total Comprehensive Income during the year was Rs. 378.67 as compared to Rs. 541.99 in the previous year. A detailed analysis on the Company's performance is included in the "Management's Discussion and Analysis" Report, which forms part of this Report.

3. ROAD AHEAD

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

- Focus on increasing outlets with multiple products
- Maintaining Price Competitiveness
- Technology enabled inventory management system
- Cross promotion through intelligent marketing
- Moving up the value chain - Expanding the product line under own brand





4. STATUTORY INFORMATION

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

5. DIVIDEND

The Board is pleased to recommend a dividend of 5% i.e. Re. 0.50 per equity share for the financial year 2020-21. The dividend if approved by the members will be paid to the members within time limit defined in the Companies Act, 2013.

The promoters of the company have waived their right to receive dividend declared by the company for financial year 2020-21, due to which the company will have to pay dividend only to 33,00,000 equity shareholders.

6. TRANSFER TO RESERVE

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

7. MATERIAL CHANGES

COVID-19: Directors have been periodically reviewing with the Management, the impact of COVID-19 on the Company. During the 1st quarter of the year, your Company had to temporarily suspend operations as per the directives of the Government. For the company, the focus immediately shifted to ensuring the health and well-being of all employees, and on minimizing disruption to services for all our customers globally. In order to ensure smooth functioning, work from home facility was extended to many of the employees of the company. The Board and the Management will continue to closely monitor the situation as it evolves and do its best to take all necessary measures, in the interests of all stakeholders of the Company.

During the year the company has migrated from BSE SME Exchange to the main Board platform of BSE Limited with effect from 17th September, 2020.

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

8. SHARE CAPITAL

The Authorized Share Capital of the Company as on 31/03/2021 was Rs. 13,00,00,000 and Paid up share capital of the Company as on 31/03/2021 was Rs. 12,51,52,000. There has been no such change in the Equity share capital of the Company during the year.

9. CHANGE IN NATURE OF BUSINESS, IF ANY

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

10. DEPOSITS

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

Details of money received from Directors

Sr. No.	Name of Directors	O/s amount as on year end (In Lakh)
1	Nikhil Harbanslal Bhatia	122.214
2	Sanjeev Harbanslal Bhatia	5.757

11. SUBSIDIARIES, JOINT VENTURE AND ASSOCIATE COMPANIES

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



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

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

13. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

In accordance with Section 152(6) of the Companies Act, 2013 read with the Articles of Association of the Company, Mr. Sanjeev Harbanslal Bhatia (DIN:02063671), Managing Director, retire by rotation and is being eligible has offered himself for re-appointment at the ensuing Annual General Meeting. Company's policy on directors' appointment and remuneration is available on the website of the company at <https://bhatiamobile.com/wp-content/uploads/2019/04/Policy-on-Appointment-and-Remuneration-for-Directors-Key-Managerial-Personnel-and-Senior-Management-Employee.pdf>

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

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

Name of Directors	Category & Designation	Appointment Date	Change in Designation	Resignation Date
Mr Sanjeev Harbanslal Bhatia	Executive Managing Director	25.03.2008	05.01.2018	-
Mr. Nikhil Harbanslal Bhatia	Executive Whole Time Director	01.04.2008	05.01.2018	-
Mr. Arpit Arunkumar Jain	Non-Executive Independent Director	05.01.2018	-	-
Mrs. Rashmi Kapil Arora	Non-Executive Independent Director	05.01.2018	-	-
Mr. Rachit Naresh Narang	Non-Executive Independent Director	05.01.2018	-	-
Mrs. Kamleshkumari Harbanslal Bhatia	Non- Executive Director	30.03.2020	18.09.2020	-
Mr.Ravindra Arunrao Sojal	Chief Financial Officer	05.01.2018	-	-
Ms. Mittal Narendrabhai Shah	Company Secretary	12.04.2019	-	-

14. EXTRACT OF ANNUAL RETURN

As per the requirements of Section 92(3) of the Act and Rules framed thereunder, the extract of the Annual Return for FY 2020-21 is uploaded on the website of the Company and the same is available at <https://bhatiamobile.com/wp-content/uploads/2021/08/MGT-7.pdf>

15. 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. The Policy on Related Party Transactions is uploaded on the website of the company. The web link is <https://bhatiamobile.com/wp-content/uploads/2018/05/Related-Party-Transaction-Policy.pdf> Details of the related party transactions made during the year are attached as **Annexure-1** in form AOC-2 for your kind perusal and information.

16. 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 2** in the Corporate Governance Report.



17. COMPOSITION OF BOARD AND ITS COMMITTEE

The detail of the composition of the Board and its committees thereof and detail of the changes in their composition if any is given in **Annexure 2** in the Corporate Governance Report.

18. 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	Various Dates	Suncare Traders Limited	Loan for business development	251.282
2	Various Dates	Bagh Bahar Appliances Pvt Ltd	Loan for business development	316.900
3	Various Dates	Manasi Sarees Private Limited	Loan for business development	27.297

19. DECLARATION BY INDEPENDENT DIRECTORS

Company has received declaration from all the independent directors duly signed by them stating that they meet the criteria of independence as provided in section 149(6) of the Companies Act, 2013.

There has been no Change in the circumstances affecting their status as Independent Directors of the Company so as to qualify themselves to be appointed as Independent Directors under the provisions of the Companies Act, 2013 and the relevant regulations.

All the independent directors have enrolled with the Indian Institute of Corporate Affairs at Manesar for exam "Online Self Assessment Test".

SEPARATE MEETING OF INDEPENDENT DIRECTORS

In terms of requirement of Schedule IV of the Companies Act, 2013, the Independent Directors of the company have complied with the code of Independent Director. Independent Directors met separately on 13th February, 2021 to inter alia review the performance of Non-Independent Directors (Including the Chairman), the entire Board and the quality, quantity and timeliness of the flow of the information between the Management and the Board.

20. VIGIL MECHANISM

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

21. RISK MANAGEMENT

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

22. 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.

23. ANNUAL EVALUATION

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

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

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

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

The Board acknowledged certain key improvement areas emerging through this exercise and action plans to address these are in progress. The performance evaluation of the Non Independent Directors, performance of Board as a whole including Chairman was carried out by the Independent Directors at a separate meeting of the Independent Directors on 13th February, 2021.

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

24. 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.

25. 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.

26. CORPORATE GOVERNANCE

Your Company has incorporated the appropriate standards for corporate governance. Pursuant to Regulation 15(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is filing Corporate Governance Report to stock exchange quarterly. However, as per Regulation 34(3) read with





Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 company is giving report on corporate governance report in annual report of the company. Corporate Governance Report is as per **Annexure - 2**. The requisite certificate from the Auditors of the Company confirming compliance with the conditions of Corporate Governance is attached in the report on Corporate Governance.

27. 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 - 3**.

28. CORPORATE SOCIAL RESPONSIBILITY (CSR)

Pursuant to the provisions of section 135 of the Companies Act, 2013 read with Companies (Corporate Social Responsibility) Rules 2014; the Board has undertaken the CSR activities as per Rule 4 of Companies (Corporate Social Responsibility Policy) Rules, 2014. The details of CSR activities for the financial year 2020-2021 forms part of this Board report in **Annexure - 4**.

29. 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**.

30. STATUTORY AUDITORS

The Members at the 11th Annual General Meeting of the Company held on September 09, 2019, had appointed M/s. R Kejriwal & Co., Chartered Accountants (Firm Registration No. 133558W) as the Statutory Auditor of the Company to hold office for a term of two years i.e., from the conclusion of the 11th Annual General Meeting until the conclusion of the 13th Annual General Meeting to be held in the year 2021.

The Board of Directors at its meeting held on August 20, 2021, have approved the proposal to appoint M/s. R P R & Co., Chartered Accountants (Firm Registration No. 131964W) as Statutory Auditors of the Company for a term of five years from the conclusion of the 13th Annual General Meeting until the conclusion of 18th Annual General Meeting of the Company.

The Board has received the letter from the auditor, that their appointment, if made, would be within the prescribed limit under section 139(2) of the Companies Act, 2013 and that they are not disqualified for such appointment under section 141 of the Companies Act, 2013. Your Board proposes for the appointment of M/s R P R & Co.

31. INTERNAL AUDITOR

The Company has appointed M/s. V. M. Patel & Associates, Cost Accountant, Surat as an Internal Auditor for the term of 5 years from from F.Y. 2019-20 to 2023-24 in the Board meeting held on 30th May, 2019 after obtaining his willingness and eligibility letter for appointment as Internal Auditor of the Company. Internal Auditors are appointed by the Board of Directors of the Company, based on the recommendation of the Audit Committee. The Internal Auditor reports their findings on the internal Audit of the Company to the Audit Committee on a quarterly basis. The Scope of Internal audit is approved by the Audit Committee.

32. SECRETARIAL AUDITOR

Your board has appointed Mr. Ranjit Binod Kejriwal, Practicing Company Secretary, as secretarial Auditor of the company for the period of 5 consecutive years starting from financial year 2019-2020. The secretarial report for the financial year 2020-2021 is attached as **Annexure-6**. Report of secretarial auditor is self-explanatory and need not any further clarification.

33. 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.

34. PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES

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





197(12) of the Companies Act, 2013 read with Rule of the Companies (Appointment and Remuneration of Managerial Personnel) Amendment Rules, 2016 are as per **Annexure - 7**.

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

<http://bhatiamobile.com/wp-content/uploads/2020/06/Remuneration-Policy-1.pdf>

35. 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 2020-2021. The certificate received from CFO is attached herewith as per **Annexure – 8**.

36. CODE OF CONDUCT

Board of Directors has formulated and adopted Code of Conduct for Board of Directors and Senior Management Personnel from January 19, 2018. During the year, Board of Directors and Senior Management Personnel has complied with general duties, rules, acts and regulations. In this regard certificate from Managing Directors as required under Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 has been received by the Board and the same is attached herewith as per **Annexure – 9**.

Code of Conduct form Board of Directors and Senior Management Personnel is available on below link:

<http://bhatiamobile.com/wp-content/uploads/2018/08/Code-of-Conduct.pdf>

37. COMPLIANCE CERTIFICATE FROM THE AUDITORS REGARDING COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE

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

A certificate received from M/s R. 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 – 10**.

38. CERTIFICATION FROM COMPANY SECRETARY IN PRACTICE

Mr. Ranjit Binod Kejriwal, Practicing Company Secretary has issued a certificate required under the listing regulations, confirming that none of the Directors on the Board of the company has been debarred or disqualified from being appointed or continuing as director of the company by SEBI/Ministry of Corporate Affairs or any such statutory authority. The certificate is enclosed as **Annexure 11**.

39. SEXUAL HARASSMENT OF WOMEN

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

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

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

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





41. FRAUD REPORTING

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

42. 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.

43. PREVENTION OF INSIDER TRADING

The Company has adopted a Code Of Internal Procedures And Conduct For Regulating, Monitoring And Reporting Of Trading By Insiders And Code Of Practices And Procedures For Fair Disclosure Of Unpublished Price Sensitive with a view to regulate trading in securities by the Directors and designated employees of the Company. The Code requires pre-clearance for dealing in the Company's shares and prohibits the purchase or sale of Company shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed. The Board is responsible for implementation of the Code.

The Company has a Prohibition of Insider Trading Policy and the same has been posted on the website of the Company at <https://bhatiamobile.com/wp-content/uploads/2019/06/Prohibition-of-Insider-Trading-Policy.pdf>

44. RESEARCH & DEVELOPMENT

The Company believes that technological obsolescence is a reality. Only progressive research and development will help us to measure up to future challenges and opportunities. We invest in and encourage continuous innovation. During the year under review, expenditure on research and development is not significant in relation to the nature size of operations of Company.

45. INSURANCE

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

46. 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.

47. 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: 20.08.2021

For the Board of Director
Bhatia Communications & Retail (India) Limited

Sd/-
Sanjeev Harbanslal Bhatia
Managing Director
DIN: 02063671

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



Annexure-1

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	Harbansal Bhatia (HUF), HUF of Director	Interest	On Demand	15% interest on unsecured loan	30/06/2020	NIL
2	Hema Bhatia, Relative of Director	Rent Paid	Annually	Rent per annum Rs. 3,75,000/-	30/06/2020	NIL
3	Kamleshkumari Bhatia, Director	Rent Paid	Annually	Rent per annum Rs. 10,00,000/-	30/06/2020	NIL
4	Nikhil Bhatia, Director	Interest	On Demand	09% interest on unsecured loan	30/06/2020	NIL
		Contracted Salary	Monthly	Salary per month Rs. 2,00,000/-	30/06/2020	NIL
		Rent paid	Annually	Rent per annum Rs. 8,50,000	30/06/2020	NIL
5	Sanjeev Bhatia, Director	Interest	On Demand	09% interest on unsecured loan	30/06/2020	NIL
		Contracted Salary	Monthly	Salary per month Rs. 2,00,000/-	30/06/2020	NIL
		Rent Paid	Annually	Rent Per annum Rs. 13,20,000/-	30/06/2020	NIL
6	Naresh Telecommunication (Naresh Bhatia HUF), Firm of Relative of Director	Purchase	Annually	At prevailing Market Price	30/06/2020	NIL
7	SNV Distributors Pvt. Ltd., Common Director	Purchase & Sales	Annually	At prevailing Market Price	30/06/2020	NIL



8	E Parisar Tech Private Limited, Common Director	Purchase & Sales	Annually	At prevailing Market Price	30/06/2020	NIL
9	Telecity Enterprises LLP, Director is Partner	Purchase & Sales	Annually	At prevailing Market Price	30/06/2020	NIL
10	Modern Commodial Pvt Ltd, Director is Shareholder	Purchase & Sales	Annually	At prevailing Market Price	30/06/2020	NIL
11	Mohit Enterprise, Director is Partner	Purchase & Sales	Annually	At prevailing Market Price	30/06/2020	
12	Ravindra Sojal, CFO	Salary	Monthly	Salary per month Rs. 38,000/-	30/06/2020	NIL
13	Harshita Sojal, Wife of CFO	Contracted Salary	Monthly	Salary per month Rs. 23,000/-	30/06/2020	NIL
14	Mittal Narendrabhai Shah, Company Secretary	Contracted Salary	Monthly	Salary per month Rs. 15,000/-	30/06/2020	NIL

Place: Surat

Date:20.08.2021

For the Board of Director

Bhatia Communications & Retail (India) Limited

Sd/-

Sanjeev Harbanslal Bhatia

Managing Director

DIN: 02063671

Sd/-

Nikhil Harbanslal Bhatia

Whole Time Director

DIN:02063706



Annexure-2

CORPORATE GOVERNANCE REPORT

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

1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

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

2. BOARD OF DIRECTORS

The Board of Directors of the Company (Board) has optimum combination of Executive and Non-Executive Directors comprising two Executive Directors and Four Non-Executive Directors. None of the Directors hold directorship in more than 20 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, 2021 the Board of Directors comprises of Six directors out of which one is Executive Managing Director, one is Executive Whole Time Director, One is Non-Executive Director and remaining three are Non-Executive Independent Directors. As on date of this report Board of Directors of the company is as follows:

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

(b) The Details of Directorship held by the Directors as on 31st March, 2021 and their attendance at the Board meetings during the year are as follows:

Name of the Directors	Category of Director	No. of Directorship held in other companies in India	No. of other Board Committee(s) in which he is		Attendance at last AGM	Attendance at Board Meetings	No. of Shares held as on 31.03.2021
			Member	Chairman			
Sanjeev Harbanslal Bhatia	MD PD ED	2	NIL	NIL	YES	7	42,60,000
Kamleshkumari Harbanslal Bhatia	PD NED	NIL	NIL	NIL	YES	7	26
Nikhil Harbanslal Bhatia	WTD PD ED	1	NIL	NIL	YES	7	48,32,854
Rachit Naresh Narang	ID NED	NIL	NIL	NIL	YES	7	20,000
Rashmi Kapil Arora	ID NED	1	NIL	NIL	YES	7	32,000
Arpit Arunkumar Jain	ID NED	NIL	NIL	NIL	YES	7	NIL

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



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

During the financial year 2020-2021, there were **Seven (7) Board meetings** held on following dates:

Sr. No.	Date of Meeting	Board Strength	No. of Directors present
1	30-06-2020	6	6
2	06-08-2020	6	6
3	20-08-2020	6	6
4	02-09-2020	6	6
5	14-11-2020	6	6
6	13-02-2021	6	6
7	25-02-2021	6	6

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

No other Directors are related to each other except Mr. Sanjeev Harbanslal Bhatia and Mr. Nikhil Harbanslal Bhatia, who are related to each other as brothers and Mrs. Kamleshkumari Harbanslal Bhatia is Mother of Mr. Sanjeev Harbanslal Bhatia and Mr. Nikhil Harbanslal Bhatia.

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

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

Sr. No.	Name of Non Executive Director	No. of Shares Held
1	Rashmi kapil Arora	32,000
2	Rachit Naresh Narang	20,000
3	Kamleshkumari Harbanslal Bhatia	26

(f) Familiarization to Independent Directors:

The newly appointed Independent Directors of the Company are familiarized with the various aspects of the Company provided with an overview of the requisite criteria of independence, roles, rights, duties and responsibilities of directors, terms of appointment of the Company and policies of the Company and other important regulatory aspects as relevant for directors. The Company, through its Executive Director or Manager as well as other Senior Managerial Personnel, conducts presentations/programs to familiarize the Independent Directors with the strategy, operations and functions of the Company inclusive of important developments in business. The details of number of programmes attended and the cumulative hours spent by an independent director are uploaded on the website of the company. The web link is <https://bhatiamobile.com/wp-content/uploads/2021/08/Familirization-Programme-for-Independent-Directors-2020-21.pdf>

(g) Meeting of Independent Directors

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

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

During the financial year 2020-2021, **one (1) meeting** of Independent Directors were held on following dates: 13/02/2021.

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

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



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

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

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

(i) Names of Directors who have such Skills / Expertise / Competence:

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

(i) Independent Directors confirmation by the Board

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





All the independent directors have enrolled with the Indian Institute of Corporate Affairs at 'Manesar' for exam of "Online Self Assessment Test".

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

During the year no Independent Directors has resigned.

3. AUDIT COMMITTEE

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

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

During the financial year 2020-2021, **Five (5) meetings** of Audit Committee were held on following dates:

1. 15-06-2020	2. 30-06-2020	3. 20-08-2020
4. 14-11-2020	5. 13-02-2021	

Attendance of members for the meeting of Audit Committee held during the year 2020-2021 is as below:

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

The term of reference of Audit Committee is as below:

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

- Oversight of the listed entity's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- Recommendation for appointment, remuneration and terms of appointment of auditors of the listed entity
- Approval of payment to statutory auditors for any other services rendered by the statutory auditors
- Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
 - 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;
 - changes, if any, in accounting policies and practices and reasons for the same;
 - major accounting entries involving estimates based on the exercise of judgment by management;
 - significant adjustments made in the financial statements arising out of audit findings;
 - compliance with listing and other legal requirements relating to financial statements;
 - disclosure of any related party transactions;
 - modified opinion(s) in the draft audit report;
- Reviewing, with the management, the quarterly financial statements before submission to the board for approval
- 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 utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the board to take up steps in this matter;
- Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
- Approval or any subsequent modification of transactions of the listed entity with related parties;





9. Scrutiny of inter-corporate loans and investments;
10. Valuation of undertakings or assets of the listed entity, wherever it is necessary;
11. Evaluation of internal financial controls and risk management systems;
12. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
13. 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;
14. Discussion with internal auditors of any significant findings and follow up there on;
15. 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;
16. 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;
17. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
18. To review the functioning of the whistle blower mechanism;
19. Approval of appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate;
20. Carrying out any other function as is mentioned in the terms of reference of the audit committee.
21. Reviewing the utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments existing as on the date of coming into force of this provision
22. Consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholders.

The audit committee shall mandatorily review the following information:

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

4. NOMINATION AND REMUNERATION COMMITTEE

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

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

During the financial year 2020-2021, **Three (3) meetings** of Nomination & Remuneration Committee were held on following dates:

1. 30-06-2020	2. 20-08-2020	3. 13-02-2021
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Attendance of members for the meeting of Nomination & Remuneration Committee held during the year 2020-2021 is as below:

Name	Categories	No. of Meeting Attended
Mr. Arpit Arunkumar Jain	Chairman	3
Mrs. Rashmi Kapil Arora	Member	3
Mr. Rachit Naresh Narang	Member	3

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

1. Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;
2. Formulation of criteria for evaluation of Independent Directors and the Board;
3. To ensure that the relationship of remuneration to performance is clear and meets appropriate performance benchmarks.
4. Devising a policy on Board diversity, if any;
5. Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board of Directors their appointment and removal and shall carry out evaluation of every director's performance.
6. whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.
7. recommend to the board, all remuneration, in whatever form, payable to senior management.
8. To ensure the policy includes the following guiding principles:
 - The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate Directors of the quality required to run the Company successfully,
 - Relationship of remuneration to performance is clear and meets appropriate performance benchmarks and
 - Remuneration to Directors, Key Managerial Personnel and Senior Management involves a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company and its goals.

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

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

5. REMUNERATION OF DIRECTORS

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

Name	Category	Remuneration / Sitting Fees (In Rs.)
Sanjeev Harbanslal Bhatia	Executive Managing Director	20,00,000
Nikhil Harbanslal Bhatia	Executive Whole Time Director	20,00,000
Kamleshkumari Harbanslal Bhatia	Non-Executive Director	NIL
Rashmi Kapil Arora	Non-Executive Independent Director	NIL
Arpit Arunkumar Jain	Non-Executive Independent Director	NIL
Rachit Naresh Narang	Non-Executive Independent Director	NIL



REMUNERATION POLICY

The Company has adopted and implemented the Nomination and Remuneration Policy devised in accordance with Section 178(3) and (4) of the Companies Act, 2013 which is available on the website of the Company <http://bhatiamobile.com/wp-content/uploads/2020/06/Remuneration-Policy-1.pdf>

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

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

6. STAKEHOLDER'S RELATIONSHIP COMMITTEE

The term of reference of Stakeholder's Relationship Committee is as below:

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

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

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

During the financial year 2020-2021, **Fours (4) meetings** of Stakeholder's Relationship Committee were held on following dates:

1. 30-06-2020	2. 06-08-2020	3. 14-11-2020	4. 13-02-2021
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Attendance of members for the meeting of Stakeholder's, Shareholders and Investor Committee held during the year 2020-2021 is as below:

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

Name & Designation and address of the Compliance Officer

CS Mittal Narendrabhai Shah

Company Secretary & Compliance Officer

Bhatia Communications & Retail (India) Limited

132, Dr. Ambedkar Shopping Centre,
Ring Road, Surat GJ 395002



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

Status of Complaints pending, received, disposed and unresolved:

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

7. CSR COMMITTEE

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

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

The composition of CSR Committee has been as under;

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

During the financial year 2020-2021, **Two (2) meetings** of Corporate Social Responsibility were held on following dates:

1. 14-11-2020	2. 13-02-2021
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Attendance of members for the meeting of Corporate Social Responsibility Committee held during the year 2020-2021 is as below:

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

CSR POLICY

The company's policy disseminated at <http://bhatiamobile.com/wp-content/uploads/2019/04/CSR-Policy.pdf> As per Section 135(5) Companies Act, 2013, an amount of 2 percent of the average net profits of the company made during the three immediately preceding financial years which works out to Rs. **13,24,821/-** is to be spent towards Corporate Social Responsibility Activities. The detailed Report on the CSR Activities is annexed at **Annexure-4**.

8. GENERAL BODY MEETING

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

Year	Day, Date and Time	Venue
2017-18	Tuesday, 25 th September, 2018 at 11:00 A.M.	132, Dr. Ambedkar Shopping Centre, Ring Road, Surat - 395002 Gujarat
2018-19	Monday, 09 th September, 2019 at 11:00 A.M.	132, Dr. Ambedkar Shopping Centre, Ring Road, Surat - 395002 Gujarat
2019-20	Friday, 18 th September, 2020 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
25 th September, 2018	Adoption of Annual Accounts, Auditor's & Director's Report	Ordinary	2502600	2506000	0	0
	Re-appointment of Mr. Harbanslal Brijlal Bhatia, Executive Director, as a whole time director, retire by rotation	Ordinary	25000	376000	0	0
	Ratification of App. of Auditors	Ordinary	2502600	2506000	0	0
	To increase authorized capital of the Company and amend the capital clause in the Memorandum of Association	Special	2502600	2506000	0	0
	To issue Bonus shares	Special	2502600	2506000	0	0
09 th September, 2019	Adoption of Annual Accounts, Auditor's & Director's Report	Ordinary	4902854	4504000	0	0
	Re-appointment of Mr. Sanjeev Harbanslal Bhatia (DIN:02063671), Managing director, Who retires by rotation and being eligible, offers himself for re-appointment.	Ordinary	70000	244000	0	0
	Re-Appointment of M/S. R. Kejriwal & Co., Chartered Accountants as a Statutory Auditors of the Company.	Ordinary	4902854	4504000	0	0
	Approval of Related Party Transaction	Special	70000	244000	0	0
18 th September, 2020	Adoption of Annual Accounts, Auditor's & Director's Report	Ordinary	0	9314880	0	0
	Declaration of Dividend	Ordinary	0	9314880	0	0
	Re-appointment of Mr. Nikhil Harbanslal Bhatia (DIN: 02063706), Whole Time Director. Who retires by rotation and being eligible, offers himself for reappointment..	Ordinary	0	222000	0	0
	Appointment Of Kamleshkumari Harbanslal Bhatia, Director Of The Company.	Ordinary	0	222000	0	0





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

CS Ranjit Binod Kejriwal

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

EXTRA- ORDINARY GENERAL MEETING:

There was no Extra-Ordinary General Meeting was held during the year 2020-2021.

POSTAL BALLOT

During the financial year 2020-21, Company has passed special resolutions through postal ballot for Migration of Company from BSE SME Exchange to the main Board Platform of BSE Limited. Postal ballot process was conducted by Mr. Ranjit Binod Kejriwal.

The details of Resolution(s) which were passed through postal ballot with details of Postal Ballot & voting pattern are as follows:

Date of Resolution passed	Resolution	Ordinary/ Special	Favor		Against	
			Ballot	E- Votes	Ballot	E-Votes
01 st August, 2020	Migration of company from BSE SME Exchange to the Main Board Platform of BSE Limited	Special	0	1140000	0	0
	Alteration of Article of Association	Special	0	10355148	0	0

As per amended Companies Act, 2013, Company is not proposing Postal Ballot for 13th AGM and thus procedure for postal ballot is not applicable.

9. MEANS OF COMMUNICATION

Financial Results:

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

Quarterly/Half Yearly/ Yearly financial results: The Quarterly / Half yearly/ 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 2020-2021 have been submitted to stock exchange within 30 minutes from the conclusion of Board Meeting in which financial results have been approved. During the year, following Quarterly, half yearly and yearly financial results have been submitted on BSE portal

Period of Financial Results	Date
Unaudited Financial Results for the quarter & half year ended September 30, 2020	14/11/2020
Unaudited Financial Results for the quarter ended December 31, 2020	13/02/2021
Audited Financial Results for the quarter and year ended March 31, 2021	30/06/2021

The company got migrated on the main Board of BSE w.e.f. 17th, September, 2020 and thereafter has published the Financial Results in “Free press Gujarat” (English) and Lokmitra (Gujarati) Newspapers and intimated the same to the stock exchange and posted on the website of the company at www.bhatiamobile.com.





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

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

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

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

10. GENERAL SHAREHOLDER INFORMATION

Date, Time and Venue of AGM	Wednesday, 22nd September, 2021 11.00 AM, Through Video Conferencing (VC) or Other Audio Visual Means (OACM) (deemed venue of the AGM would be the 132, DR. Ambedkar Shopping Centre, Ring Road, Surat-395002, Gujarat)
Financial Year	From 1st April 2020 to 31st March,2021
Date of Book Closure	From Thursday, the 16th day of September, 2021 to Wednesday, the 22nd day of September, 2021 (both day inclusive)

LISTING ON STOCK EXCHANGE

The Equity Shares of the Company as on the date are listed on the Main Board of BSE Limited. The Company confirms that it has paid Annual Listing Fee for the Financial Year 2020-2021 to the BSE Limited.

STOCK CODE OF THE COMPANY

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

NAME OF THE STOCK EXCHANGE

BSE Limited

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

MARKET PRICE DATA

Data of market price high, low for the year 2020-2021 is given below:

Month	High (Rs.)	Low (Rs.)	Volume (No. of Shares)	Turnover (Amount in Rs.)	Closing (Rs.)
April, 2020	-	-	-	-	-
May, 2020	77.00	77.00	2000	154000	77.00
June, 2020	77.00	60.80	78000	5710200	71.50
July, 2020	81.60	61.50	46000	3294200	69.50
August, 2020	73.50	63.00	44000	3018200	67.75
September, 2020	79.85	67.00	39419	2856391	74.00
October, 2020	85.00	72.00	25377	1892940	73.75



November, 2020	78.00	70.00	6668	501845	76.00
December, 2020	77.50	61.30	3137	233801	74.50
January, 2021	76.00	63.00	5679	371258	66.85
February, 2021	78.00	63.65	2018	139314	73.00
March, 2021	78.60	67.45	79053	5893391	68.00

PERFORMANCE IN COMPARISON TO OTHER INDICES

Table below gives the performance comparison of M/s. Bhatia Communications & Retail (India) Limited to BSE Sensex and BSE SME IPO for the F.Y.2020-2021 on month to month closing figures:

Month	BSE Sensex	Change in %	BHATIA (Closing Price at BSE)	Change in %
April 2020	33717.62	14.42	-	-
May 2020	32424.10	-3.84	77.00	-
June 2020	34915.80	7.68	71.50	-7.14
July 2020	37606.89	7.71	69.50	-2.80
August 2020	38628.29	2.72	67.75	-2.52
September 2020	38067.93	-1.45	74.00	9.23
October 2020	39614.07	4.06	73.75	-0.34
November 2020	44149.72	11.45	76.00	3.05
December 2020	47751.33	8.16	74.50	-1.97
January 2021	46285.77	-3.07	66.85	-10.27
February 2021	49099.99	6.08	73.00	9.20
March 2021	49509.15	0.83	68.00	-6.85

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

Not Applicable

REGISTRAR & TRANSFER AGENTS:

Purva Sharegistry (India) Private Limited

Category I Registrar to Issue & Share Transfer Agents

Unit No. 9 Shiv Shakti Ind.Estt.,

J. R. Boricha Marg, Lower Parel (E),

Mumbai-400011, Maharashtra,

Email Id: support@purvashare.com

Website: www.purvashare.com

Ph. No.: +91-022-23016761/8261

Tele Fax: +91-022-2301 2517

SHARE TRANSFER SYSTEM

The Company's shares are compulsorily traded in dematerialized mode. The dematerialized shares are transferable through the depository system. The power of share transfer has been delegated to the designated officials of Registrar & Transfer Agent of the Company, **Purva Sharegistry (India) Private Limited**. The Registrar & Transfer Agent processes the share transfers within a period of fifteen days from the date of receipt of the transfer documents.

The Company has obtained half yearly certificates from Company Secretary in Practice for compliance of share transfer formalities as per the requirement of Regulation 40(9) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Company has also carried out Quarterly Secretarial Audit for reconciliation of Share Capital Audit as required under SEBI circular no. 16 dated 31st December, 2002.



INVESTOR HELPDESK

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

COMPLIANCE OFFICER

Ms. Mittal Narendrabhai Shah
Company Secretary & Compliance Officer

DISTRIBUTION OF SHAREHOLDINGS AS ON MARCH 31, 2021:**a. On the basis of Shareholdings**

Shareholding of Nominal Value	No. of Shareholders	% of Shareholders	Shares Amount	% of Shares Amount
0001 to 5000	104	33.12	91440	0.07
5001 to 20000	79	25.16	1468600	1.17
20001 to 40000	27	8.60	1071730	0.86
40001 to 100000	39	12.42	2673270	2.14
100001 & Above	65	20.70	119846960	95.76
TOTAL	314	100.00	125152000	100.00

b. On the basis of Category

Sr. No.	Description	No. of members		No. of shares	
		Nos.	%	Nos.	%
A	Promoters Holding				
	Directors & Relatives	6	1.91	9215200	73.63
	Bodies Corporate				
B	Non Promoter Holding				
	<u>Institutions</u>				
	Mutual Funds				
	<u>Non-Institutions</u>				
	Resident Individual	272	86.62	1846889	14.76
	HUF	18	5.73	169173	1.35
	Foreign Individuals or NRI	2	0.64	24010	0.19
	Bodies Corporate	10	3.18	811797	6.49
	LLP	1	0.32	4000	0.03
	Clearing Member	1	0.32	32000	0.26
	Market Maker	1	0.32	328131	2.62
	Director and Directors Relative	3	0.96	84000	0.67
	Total:	314	100.00%	12515200	100.00%

NOMINATION FACILITY

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

OUTSTANDING GDRS/ADRS/WARRANTS/ANY OTHER CONVERTIBLE INSTRUMENTS

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

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

The Company does not have such proceeds from Public Issue, Right Issue, Preferential Issue and Warrant Conversion.





DETAILS OF DIVIDEND

The Board of Directors of the Company in its meeting held on June 30, 2021 has recommended dividend at the rate of 5% i.e. Re. 0.50/- per share and shall be paid to the shareholders whose names appear on the register of members as on the Record date i.e. on September 15, 2021 in respect of physical shares and as Beneficial Owners as at the end of business hours on September 15, 2021 as per the list provided by the NSDL/ CDSL in respect of the shares held in electronic mode. Dividend recommended by the Board, if approved by the members on September 22, 2021 then the same shall be paid to the members within 30 days from the date of approval of the members.

DETAILS OF UNPAID DIVIDEND

The company declared Final Dividend for FY 2019-20 on 18th September, 2020 and has balance in its Unpaid Dividend Account. The Statement of Unpaid Dividend is available on the website of the company at <https://bhatiamobile.com/wp-content/uploads/2021/06/Statement-of-Unpaid-and-Unclaimed-Dividend-as-on-31-03-2021.pdf>.

PLANT LOCATION

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

ADDRESS FOR CORRESPONDENCE:

(a) Registrar & Transfer Agents:

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

(b) Registered Office:

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

CREDIT RATING: NIL

11. DISCLOSURES

DISCLOSURE OF ACCOUNTING TREATMENT IN PREPARATION OF FINANCIAL STATEMENT

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

RISK MANAGEMENT

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

MATERIAL SUBSIDIARY

The Company does not have any material subsidiary.

CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING

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





2013. The Code of internal procedures and conduct for Regulating, monitoring and Reporting of Trading by Insiders is available on <http://bhatiamobile.com/wp-content/uploads/2019/06/Prohibition-of-Insider-Trading-Policy.pdf>

CERTIFICATION FROM COMPANY SECRETARY IN PRACTICE

Mr. Ranjit Binod Kejriwal, Practicing Company Secretary has issued a certificate required under the listing regulations, confirming that none of the Directors on the Board of the company has been debarred or disqualified from being appointed or continuing as director of the company by SEBI/Ministry of Corporate Affairs or any such statutory authority. The certificate is enclosed as **Annexure 11**.

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

The Compliance Certificate on corporate Governance for the Year ended 31st March, 2021, issue by M/s. R. Kejriwal & Co., Statutory Auditors of the Company forms part of the Corporate Governance Report. The certificate is enclosed as **Annexure 10**

WHISTLE BLOWER POLICY/VIGIL MECHANISM POLICY

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

RELATED PARTY TRANSACTION

The list of related party transactions entered by the Company during the year is mentioned in point XVIII of note no. 1 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>

FEES TO STATUTORY AUDITOR

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

Payment to Statutory Auditor	Amount in Lakh	
	FY 2020-2021	FY 2019-20
Audit Fees	0.350	0.350
Tax Audit Fees	0.150	0.150

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

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

Number of Complaints during the year: NIL

Number of complaints disposed of during the year: Not Applicable

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

STATUTORY COMPLIANCE, PENALTIES AND STRICTURES

The Company has complied with the requirements of the Stock Exchanges / Securities and Exchange Board of India (SEBI) / and Statutory Authorities to the extent applicable, the company's shares are listed on the BSE SME Platform on 21st February, 2018 and has migrated to the main board of BSE w.e.f September 17, 2020, and accordingly no penalties have been levied or strictures have been imposed on the Company on any matter related to capital markets during the year.

MANDATORY & NON MANDATORY REQUIREMENTS

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





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

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

In accordance of the same, your company had proposed to send Notice calling General Meetings, Annual Report and other documents in electronic mode in future to all the shareholders on their email addresses. It was also requested to inform the Company in case the shareholders wish to receive the above documents in physical form. Accordingly, the Annual Report along with Notice will be sent to the shareholders in electronic mode at their email addresses and members are requested to update their email address through following link <https://www.purvashare.com/email-and-phone-updation/>.

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

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

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

QUOTE FOLIO NO. / DP ID NO.

Shareholders/ Beneficial owners are requested to quote their DP ID no. in all the correspondence with the Company. Shareholders are also requested to quote their Email ID and contact number for prompt reply to their correspondence.

12. DISCRETIONARY REQUIREMENTS

THE BOARD

The chairman of the company is an Executive Director.

SHAREHOLDER RIGHTS

Quarterly, Half yearly and yearly declaration of financial performance is uploaded on the website of the company <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.

REPORTING OF INTERNAL AUDITOR

The Company has appointed M/s V. M. Patel & Associates as the Internal Auditor of the Company for five years from F.Y. 2019-20 to 2023-24. The Internal Auditor reports to the Audit Committee periodically with Internal Audit Report prepared on quarterly basis. The Internal Auditors M/s V. M. Patel & Associates, Cost Accountant have reported directly to the Audit Committee of the Company.

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

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

Place: Surat

Date:20.08.2021

For the Board of Director

Bhatia Communications & Retail (India) Limited

Sd/-

Sanjeev Harbanslal Bhatia

Managing Director

DIN: 02063671

Sd/-

Nikhil Harbanslal Bhatia

Whole Time Director

DIN:02063706



Annexure-3

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 2020-2021

} NIL

C. FOREIGN EXCHANGE EARNING AND OUTGO

The Foreign Exchange earning in terms of actual inflows

Foreign Exchange earnings during the financial year 2020-2021: NIL

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

Foreign Exchange outgo during the financial year 2020-2021: NIL

Place: Surat

Date:20.08.2021

For the Board of Director

Bhatia Communications & Retail (India) Limited

Sd/-

Sanjeev Harbanslal Bhatia

Managing Director

DIN: 02063671

Sd/-

Nikhil Harbanslal Bhatia

Whole Time Director

DIN:02063706



Annexure-4

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

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

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

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

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

2. The Composition of the CSR Committee:-

Sl. No.	Name of Director	Designation/ Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1	Mr. Sanjeev Harbanslal Bhatia	Chairman (Managing Director)	2	2
2	Mr. Nikhil Harbanslal Bhatia	Member (Whole Time Director)	2	2
3	Mr. Rachit Naresh Narang	Member (Independent Director)	2	2

- Provide the web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the company: <https://bhatiamobile.com/wp-content/uploads/2021/08/CSR-Annexure-2020-21.pdf>
- Provide the details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, if applicable: NA
- Details of the amount available for set-off in pursuance of sub-rule (3) of rule 7 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 and amount required for set-off for the financial year, if any:

Sr. No.	Financial year	Amount available for set-off from preceding financial years (in Rs.)	Amount required to be set-off for the financial year, if any (in Rs.)
NIL			

- Average net profit of the Company for last three financial year:-** Profit Calculated as per provisions of Section 198 of the Companies Act, 2013 for last three years:



2017-18	:	Rs. 5,42,02,425/-
2018-19	:	Rs. 7,12,37,888/-
2019-20	:	Rs. 7,32,82,869/-
Average Net Profit: Rs. 6,62,41,061/-		

7. (a) Two percent of average net profit of the Company as per Section 135(5) i.e. for last three financial years: Rs. 13,24,821/-
 (b) Surplus arising out of the CSR projects or programmes or activities of the previous financial years: NIL
 (c) Amount required to be set-off for the financial year, if any: NIL
 (d) Total CSR obligation for the financial year (7a+7b- 7c): Rs. 13,24,821/-

8. (a) CSR amount spent or unspent for the financial year:

Total Amount Spent for the Financial Year (in Rs.)	Amount unspent (in Rs.)					
	Total Amount transferred to Unspent CSR Account as per Section 135(6)			Amount transferred to any fund specified under Schedule VII as per second proviso to Section 135(5)		
	Amount	Date of Transfer		Name of Fund	Amount	Date of Transfer
Rs. 20,00,000	NA			NA		

(b) Details of CSR amount spent against ongoing projects for the financial year: Not Applicable

1	2	3	4	5		7	8	9	10	11	
Sr. No.	Name of Project	Item from the list of activities in schedule VII of the act	Local area yes/no	Location of the project		Amount allocated for the project (in Rs.)	Amount spent in the current financial year	Amount transferred to unspent CSR account for the project as per Section 135(6)	Mode of implementation – Direct (yes/No)	Mode of implementation -through implementation agency	
				State	Dist.					Name	CSR regi. No.

(c) Details of CSR amount spent against other than ongoing projects for the financial year:

1	2	3	4	5		7	8	9	10		
Sr. No.	Name of Project	Item from the list of activities in schedule VII of the act	Local area yes/no	Location of the project		Amount allocated for the project (in Rs.)	Amount spent in the current financial year	Amount transferred to unspent CSR account for the project as per Section 135(6)	Mode of implementation – Direct (yes/No)	Mode of implementation -through implementation agency	
				State	Dist.					Name	CSR regi. No.
1	Health Care	(i)	Local area	Gujarat	Surat	Rs. 20,00,000	Rs. 20,00,000	NIL	No	Shree Adarsh Punjabi Samaj	-

(d) Amount spent in Administrative Overheads: NIL



(e) Amount spent on Impact Assessment, if applicable: NIL

(f) Total amount spent for the Financial Year (8b+8c+8d+8e): Rs. 20,00,000/-

(g) Excess amount for set-off, if any

Sr. No.	Particular	Amount in Rs.
1	Two percent of average net profit of the Company as per Section 135(5)	Rs. 13,24,821/-
2	Total amount spent for the Financial Year	Rs. 20,00,000/-
3	Excess amount spent for the financial year [(ii)-(i)]	Rs. 6,75,179/-
4	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	-
5	Amount available for set-off in succeeding financial years [(iii)-(iv)]	Rs. 6,75,179/-

9. (a) Details of Unspent CSR amount for the preceding three financial years: Not Applicable

Sr. No.	Preceding Financial Year	Amount transferred to Unspent CSR Account under Section 135 (6) (in Rs)	Amount spent in the reporting Financial Year (in `)	Amount transferred to any fund specified under Schedule VII as per Section 135(6), if any			Amount remaining to be spent in succeeding financial years (in `)
				Name of the Fund	Amount (in Rs.)	Date of Transfer	
1							
2							
3							

(b) Details of CSR amount spent in the financial year for ongoing projects of the preceding financial year(s): Not Applicable

Sr. No.	Project ID	Name of the Project	Financial Year in which the project was commenced	Project duration	Total amount allocated for the project (In Rs.)	Amount spent on the project in the reporting Financial Year (In Rs.)	Cumulative amount spent at the end of reporting Financial Year (In Rs.)	Status of the project - Completed /Ongoing
1								
2								
3								

10. In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year (asset-wise details): Not Applicable

(a) Date of creation or acquisition of the capital asset(s): Not Applicable

(b) Amount of CSR spent for creation or acquisition of capital asset: Not Applicable

(c) Details of the entity or public authority or beneficiary under whose name such capital asset is registered, their address etc.: Not Applicable





(d) Provide details of the capital asset(s) created or acquired (including complete address and location of the capital asset).: Not Applicable

11. Specify the reason(s), if the Company has failed to spend two per cent of the average net profit as per Section 135(5): Not Applicable

Place: Surat

Date:20.08.2021

For the Board of Director

Bhatia Communications & Retail (India) Limited

Sd/-

Sanjeev Harbanslal Bhatia

Managing Director

IN: 02063671

Sd/-

Nikhil Harbanslal Bhatia

Whole Time Director

DIN:02063706





Annexure-5

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

This section shall include discussion on the following matters within the limits set by the listed entity's competitive position:

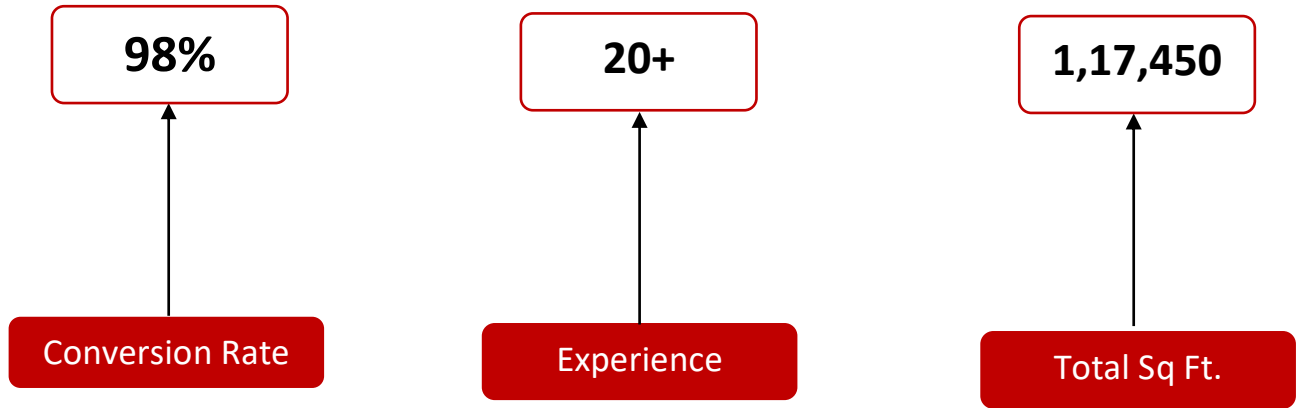
- a. Industry structure and developments.
- b. Opportunities and Threats.
- c. Segment-wise or product-wise performance.
- d. Outlook
- e. Risks and Concerns
- f. Internal control systems and their adequacy
- g. Discussion on financial performance with respect to operational performance.
- h. Material developments in Human Resources / Industrial Relations front, including number of people employed.

- i. Details of significant changes (i.e. change of 25% or more as compared to the immediately previous financial year) in key financial ratios, along with detailed explanations therefor, including:
 1. Debtors Turnover
 2. Inventory Turnover
 3. Interest Coverage Ratio
 4. Current Ratio
 5. Debt Equity Ratio
 6. Operating Profit Margin (%)
 7. Net Profit Margin (%)or sector-specific equivalent ratios, as applicable.

- j. Details of any change in Return on Net Worth as compared to the immediately previous financial year along with a detailed explanation thereof.

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





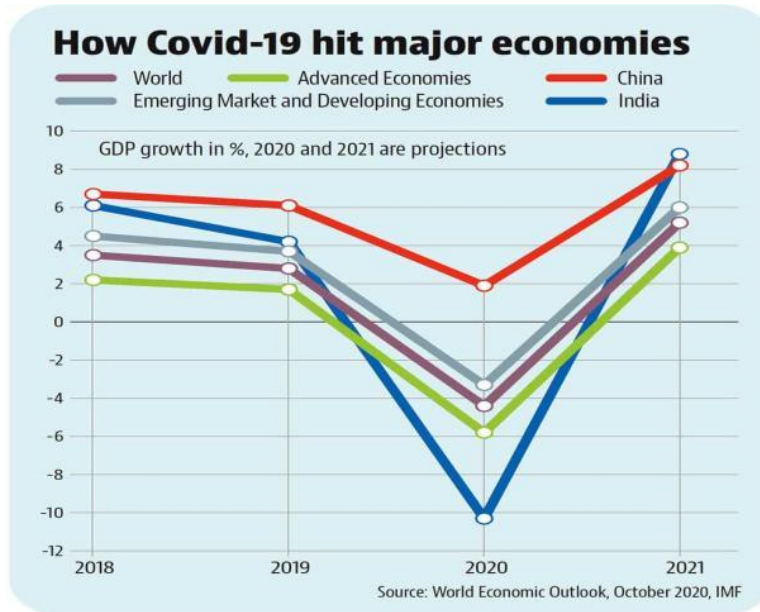
Bhatia Communications & Retail (India) Limited



Industry Structure and Developments

Global Economic Scenario

Since March 2020, the global economic scenario has largely been dictated by the developments around the COVID-19 pandemic. As per statistics, the world has lost over 6.7% of the global GDP to COVID-19 pandemic, and the effect has been more severe in emerging markets than in advanced economies.



Source: World Economic Outlook

However, with vaccine production ramping up worldwide, the good news is that now the global economy is expected to make a comeback with 6% real growth in 2021 and 4.4% in 2022. Though due to increased fears of new variants, this positive outlook is threatened with high uncertainty, according to IMF's report published in April 2021.

Indian Economic Scenario

The Indian economy was on a solid path towards recovery much till early 2021, and then the deadly second wave hit delaying the anticipated growth. Moreover, what has emerged as a worrying trend during COVID-19 pandemic in India is the stagnant consumer spending.

However, the Company this sluggishness only temporary and a result of increased health concerns. Industrial activity has only grown stronger since the economy opened last year after the lockdown. In fact, according to ADB, the Indian economy will expand by a whopping 8.0% in 2021/22 and that activity will benefit from policy support, with a stronger than expected recovery in services and manufacturing.

Industry Outlook and Trends

Before the second wave, the consumer electronics sector reported strong growth in the March quarter supported by robust demand, channel filling ahead of the peak summer season, and cost control, which helped offset commodity price inflation.

Last year since the pandemic started, the sector experienced a huge uptick in sales of tablets & mobile phones due to remote work requirements. With stay at home becoming the new normal, there is greater acknowledgment of the role played by home appliances in the life of a consumer. This combined with low penetration levels, improving infrastructure and an upward mobile middle class will lead to sustained growth over the next few years.

Moreover, since the unlock 1 last year, demand has not been a problem for the sector, the challenge has rather been in keeping up with it due to a crippling shortage of chips globally and other supply chain constraints.

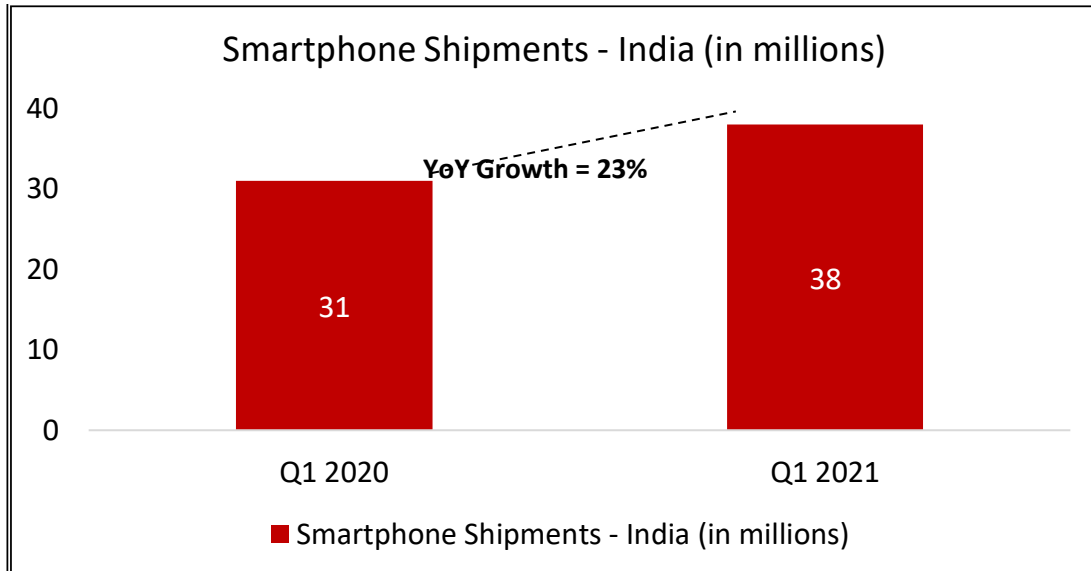




Smartphone Market

The smartphone market has shown resilience during the pandemic and declined by just 4 per cent last year. Though the sales have decreased, the market has undergone a transition in the period from April 2020 to March 2021.

Snapshots of the wireless industry indicate that the total broadband subscribers in India are 778.09 million as of March 2021. The data consumption per subscriber per month is 13.5GB as of December 2020. This makes India the world's highest data consumer.



Source: Counterpoint Research

The second wave of COVID-19 affected offline-centric channels in the consumer electronics market in India, however as businesses opened as usual in June-July, there has been pent up demand, leading to the highest ever smartphone shipments at 38 Million in any first quarter as per Counterpoint Research.

India is also a huge market for feature phones, and that segment affected the overall sales numbers a lot. The handset business grew 74% YoY in India but declined 28% on a quarterly basis due to the second wave hitting the disposable income of consumers in rural areas which are top users of such devices.

Besides this, 5G introduction in India seems just on the horizon. By next year, the new users are likely to replace their smartphone with high-tech variants. While those who are already accustomed to the smartphone are looking forward to the upcoming 5G phones.

The sales of 5G smartphone in India are projected to surpass that of the 4G smartphone. With design capabilities in place, the device should be future ready to woo end-users. Moreover, Indians tend to replace their smartphone once in 24 months either due to functionality or as a lifestyle choice. Around 31 million smartphones are expected to be sold in the country this year.

Segment-Wise or Product-Wise Performance

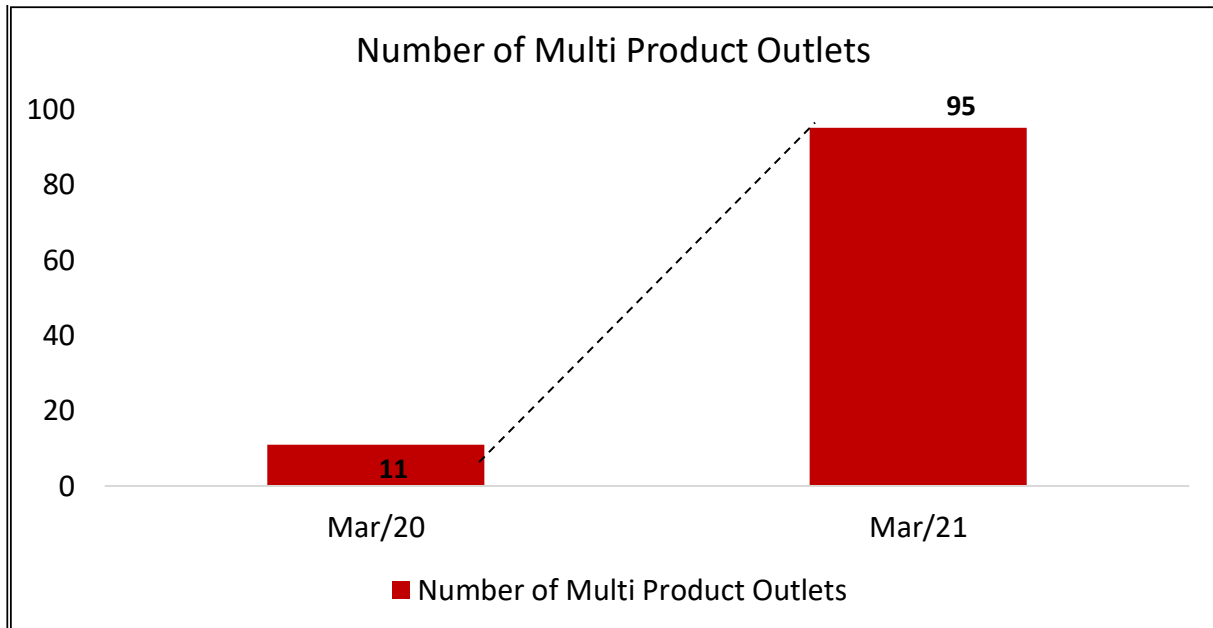
Over the last few years, as a **growth oriented company** we have focused on diversifying into other consumer electronics products as we see a long run way for growth in sales of these products. This has helped us to only emerge as a multi-product brand but has also grow our profitability margins.

With an ambitious growth spree, in a period of just one year, the company has increased the number of multi product outlets from a mere 11 in March 2020 to 95 in March 2021. This means that now 95 stores under our name sell electronic appliances such as Television, Refrigerator, Air Conditioners, Air Coolers, Washing Machines, and Microwaves, though our prime business still remains retail and wholesale distribution of mobile handsets, tablets, data cards and mobile accessories. Besides this, the conversion rate is at a whopping 98%.



Segment/ Product	Number of Stores
Total Stores	134
Owned Retail Stores	119
Franchised Stores	15
Mobile-Only Stores	24
Multi Product Outlets	95

The total revenue of the company stood at **INR1897 Million** with **91%** of it coming from owned retail stores and the remaining 9% from franchised stores. The company now owns a total of 134, out of which 119 are owned stores and 15 are franchised.



Outlook

Our Company over the last year has heavily invested time and efforts in diversifying the products sold through our stores and the result is that we have increased the total number of Multi Product stores by almost 9 times. Our decision to invest in this growth spree roots from the fact that we are bullish on the demand of various consumer electronic items as the work from home culture spreads. This is further echoed by the fact that even though we were faced with repeated temporary store closures due to lockdowns, we managed to post a revenue growth of INR27 Million in FY21.

COVID-19 Impacts

Throughout the pandemic so far, we reckon that demand side has not been an issue. Even when we were faced with closures, when we opened up, the response of the pent up demand has been more or less enough to cover the lost business. Besides this, our rapid expansion of the multi product outlets meant that we were able to benefit from the increased demand for electronic products like tablets, mobile phones, etc. throughout the pandemic.

While not as severe as last year there definitely has been some supply chain disruption due to chip shortage and international trade restrictions. Anticipating higher demand this year, we consciously pursued keeping products in stock to ensure minimal product outages.

Moving ahead, we see a huge demand for relating to 5G technology introduction in India in terms of phones and SIM cards for existing mobile phone users. We also see the Government actions towards promoting 5G and keeping technology cheap and within the reach of a common man as a favourable policy. We have enough resources and liquid funds to materialise our further expansion goals, while also respecting our credit obligations.

Risks and Concerns





- Loss of business due to inclination of customers during pandemic towards online shopping streams, in order to ensure social distancing, some customers are preferring to buy online when possible.
- Supply chain disruptions, mobilising workforce and keeping up with demand poses a risk, as we expect a dramatic increase in demand when various companies release their 5G phones in India.
- Many phone manufacturers offering lucrative offers and early-access deals directly to the consumer through its B2C channels can become difficult to compete with.

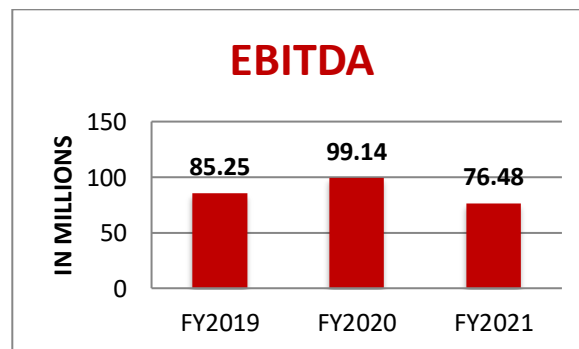
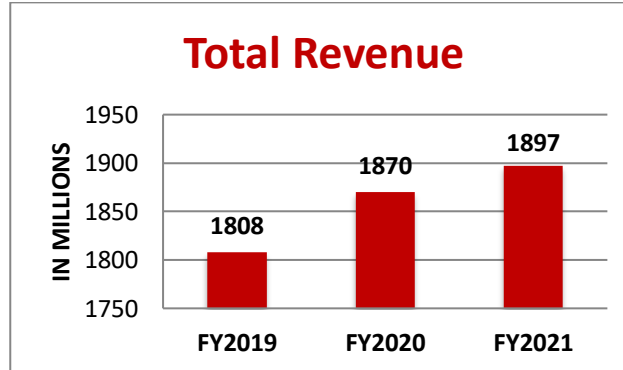
Internal Control Systems and Their Adequacy

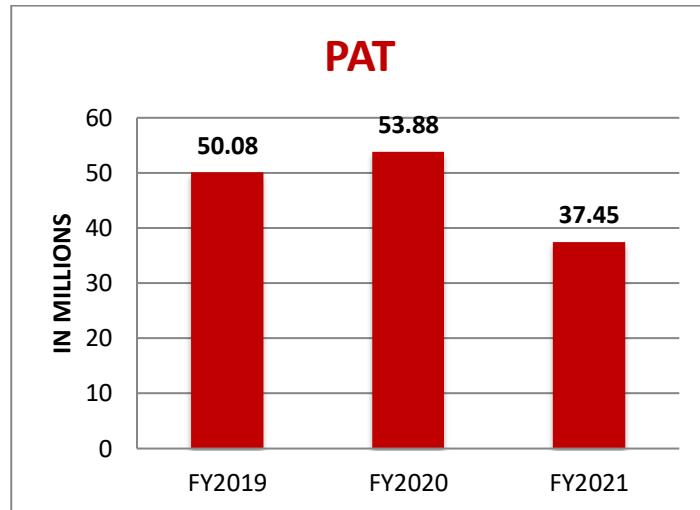
The Company has in place an adequate system of internal control commensurate with its size and nature of its business. These have been designed to provide reasonable assurance that all assets are safeguarded and protected against loss from unauthorized use or disposition and that all transactions are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

Discussion on Financial Performance with respect to Operational Performance

While a lot of brick and mortar stores in multiple industries including consumer electronics throughout the pandemic, in FY2021, the company's revenue from operations grew to **INR1897 million, a growth of 1.5% from FY2020.**

EBITDA came in at around **INR76 million**, while PAT stood at **INR37 million**. The **EBITDA margin stands at 4% and PAT margin at 2%**. The company managed to maintain its strong profitability during this difficult year due to a strong foundation and loyal consumer base. The company with better inventory management, **52 diversified product portfolio**, improving conversion rate and new multi-product outlets, realised economies of scale i.e., the company was able to increase its sales without much increase in input costs.





Throughout FY2021, due to repeated supply chain disruptions and cancellation of shipments, the company actively pursued building up a good inventory to meet pent up demand from the pandemic. As a result of this, the Purchase of Stock in Trade increased by about INR50 Million or 3% from last year. This increase in expenses will yield higher future returns when demand revives and other competitors face stock shortages. All other expenses have remained consistent, however the company did reduce its finance costs by **10.70%** this year.

SWOT Analysis

a) Strength

- Diversified Product Portfolio: It includes wide range of products from Mobile Phones to Home Appliances.
- Trained Work force with 1000+ Advisors and 100+ Employees, with management having an experience of more than 20 years.
- Inventory Management System established by the Company.

b) Weakness

- Lack of Brand Awareness in adjoining cities
- Resource Availability and Distribution Network compared to Big and Established Players.
- No online presence of the company as of now.

c) Opportunities

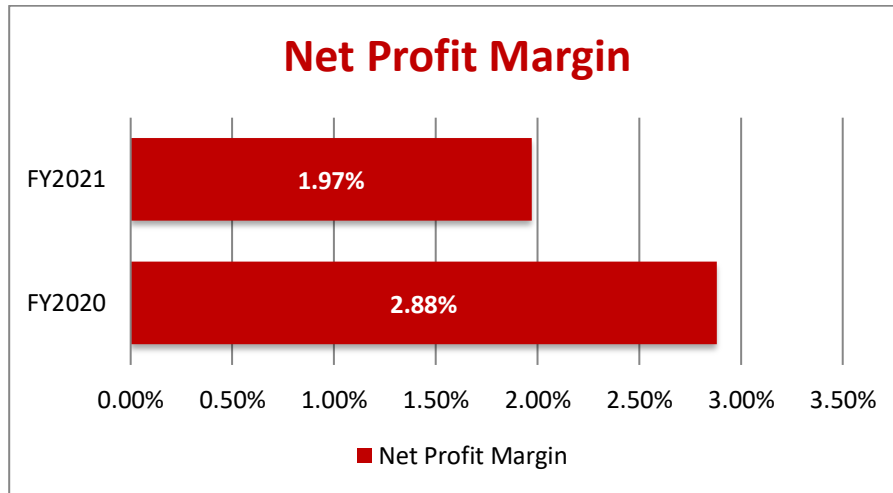
- Work from Home becoming a norm.
- Smartphones and Tablets becoming an essential rather than a luxury commodity.
- Under penetration of smart phone, smart TV, Air-Conditioner markets.
- 5G Tech Introduction in India

d) Threats

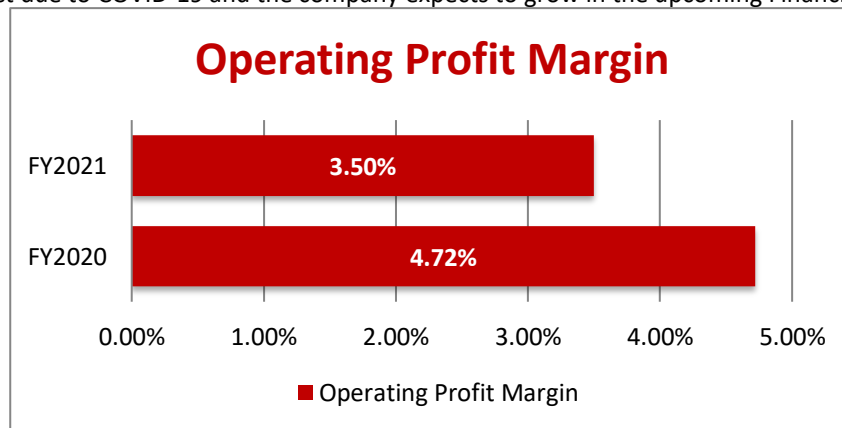
- Competition from local players and big established players may shrink margins.
- Mobile Phones are imported in the country, any disruption in production cycle might affect entire supply chain.
- Low Entry barriers for new entrants.
- Online platform bringing in competition.



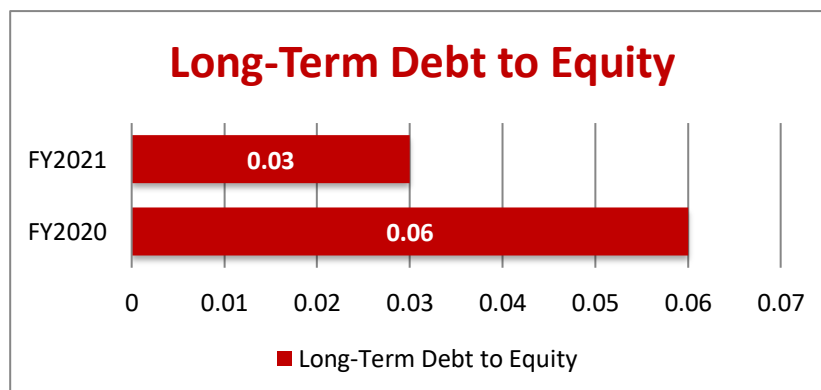
Details of Significant Changes in Key Financial Ratios



The company's Net Profit Margin did not witness a severe impact due to COVID-19 and the company expects to grow in the upcoming Financial Year. The company's Net Profit Margin did not witness a severe impact due to COVID-19 and the company expects to grow in the upcoming Financial Year.



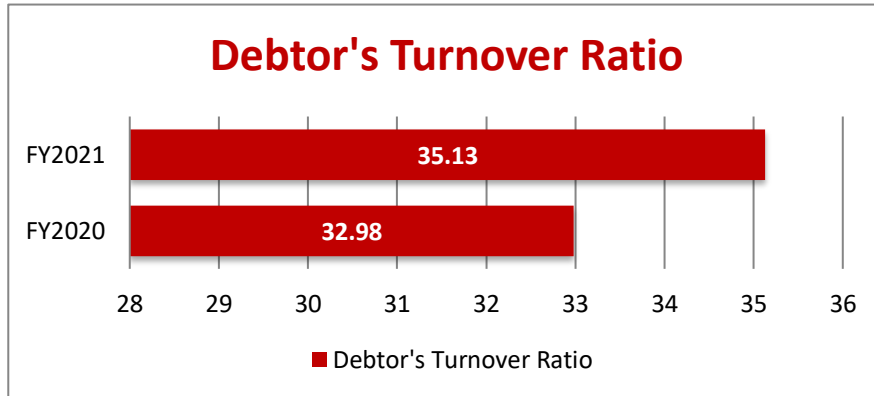
The company's Operating Profit Margin fell down by **122 basis points** because of increase in Inventory & purchase of Stock-in trade.



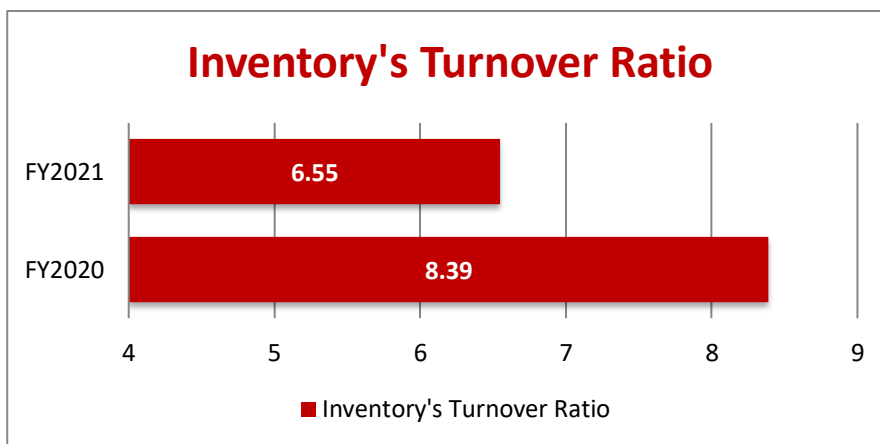
* Debt to Equity ratio for FY 2021 is 0.26

The company has repaid a portion of its Long-term debt in FY2021 and the company now has negligible debt on its balance sheet.

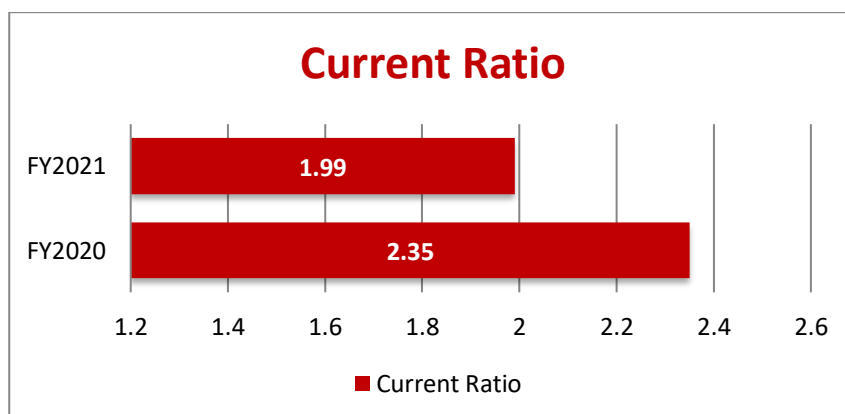




Debtor's Turnover Ratio is an accounting measure used to measure how effective a company is in extending credit as well as collecting debts. The company's collection of account receivables has been efficient over the years, as it caters to the B2C segment.

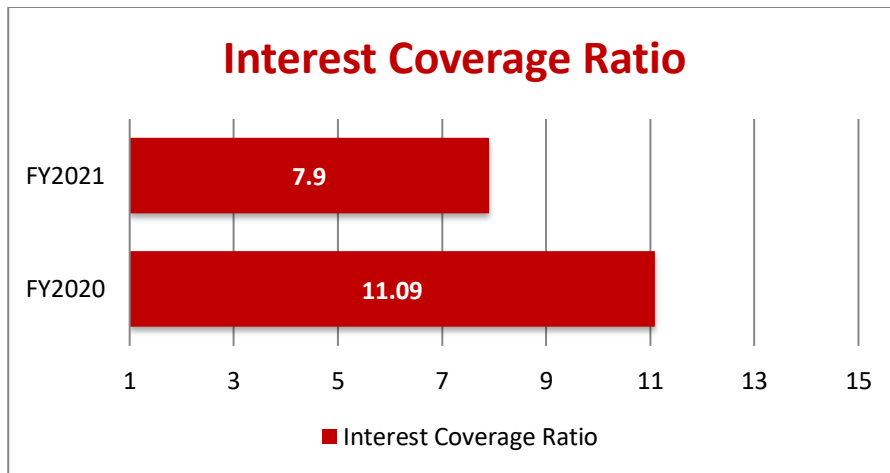


Inventory's Turnover Ratio indicates the rate at which a company sells and replaces its stock of goods during a particular period. The company's higher Inventory Turnover ratio indicates the company's efficiency to convert its inventory quickly into Sales.

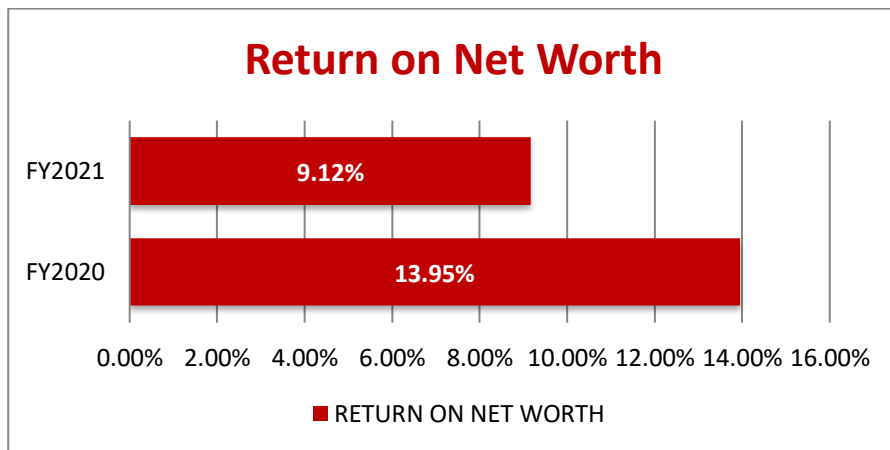


The Company over the past years has been able to maintain a healthy Current Ratio, because of Better Inventory Management System in place.





The Company is able to maintain a healthy ratio of ~8x. However, the debt cost burden for the company in absolute terms is insignificant as the company has very low Debt on its Balance Sheet.



The Company witnessed a fall in RoE because of reduced Asset Turnover. However, Net Profit margin remained intact and the company expects to improve the return for its shareholders in the coming years with improvement in Profitability & Turnover ratios.

Place: Surat
Date: 20.08.2021

For the Board of Director
Bhatia Communications & Retail (India) Limited

Sd/-
Sanjeev Harbanslal Bhatia
Managing Director
DIN: 02063671

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



Annexure-6

Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31.03.2021

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

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

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

Based on my/our verification 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, 2021** 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:

In the wake of COVID-19 pandemic outbreak, we have relied on management representations, scanned copies and soft copies of documents received by the company for issue of this report. Physical verification was not possible. So to that extent the report may be based on our presumption to the truth of digital documents and representation.

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, 2021** 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; **the regulation is not applicable during the Financial Year 2020-21**
- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') to the extent applicable during the year:-
 - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
 - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
 - d. The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; **the regulation is not applicable during the Financial Year 2020-21**
 - e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **the regulation is not applicable during the Financial Year 2020-21**
 - 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; **the regulation is not applicable during the Financial Year 2020-21** and





- h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **the regulation is not applicable during the Financial Year 2020-21**
- vi. Other Laws Specifically Applicable to Company:
- Income Tax Act, 1961
 - Goods and Service Tax Act, 2017 and other indirect taxes
 - Labour Laws

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

- 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.
- SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During The year under review, the company has generally complied with the provisions of the act, rules, regulations and guidelines mentioned above except following:

- The Company has intimated that Board Meeting on 30-06-2020 shall start at 04.00pm but as per Outcome Filed, the board meeting started at 06.05pm**
- Form DIR-12, MGT-14 for Appointment of Mrs. Kamleshkumari Harbanslal Bhatia and Form DPT-3 for Non-Acceptance of Deposits is filed after the due date.**

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/CEO 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, 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 affair, except the following:

(i)The company has migrated from SME Platform to Main Board at BSE.

Place: SURAT
Date: 20/08/2021

Signature: Sd/-
Name of PCS: Ranjit Binod Kejriwal
FCS No.: 6116
C P No.: 5985
PR: 12004GJ424500
UDIN: F006116C000813021

This report is to be read with our letter dated 20th August, 2021 which is annexed and forms an integral part of this report.





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

Our Secretarial Audit report dated 20th August, 2021 is to be read along with this letter.

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

Place: SURAT
Date: 20/08/2021

Signature: Sd/-
Name of PCS: Ranjit Binod Kejriwal
FCS No.: 6116
C P No.: 5985
PR: 12004GJ424500
UDIN: F006116C000813021



Annexure-7

The Disclosures pertaining to remuneration as required under section 197(12) of the companies act, 2013

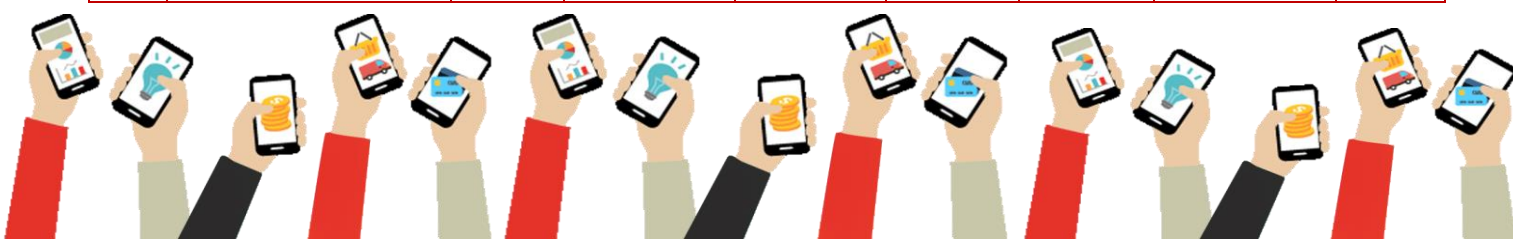
Read with Rule 5 of the companies (appointment and remuneration of managerial personnel) Amendment rules, 2016 are as under:

The percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary during the financial year 2020-2021, ratio of the remuneration of the employees of the Company for the financial year 2020-2021 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. 2020-2021 (Amount in Rs.)	% increase in Remuneration in the F.Y. 2020-2021	Ratio of Remuneration of each Director/to median remuneration of employees
1	Sanjeev Harbanslal Bhatia Executive Chairman cum Managing Director	20,00,000	NIL	7.41:1
2	Nikhil Harbanslal Bhatia Whole-time Director	20,00,000	NIL	7.41:1
3	KAMLESHKUMARI HARBANSLAL BHATIA Non-Executive Director	NIL	NIL	NIL
4	Rashmi Kapil Arora Non-Executive Independent Director	NIL	NIL	NIL
5	Arpit Arunkumar Jain Non-Executive Independent Director	NIL	NIL	NIL
6	Rachit Naresh Narang Non-Executive Independent Director	NIL	NIL	N.A.
7	Ravindra Arunrao Sojal Chief Financial Officer	4,19,400	NIL	N.A.
8	Mittal Narendrabhai Shah Company Secretary & Compliance Officer	90,000	NIL	N.A.

- (i) Names of the top ten employees in terms of remuneration drawn from the Company in the financial year 2020-2021:

Sr. No.	Name & Designation	Qualification and Experience	Remuneration (Amount in Rs.) Per month	Date of Appointment	Age (In years)	Particulars of Last Employment	Relative of Director/ Manager	Percentage of Equity Shares
1	Sanjeev Bhatia Managing Director	B.com 21 years	200000	25-03-2008	42	N.A.	Brother of Nikhil Bhatia and Son of Kamleshkumar i Bhatia	34.04
2	Nikhil Bhatia Whole Time Director	H.S.C 11 years	200000	01-04-2008	39	N.A.	Brother of Sanjeev Bhatia and Son of Kamleshkumar i Bhatia	38.62



3	Rohit Madatali Samnani General Manager	B.Com M.C.A 7 years	70000	04-06-2014	40	Hewlett Packard Enterprise	No	-
4	Tushar Anand Singh Branch Manger	H.S.C 2 years	55000	01-08-2020	28	N.A.	No	-
5	Ravikumar Udaybhan Singh Branch Manager	H.S.C 5 years	45000	01-06-2016	39	Snv Distributo rs Private Limited	No	-
6	Gaurav P Rajguru Stock Incharge	B.com 7 years	41000	Aug, 2014	34	N.A.	No	0.03
7	Shivangi Samnani Branch Manager	B.Com 4 years	40000	01-07-2017	35	N.A	No	-
8	Aayush Mukesh Khandelwal Manager In System Analyst	B.tech in I.T 2 year	40000	01-01-2020	23	Medilab Healthcar e Private Limited	No	-
9	Ashrafali Patel Accountant	B.Com 5 years	38500	01-02-2020	27	E Parisar Tech Private Limited	No	-
10	Ravindra Sojal Chief Financial Officer	B.A 12 years	38000	05-01-2018	43	Comptek Computer Education s	No	0.05

- (ii) The median remuneration of employees of the Company during the Financial Year was Rs. 27,000/-
- (iii) In the Financial year, there has been no change in the median remuneration of employees as compared to previous year.
- (iv) There were 105 permanent employees on the rolls of the Company as on March 31,2021;
- (v) Average percentage increase/decrease made in the salaries of employees other than the managerial personnel in comparison of the last financial year is 3.72%.There is no change in the managerial remuneration in comparison to the last financial year.
- (vi) The remuneration of KMP is as per the recommendations of the Nomination & Remuneration Committee.
- (vii) It is hereby affirmed that the remuneration paid is as per the remuneration policy for Directors, Key Managerial Personnel and other Employees.

Note: The increase/decrease in managerial remuneration is taken on the basis of contractual salary

Place: Surat
Date:20.08.2021

For the Board of Director

Bhatia Communications & Retail (India) Limited

Sd/-

Sanjeev Harbanslal Bhatia
Managing Director
DIN: 02063671

Sd/-

Nikhil Harbanslal Bhatia
Whole Time Director
DIN:02063706



Annexure-8

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

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

Dear Sir/Madam,

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

1. I have reviewed the financial statements and the cash flow statement for the financial year ended March 31, 2021 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, 2021 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, 2021;
 - b. there are no significant changes in accounting policies during the financial year ended March 31, 2021; and
 - c. There have been no instances of significant fraud of which we have become aware, involving management or an employee having a significant role in the Company's internal control system.

Place: Surat
Date: 30.06.2021

By order of Board of Directors

Sd/-

Ravindra Arunrao Sojal
Chief Financial Officer





Annexure-9

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

All the Members of the Board of Directors of the Company and Senior Management Personnel have affirmed compliance with the Code of Conduct for the financial year ended 31st March, 2021 as applicable to them as laid down in Companies Act, 2013 with the code of conduct of Board members and senior management personnel.

Date: 20.08.2021

Place: Surat

For Bhatia Communications & Retail (India) Limited

Sd/-

Sanjeev Harbanslal Bhatia

Managing Director

DIN:02063671



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: 0261-3599664

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 2021 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, and the representations made by the Directors and the Management and considering the relaxations granted by the ministry of corporate affairs and SEBI warranted due to the spread of the COVID-19 pandemic, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned SEBI (Listing Obligations And Disclosure Requirements), Regulations 2015.

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

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

For R. Kejriwal & Co.
Chartered Accountants

Sd/-
Vishal Joshi
Partner
UDIN: 21427019AAAAFR9218
M. No. 427019
FRN No. 133558W

Place: Surat
Date: 20.08.2021



Annexure-11

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

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

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

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

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2021 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

S. No.	Name of Director	DIN	Date of appointment in Company
1.	SANJEEV HARBANSLAL BHATIA	02063671	25/03/2008
2.	NIKHIL HARBANSLAL BHATIA	02063706	01/04/2008
3.	KAMLESHKUMARI HARBANSLAL BHATIA	02066517	30/03/2020
4.	RASHMI KAPIL ARORA	07584412	05/01/2018
5.	ARPIT ARUNKUMAR JAIN	08044841	05/01/2018
6.	RACHIT NARESH NARANG	08044845	05/01/2018

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

Place: Surat
Date: 20.08.2021

Signature: Sd/-
Name of PCS: Ranjit Binod Kejriwal
FCS No.: 6116
C P No.: 5985
UDIN: : F006116C000813010





R Kejriwal & Co.

Chartered Accountants

2, Aastha, 2/906, Hira Modi Sheri, Opp. Gujarat Samachar Press, Ring Road, Surat-395002

Email-id: auditrkejriwal@gmail.com, Tel: 261-2355984

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF BHATIA COMMUNICATIONS & RETAIL (INDIA) LIMITED

Report on the Audit of Standalone Financial Statements:

Opinion:

We have audited the accompanying standalone Ind AS financial statements of **BHATIA COMMUNICATIONS & RETAIL (INDIA) LIMITED** ("The Company") which comprises the Balance Sheet as on 31st March 2021, the Statement of Profit and Loss (Including Other Comprehensive Income), the Statement of Change in Equity and the Cash Flow statement for the year then ended and notes to financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Companies (Indian Accounting Standards) Rules 2015, as amended, ("Ind As") and other accounting principles generally accepted in India, of the state of affairs of the company as at 31st March 2021 and its profit and total comprehensive income and change in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Companies Act 2013. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the entity in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

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

Branches and Franchise

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

Auditor's Response

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





Management's Responsibility for the Standalone Financial Statements:

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation and presentation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

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

Auditor's Responsibility for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, We exercises professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error; to design and perform audit procedures responsive to those risks; and to obtain audit evidence that is sufficient and appropriate to provide a basis for the auditor's opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify the opinion. Our conclusions are based on the audit evidence obtained up to the date of the auditor's report. However, future events or conditions may cause an entity to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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





We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence and communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

Report on Other Legal and Regulatory Requirements:

1. As required by the Companies (Auditor's Report), Order, 2016 (order dated 29.03.2016), issued by the Central Government of India in terms of section 143(11) of the Companies Act, 2013 (hereinafter referred to as 'order'), and on the basis of test check as we considered appropriate and according to information and explanation provided to us, we enclose in the Annexure "A" statement on the matters specified in paragraphs 3 and 4 of the said Order.
2. As required by section 143(3) of the Act, we report that:
 - 2.1 We have sought and obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purposes of our audit
 - 2.2 In our opinion, proper books of account as required by law have been kept by the company as far as appears from our examination of those books.
 - 2.3 The Balance Sheet, Profit and Loss statement (Including Other Comprehensive Income), Cash Flow Statement and the statement of Change in Equity dealt with by this report are in agreement with the books of account.
 - 2.4 In our opinion, the aforesaid financial statements comply with the Ind As specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - 2.5 On the basis of written representations received from the directors, as on March 31, 2021, taken on record by the Board of directors, none of the directors are disqualified as on March 31, 2021 from being appointed as a director under section 164(2) of the Act
 - 2.6 With respect to the adequacy of financial controls over financial reporting of the company and the operative effectiveness of such controls, refer to our separate report in "Annexure B".
 - 2.7 With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197 (16) of the Act, as amended, in our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act; and
 - 2.8 With respect to the 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 no pending litigations which would impact the financial position of the company.
 - (ii) The company did not have any material foreseeable losses on long term contracts including derivative contracts.
 - (iii) There were no amounts which were required to be transferred to the Investor Education and Protection fund by the company.

Place: Surat

Date: 30.06.2021

For R Kejriwal & Co.

Chartered Accountants.

Firm Reg. No. 133558W

Sd/-

Vishal Joshi

Partner

M. No. 427019

UDIN: 21427019AAAAEE9212

PAN: AAPFR9048C



Annexure to Auditors' Report

(Referred to in 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, 2021)

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.	Yes
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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
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7 **Statutory dues**

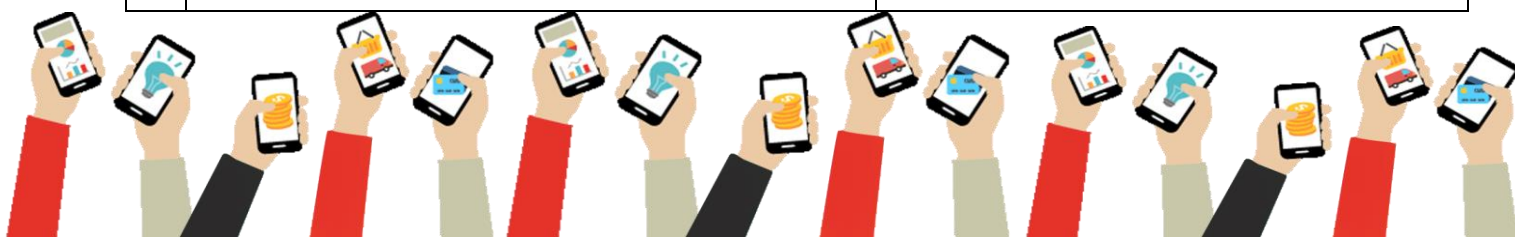
(a)	whether the company is regular in depositing undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-Lax, , service tax, duty of customs, duty of excise, value added tax, and any other statutory dues with the appropriate authorities and if not, the extent of the arrears of outstanding statutory dues as at the last day of the financial year concerned for a period of more than six months from the date they became payable, shall be indicated by the auditor.	According to the information and explanations given to us and the record examined by us, the company is generally regular in depositing with appropriate authorities undisputed statutory dues including Provident Fund, Employee's State Insurance, Income-tax, Sales-tax and other material Statutory Dues applicable to it. There were no arrears as at, 31st March, 2021 for a period of more than six months from the date they became payable.
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(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).	NA
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Particulars	F.Y.	AMOUNT (In Rs.)	STATUS

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
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9	<u>Term Loan/ Money raised</u>	
	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;	NO
10	<u>Fraud</u>	
	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	<u>Managerial Remuneration</u>	
	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	<u>Nidhi Company</u>	
	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	<u>Related Parties Transactions</u>	
	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	<u>Preferential allotment / Private placement</u>	
	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	<u>Non-cash Transactions</u>	
	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	<u>Registration with RBI</u>	
	Whether the company is required to be registered under section 45-IA of the Reserve Bank of India Act, 1934 and if so, whether the registration is obtained.	NA

For R Kejriwal & Co.
Chartered Accountants.

Sd/-
Vishal Joshi
Partner
M. No. 427019
FRN: 133558W
Date: 30.06.2021
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 2021 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 2021, 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 :30.06.2021

Place: Surat

For R. Kejiwal & 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 31.03.2021

		(Amount in Lacs)		
Particulars		Note No.	As at 31st March, 2021	As at 31st March, 2020
ASSETS				
(1)	Non-Current Assets			
a	Property, plant and equipment	2	639.510	653.198
b	Capital work-in-progress		-	-
c	Investment Property			
d	Goodwill	2	29.000	29.000
e	Other Intangible Assets		-	-
f	Intangible assets under development		-	-
g	Biological Assets other than bearer plants		-	-
h	Financial Assets			
	(i) Investments	3	1,598.864	1,520.304
	(ii) Trade Receivable		-	-
	(iii) Loans	3	595.479	599.965
i	Deferred Tax Assets (Net)		-	-
j	Other Non Current Assets		-	-
	Total Non-Current assets		2,862.853	2,802.467
(2)	Current Assets			
a	Inventories	4	2,896.943	2,230.502
b	Financial Assets			
	(i) Investments		-	-
	(ii) Trade Receivables	5	492.146	587.882
	(iii) Cash and Cash Equivalents	6	162.444	443.660
	(iv) Bank Balance other than (iii) above		-	-
	(v) Loans	7	490.227	442.212
	(vi) Others (to be specified)		-	-
c	Current Tax Assets (Net)		-	-
d	Other Current Assets		-	-
	Total Current assets		4,041.761	3,704.256
	Total Assets		6,904.614	6,506.723
EQUITY AND LIABILITIES				
(1)	Equity			
	(i) Equity Share capital	8	1,251.520	1,251.520
	(ii) Other Equity	9	2,856.312	2,609.639
	Total Equity		4,107.832	3,861.159
(2)	Liabilities			
	Non-Current Liabilities			
a	Financial Liabilities			
	(i) Borrowings	10	139.793	219.130
	(ii) Trade Payables		-	-
	(iii) Other Financial Liabilities		-	-
b	Provisions	11	33.477	30.556
c	Deferred tax liabilities (Net)		13.741	16.313
d	Other non-Current Liabilities	12	580.000	156.750
	Total non-current liabilities		767.010	422.748



(3)	Current liabilities			
a	Financial Liabilities			
	(i) Borrowings	13	934.834	858.746
	(ii) Trade payables	14	-	-
	(A) Total outstanding dues of micro enterprises and small enterprises; and		-	-
	(B) Total Outstanding dues of creditors other than micro and small enterprises		932.373	1,129.854
	(iii) Other Financial Liabilities	15	17.796	38.462
b	Other Current liabilities		-	-
c	Provisions	16	144.769	195.754
d	Current Tax Liabilities (Net)			
	Total current liabilities		2,029.772	2,222.816
	Total Equity and Liabilities		6,904.614	6,506.723

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 : 30.06.2021
Place: SURAT

Sd/-
Sanjeev Bhatia
Managing Director
DIN: 02063671

Sd/-
Company Secretary

Sd/-
Nikhil Bhatia
Whole Time Director
DIN:02063706

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 YEAR ENDING ON 31.03.2021

(Amount in Lacs.)

PARTICULARS	Note No.	31st March, 2021	31st March, 2020
I Revenue From Operations	17	17,292.178	16,803.318
II Other income	18	1,679.486	1,896.688
III TOTAL INCOME		18,971.665	18,700.006
IV Expenditures			
Cost of Materials Consumed		-	-
Purchase of Stock In trade		17,683.196	17,113.667
Changes in inventory of finished goods, work-in-progress and Stock-in-Trade	19	(666.441)	(589.963)
Employee benefit expenses	20	350.867	355.462
Financial costs	21	133.338	149.318
Depreciation & Amortization	2	100.557	109.248
Other Expenses	22	839.258	829.446
V TOTAL EXPENSES		18,440.776	17,967.177
VI Profit before Exceptional items & tax		530.889	732.829
Add /Less : Exceptional Items VII		-	-
Profit Before Tax		530.889	732.829
Tax expense :-		-	-
Current Tax		141.716	193.324
Dividend Distribution Tax		-	-
Deferred Tax		(2.572)	0.462
Earlier Year Taxes		17.254	0.243
Less: MAT credit entitlement		-	-
VIII Profit /(Loss) from Continuing Operations		374.492	538.799
IX Profit /(Loss) from Discontinuing Operations		-	-
Less: Tax Expenses of Discontinuing Operation		-	-
X Profit /(Loss) from Discontinuing Operations after Tax		-	-
XI Profit / (Loss) for the year		374.492	538.799
Other Comprehensive Income			
A (i) Items that will not be reclassified to Profit & loss		5.588	4.260
(ii) Income Tax relating to items that will not be reclassified to profit & loss		(1.406)	(1.072)
B (i) Items that will be reclassified to profit & loss		-	-
(ii) Income Tax relating to items that will be reclassified to profit & loss		-	-
Other comprehensive income for the year, net of tax		4.182	3.188
Total comprehensive income for the year		378.673	541.987
XIII Earning per Equity Share			
Basic		2.992	4.305
Diluted		2.992	4.305

See accompanying notes to the financial statement

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

For and on behalf of the Board

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

Date : 30.06.2021
Place: SURAT

Sd/-
Sanjeev Bhatia
Managing Director
DIN: 02063671

Sd/-
Company Secretary

Sd/-
Nikhil Bhatia
Whole Time Director
DIN:02063706

Sd/-
C.F.O.



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CASH FLOW STATEMENT FOR THE YEAR ENDED ON 31.03.2021

Amount in Lacs

		31st March, 2021	31st March, 2020
A. CASH FLOW FROM OPERATING ACTIVITIES Net Profit Before Tax and Extraordinary Items		530.889	732.829
Adjustments for:			
Depreciation		97.985	109.710
Loss on Sale of Assets		-	-
Amortization Expenses		-	-
Financial Costs		133.338	149.318
Operating Profit before Working Capital Changes		762.212	991.857
Adjustments for Working Capital Changes: Decrease/ (Increase) in Inventories		(666.441)	(589.963)
Decrease/(Increase) in Sundry Debtors		95.736	(41.770)
Increase/(Decrease) in Current Liabilities & Provisions		233.127	631.017
Cash generated from Operations		424.634	991.141
Income Tax Paid		(157.803)	(195.101)
Adjustments to OCI		5.588	4.260
Net Cash Flow from Operating Activities	(A)	272.418	800.299
B. CASH FLOW FROM INVESTING ACTIVITIES			
Purchase/Sale of Fixed Assets		(86.868)	(56.860)
Short Term Loans & Advances		(122.090)	(1,896.925)
Net Cash Flow from Investing Activities	(B)	(208.958)	(1,953.785)
C. CASH FLOW FROM FINANCING ACTIVITIES			
Finance Costs		(133.338)	(149.318)
Increase in Share Capital		-	-
Increase in Reserves & Surplus		-	-
Dividend Paid		(132.000)	-
Proceeds from/(Repayment of) Secured Loan		(14.114)	(32.314)
Proceeds from/(Repayment of) Unsecured Loan		(65.223)	153.407
Cash Flow from Financing Activities	(C)	(344.675)	(28.224)
Net Changes in Cash & Cash Equivalents	(A+B+C)	(281.215)	(1,181.710)
Cash & Cash Equivalents at the beginning of the year		443.660	1,625.370
Cash & Cash Equivalents at the end of the year		162.444	443.660

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

For and on behalf of the Board

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

Sd/-
Sanjeev Bhatia
Managing Director
DIN: 02063671

Sd/
Nikhil Bhatia
Whole Time Director
DIN:02063706

Date : 30.06.2021
Place: SURAT

Sd/-
Company Secretary

Sd/-
C.F.O.



BHATIA COMMUNICATIONS & RETAIL (INDIA) LIMITED

CIN: L32109GJ2008PLC053336

132, DR AMBEDKAR SHOPPING CENTRE RING ROAD SURAT-395002

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

NOTE 1**CORPORATE INFORMATION:**

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

SIGNIFICANT ACCOUNTING POLICIES:**1. Basis of Preparation of Financial Statements****a. Compliance with Ind AS**

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

b. Historical cost convention

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

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

2. Summary of significant accounting policies**i. Current and non-current classification**

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

An asset is treated as current when it is:

- Expected to be realized or intended to be sold or consumed in normal operating cycle;
- Held primarily for the purpose of trading;
- Expected to be realized within twelve months after the reporting date, or

Cash or Cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in normal operating cycle
- It is held primarily for the purpose of trading
- It is due to be settled within twelve months after the reporting period,

- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

All other liabilities are classified as non-current.

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

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

ii. Fair value measurement

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

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

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

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





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

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

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

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

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

iii. Revenue Recognition :

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

iv. Income tax:

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

Current income tax

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

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

Deferred tax

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

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

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

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

v. Impairment of Asset

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





vi. Cash & Cash Equivalents :

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

vii. Inventories :

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

viii. Financial instruments:

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

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

Financial assets:

Classification

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

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

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

Initial recognition and measurement

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

Subsequent measurement

After initial recognition, financial assets are measured at:

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

Debt instruments

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

Amortised cost:

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

Fair Value Through Other Comprehensive Income (FVOCI)

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

Fair Value Through Profit and Loss (FVTPL):

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





Financial liabilities:

Initial recognition and measurement

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

Subsequent measurement

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

De-recognition

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

ix. Property, Plant and Equipment (PPE)

Items of Property, plant and equipment acquired or constructed are initially recognized at historical cost net of recoverable taxes, duties, trade discounts and rebates, less accumulated depreciation and impairment loss, if any. The historical cost of Property, plant and equipment comprises of its purchase price, borrowing costs and adjustment arising for exchange rate variations attributable to the assets, including any cost directly attributable to bringing the assets to their working condition for their intended use.

Capital Work-in-Progress represents Property, plant and equipment that are not ready for their intended use as at the reporting date.

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

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

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

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

Transition to Ind AS

On transition to Ind AS, the Company has elected to continue with the carrying value of all its Property, plant and equipment recognized as at April 1, 2018 measured as per the previous GAAP and use that carrying value as the deemed cost of the Property, plant and equipment.

Depreciation method

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

x. Intangible Assets

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

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

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



xi. Provisions and contingent liabilities**Provisions**

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

Contingencies

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

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

xii. Earnings per Share :

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

EARNING PER SHARE :	31st March, 2021	31st March, 2020
Basic:		
Profit after tax as per accounts	374.492	538.799
Weighted average number of shares outstanding	125.152	125.152
Basic EPS	2.992	4.305
Diluted:		
Profit after tax as per accounts	374.492	538.799
Weighted average number of shares outstanding	125.152	125.152
Add: Weighted average no. of potential equity share	-	-
Weighted average no. of shares o/s for diluted EPS	125.152	125.152
Diluted EPS	2.992	4.305

xiii. Employee's Benefit :

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

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

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

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



Actuarial Assumption

Particulars	Gratuity(F.Y.2020-21)	Gratuity(F.Y.2019-20)
Discount Rate (Per annum)	7.00% per annum	7.00% per annum
Salary Growth Rate	5.00% per annum	5.00% per annum
Retirement Age	65 Years	65 Years
Mortality	IALM 2012-14	IALM 2012-14
Withdrawal Rate	5.00% per annum	5.00% per annum

Table Showing Present Value of Obligation

Period	01-04-2020 To: 31-03- 2021	01-04-2019 To: 31-03-2020
Present Value of Obligation at the beginning of the Period	31.913	26.555
Interest Cost	2.234	1.859
Current Service Cost	6.565	7.760
Past Service Cost	-	-
Benefits Paid (if any)	-	-
Actuarial (gain)/loss	-5.588	-4.260
Present Value of Obligation at the end of the Period	35.124	31.913

Amount Recognised in the Balance Sheet

Period	As on : 31-03- 2021	As on : 31-03- 2020
Present Value of Obligation at the end of the Period	35.124	31.913
Fair Value of plan assets at the end of period	-	-
Net Liability/(asset) recognized in Balance Sheet and related analysis	35.124	31.913
Funded Status- Surplus/ (Deficit)	-35.124	-31.913

Expense recognized in the statement of Profit and Loss:

Period	From 01-04- 2020 To: 31- 03-2021	From 01-04- 2019 To: 31-03- 2020
Interest Cost	2.234	1.859
Current Service Cost	6.565	7.760
Past Service Cost	-	-
Expected Return on plan asset	-	-
Expenses to be recognized in P&L	8.799	9.618

Other comprehensive (income) / expenses (Remeasurement)

Period	From 01-04- 2020 To: 31- 03-2021	From 01-04- 2019 To: 31-03- 2020
Cumulative unrecognized actuarial(gain)/loss opening. B/F	-9.378	-5.118
Actuarial (gain)/loss - obligation	-5.588	-4.260
Actuarial (gain)/loss - plan assets	0.400	0.400
Total Actuarial (gain)/loss	-5.588	-4.260
Cumulative total actuarial(gain)/loss. C/F	-14.966	-9.378



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

01 Apr 2021 to 31 Mar 2022	1.647
01 Apr 2022 to 31 Mar 2023	0.424
01 Apr 2023 to 31 Mar 2024	0.470
01 Apr 2024 to 31 Mar 2025	0.478
01 Apr 2025 to 31 Mar 2026	0.477
01 Apr 2026 Onwards	31.629

Sensitivity Analysis Gratuity Plan

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

Period	As on : 31-03-2021
Defined Benefit Obligation (Base)	35.123 @ Salary Increase Rate : 5%, and discount rate :7%
Liability with x% increase in Discount Rat	31.276; x=1.00% [Change (11)%]
Liability with x% decrease in Discount Rat	39.822; x=1.00% [Change 13%]
Liability with x% increase in Salary Growth Rat	39.871; x=1.00% [Change 14%]
Liability with x% decrease in Salary Growth Rat	31.175; x=1.00% [Change (11)%]
Liability with x% increase in Withdrawal Rat	35.871; x=1.00% [Change 2%]
Liability with x% decrease in Withdrawal Rat	34.202; x=1.00% [Change (3)%]

xiv. 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.

xv. Loan, Advances & Security Deposit :

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

xvi. Accounting for Indirect Taxes (GST)

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

	Amount In Rs
Gross Sales	17,292.178
Less: GST	3,097.573
Net Sales	<u>20,389.752</u>

xvii. Break-Up of auditors remuneration .

	31st March, 2021	31st March, 2020
As Auditor	0.350	0.350
Tax Auditor	0.150	0.150
TOTAL:	<u>0.500</u>	<u>0.500</u>



xviii. Related Party Discourses (As identified by management)

(i) The disclosures of transactions with the related parties as required by IND AS 24 "Related Party Disclosures" are given as under. Related parties have been identified on the basis of representation made by the management of the company and information available with the company.

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

Sanjeev Harbanslal Bhatia (Executive Director)
Nikhil Harbanslal Bhatia (Executive Director)
Kamleshkumari Harbanslal Bhatia (Non- executive Director)
Rashmi Kapil Arora (Independent Woman Director)
Arpit Arunkumar Jain (Independent Director)
Rachit Naresh Narang (Independent Director)
Mittal Narendrabhai Shah (Company Secretary)
Ravindra Sojal (Chief Financial Officer)

Relatives of KMP & Director

Garima Bhatia	Harshita Sojal
Hema Bhatia	Krunal Ravindra Sojal
Naresh Bhatia	Roshani Ravindra Sojal
Arsh Bhatia (Minor)	Ashok Tandan Pramod
Jetr Bhatia (Minor)	Tandan Kapil Arora
Parishi Bhatia(Minor)	Arunbhai Jain
Narendrabhai Shah	Hansa Jain
Rekhaben Shah	Naresh Narang
Mamta Shah	Manjuben Narang
Arunrao Sojal	
Vimlaben Sojal	

Enterprises owned or significantly influenced by KMP, Directors or their relatives

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

(ii) Transaction during the year with the related parties and closing balances as on 31.03.2021

Nature of Transaction	Value of Transaction		
	Key Managerial Personnel (KMP) & Director	Relatives of KMP & Director	Enterprises owned or significantly influenced by KMP Directors, or their relatives
Loans Acccepted	-	-	-
Loans Repaid	81.850	-	-
Interest Paid	16.418	-	1.557
Director Remuneration	40.000	-	-
Salary Expenses	8.422	-	-
Rent	21.700	13.750	-
Purchase	-	-	4,342.751
Sale	-	-	122.126

Nature of Transaction	Closing Balances		
	Key Managerial Personnel (KMP) & Director	Relatives of KMP & Director	Enterprises owned or significantly influenced by KMP, Directors or their relatives
Unsecured Loar	127.970	-	11.823
Remuneration & Rent & Salary	22.807	14.675	-
Purchase	-	-	276.304
Sale	-	-	190.917



xix. Significant Judgements and Estimate:

The preparation of the Company's financial statements in conformity with Ind AS requires management to make judgements, estimates and assumptions that affect the reported amount of assets, liabilities, revenue, expenses, and the accompanying disclosures and the disclosures of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances existing when financial statements were prepared. These estimates and underlying assumptions are reviewed on an ongoing basis. Revision to accounting estimates is recognised in the year in which the estimates are revised and in any future year affected.

xx. Estimates and Assumptions

The key assumptions concerning the future and other key sources of estimation at the reporting date, which may cause material adjustment to the carrying amounts of assets and liabilities within the next financial year. The Company based its assumptions and estimates on parameters available when the financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Company. Such changes are reflected in the assumptions when they occur.

The areas involving critical estimates and judgements are:

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

xxi. Dividend :

The Company has paid dividend of Rs 1,21,97,232 after deduction TDS on amount of Rs 1,32,00,000. No Dividend Distribution tax is payable by the company. Amount of Rs 44,400 is unpaid as on 31.03.2021, as not claimed by 3 shareholders.

The Board has proposed a dividend of 5% per equity share in FY 2020-21, i.e. Rs 0.5 per share amounting to Rs 62,57,600. The promoters of the Company have intended not to take the dividend declared. The Company has 33 lakh public shareholding, so the dividend outgo may get reduced to Rs 16,50,000. No Dividend Distribution tax is payable by the company and the dividend will be distributed after deduction appropriate TDS

xxii. Corporate Social Responsibility (CSR) expenditure

As per section 135 of the Companies Act, 2013, amount required to be spent by the Company during the year ended March 31, 2021 is 13.25 Lacs, computed at 2% of its average net profit for the immediately preceding three financial years, on CSR. The Company incurred an amount of 20 Lacs during the years ended March 31, 2021, towards CSR expenditure.

xxiii. Other Notes :

Additional information required pursuant to The Companies Act 2013

a. Stock Details

	Opening	Inward	Outward	Closing
Mobile & Phones	24,663	448,482	442,014	31,131
Cards & Recharge	642,294	4,652,174	4,949,238	345,230
Other Sundry Items	537,879	890,577	675,832	752,624
Electronic Items	1,087	7,243	6,754	1,576

b. Foreign currency transactions

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

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

The principal amount and the interest thereon due to any supplier as at the year end	The amount of payment made to the supplier beyond the appointed day and the interest thereon, during the year	The amount of interest due and payable for the period of delay in making payment	The amount of interest accrued and remaining unpaid at the end of the year	The amount of further interest remaining due and payable in the succeeding year
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 MSME to the company have been consider for above report.

- d. 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.

e. Impact of Covid- 19 (Global Pandemic)

The outbreak of corona virus (COVID-19) pandemic globally and in India is causing significant disturbance and slowdown of economic activity. The Company's operations and revenue during the current year were impacted due to COVID-19. The Company continues to closely monitor the developments and possible effects that may result from current pandemic, on its financial condition, liquidity and operations and is actively working to minimize the impact of this unprecedented situation.

- f. Figures pertaining to the previous years/period have been regrouped/rearranged, reclassified and restated wherever consider necessary, to make them comparable with those of current year/period.



BHATIA COMMUNICATIONS & RETAIL (INDIA) LIMITED
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 132, DR AMBEDKAR SHOPPING CENTRE RING ROAD SURAT-395002
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NOTE 2**a. Property, plant and equipment**

PARTICULARS	COMPUTER AND DATA PROCESSING UNIT	ELECTRICAL INSTALLATION AND EQUIPMENTS	FURNITURE & FIXTURE	OFFICE EQUIPMENTS (P&M)	VEHICLES	(Amount in Rs.)
						TOTAL
Year ended March 31, 2020	9,030,925	6,817,191	53,527,115	11,543,342	28,989,191	109,907,763
Gross Carrying Amount Deemed Cost as at March 31, 2020	799,982	1,041,373	7,204,129	1,031,950	62,500	10,139,934
Additions	-	-	-	-	8,921,105	8,921,105
Disposals	-	-	-	-	-	-
Capitalised / Transferred during the year	-	-	-	-	-	-
Closing Gross Carrying Amount as on 31.03.2021	9,830,907	7,858,564	60,731,244	12,575,292	20,130,586	111,126,592
Accumulated Depreciation						
Opening Accumulated Depreciation	6,250,815	2,146,172	20,271,753	3,085,067	12,834,132	44,587,940
Depreciation Charge during the year	1,359,894	647,821	4,935,889	771,775	2,340,318	10,055,697
Disposals	-	-	-	-	7,468,017	7,468,017
Closing Accumulated Depreciation	7,610,709	2,793,993	25,207,642	3,856,842	7,706,433	47,175,620
Net Carrying Amount As On 31.03.2021	2,220,198	5,064,571	35,523,602	8,718,449	12,424,152	63,950,973

b. Goodwill

Particulars	(Amount in Rs.)
	GOODWILL
Year ended March 31, 2020	
Opening Gross Carrying Amount	2,900,000
Deemed Cost as at March 31, 2020	-
Additions	-
Disposals	-
Capitalised / Transferred during the year	-
Closing Gross Carrying Amount as on 31.03.2021	2,900,000
Accumulated Depreciation	
Opening Accumulated Depreciation	-
Depreciation Charge during the year	-
Disposals	-
Closing Accumulated Depreciation	-
Net Carrying Amount As On 31.03.2021	2,900,000




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SCHEDULES FORMING PART OF BALANCE SHEET

(Amount in Lacs.)

PARTICULARS	As at 31.03.2021	As at 31.03.2020
NOTE 3		
<u>LOANS - NON CURRENT</u>		
<u>Investment</u>		
<i>F.D with HDFC Bank (Marked for Lien)</i>	1,598.864	1,520.304
<u>Others- Unsecured Considered Good</u>		
LOANS AND ADVANCES	595.479	599.965
	2,194.344	2,120.269
NOTE 4		
<u>INVENTORIES</u>		
<u>TRADED GOODS</u>		
	2,896.943	2,230.502
	2,896.943	2,230.502
NOTE 5		
<u>TRADE RECEIVABLES</u>		
<u>DEBT OUTSTANDING FOR MORE THAN SIX MONTHS</u>		
	126.088	98.458
<u>OTHERS</u>	366.059	489.424
	492.146	587.882
NOTE 6		
<u>CASH AND CASH EQUIVALENTS</u>		
<u>CASH ON HAND</u>		
	67.452	336.073
<u>UNPAID DIVIDEND A/c (HDFC-DIVIDEND AC)</u>	0.444	-
<u>BALANCES WITH SCHEDULE BANK</u>	94.548	107.587
	162.444	443.660
NOTE 7		
<u>LOANS- CURRENT</u>		
<u>OTHERS:</u>		
SHOP DEPOSIT	91.765	71.995
OTHERS, CONSIDERED GOOD:	398.462	370.217
	490.227	442.212
NOTE 8		
<u>EQUITY SHARE CAPITAL</u>		
<u>AUTHORISED</u>		
1,30,00,000 Equity shares of Rs 10 each	1,300.000	1,300.000
<i>P.Y. 1,30,00,000 Equity shares of Rs 10 each</i>		
	1,300.000	1,300.000
<u>ISSUED SUBSCRIBED & PAID UP</u>		
1,25,15,200 Equity Shares of Rs.10/- each	1,251.520	1,251.520
<i>P.Y.1,25,15,200 Equity Shares of Rs.10/- each</i>		
	1,251.520	1,251.520



SUBSCRIBED AND FULLY PAID UP CAPITAL

1,25,15,200 Equity Shares of Rs.10/- each	1,251.520	1,251.520
P. Y. 1,25,15,200 Equity Shares of Rs.10/- each		
	<u>1,251.520</u>	<u>1,251.520</u>

SUBSCRIBED BUT NOT FULLY PAID UP CAPITAL

	-	-
	-	-

Reconciliation of Shares

	<u>As at 31.03.2021</u>		<u>As at 31.03.2020</u>	
	<u>Equity Shares</u>		<u>Equity Shares</u>	
	<u>Number</u>	<u>In Rs</u>	<u>Number</u>	<u>In Rs</u>
Shares outstanding				
Shares outstanding at beginning of the year	12,515,200	1,251.520	12,515,200	1,251.520
Equity share issued during the year(IPO)	-	-	-	-
Bonus Shares issued during the year	-	-	-	-
Preference share converted into	-	-	-	-
Share bought back during the year	-	-	-	-
Shares outstanding at end of the year	12,515,200	1,251.520	12,515,200	1,251.520

Shareholder(s) holding more than 5% shares

	<u>As at 31.03.2021</u>		<u>As at 31.03.2020</u>	
	<u>No. of shares held</u>	<u>% of holding</u>	<u>No. of shares held</u>	<u>% of holding</u>
Equity shares of Rs.10 each				
Sanjeev H Bhatia	4,260,000	34.04%	4,260,000	34.04%
Nikhil Bhatia	4,832,854	38.62%	4,832,854	38.62%

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

30,90,600 EQUITY SHARES OF Rs 10 each were issued as fully paid bonus shares on 30.09.2017 to the existing equity shareholders of the company. 37,500 PREFERENCE SHARES OF Rs 10 each has been converted into 37,500 EQUITY SHARE OF Rs. 10 on 30.09.2017.

12,14,400 EQUITY SHARES OF Rs 10 each were issued as fully paid bonus shares on 05.01.2018 to the existing equity shareholders of the company. 14,00,000 FRESH EQUITY SHARES OF Rs 10 each were issued on 16.02.2018 through BSE-SME IPO.

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

Unpaid calls

By Directors

Nil

By Officers

Terms/rights attached to shares:

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

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



NOTE 9

OTHER EQUITY**SECURITIES PREMIUM RESERVE****Opening balance**

Add: Credited during the year

Less: Utilised during the year

Closing Balance

	As at 31.03.2021	As at 31.03.2020
Opening balance	1,334.240	1,334.240
Add: Credited during the year	-	-
Less: Utilised during the year	-	-
Closing Balance	1,334.240	1,334.240

RETAINED EARNING**Opening balance**

(+)Net Profit/Net Loss

(+)Transfer from reserves

(-)Issue of bonus shares

(-)Dividend paid

(-)Transfer to reserves

(-) Other Comprehensive Income (Actuary Gain)

(-) Deferred tax adjustment

Closing Balance**Total Other Equity**

	1,275.399	733.412
(+)Net Profit/Net Loss	378.673	541.987
(+)Transfer from reserves	-	-
(-)Issue of bonus shares	-	-
(-)Dividend paid	(132.000)	-
(-)Transfer to reserves	-	-
(-) Other Comprehensive Income (Actuary Gain)	-	-
(-) Deferred tax adjustment	-	-
Closing Balance	1,522.072	1,275.399
Total Other Equity	2,856.312	2,609.639

NOTE 10

BORROWINGS: NON- CURRENT**LOAN FROM BANKS:****SECURED:**

HDFC Bank (Car Loan)

(Hypothecation of Respective Motor Car

LOANS FROM DIRECTOR:

UNSECURED:

	-	14.114
(Hypothecation of Respective Motor Car		-
LOANS FROM DIRECTOR:		
UNSECURED:	139.793	205.016
	139.793	219.130

NOTE 11

PROVISIONS: NON- CURRENT**PROVISION FOR EMPLOYEE BENEFITS**

PROVISION FOR GRATUITY

	33.477	30.556
PROVISION FOR GRATUITY	33.477	30.556

NOTE 12

OTHER NON- CURRENT**DEPOSIT**

BRANCH PARTNER DEPOSIT

	580.000	156.750
BRANCH PARTNER DEPOSIT	580.000	156.750

NOTE 13

BORROWINGS- CURRENT**LOAN FROM BANKS:****SECURED:**

HDFC Bank O/D.

(Secured against Fixed Deposit of company, repayable on demand and interest will charges @ 1% plus rate of interest given on FD to the company) (Total overdraft facility - Rs 14 Crores)

	934.834	858.746
SECURED:		
HDFC Bank O/D.	934.834	858.746
(Secured against Fixed Deposit of company, repayable on demand and interest will charges @ 1% plus rate of interest given on FD to the company) (Total overdraft facility - Rs 14 Crores)		
	934.834	858.746



NOTE 14

TRADE PAYABLES

SUNDRY CREDITORS FOR GOODS
CREDITORS FOR EXPENSES
CREDITORS FOR OTHERS

866.321	1,000.364
59.425	123.999
6.628	5.491
932.373	1,129.854

NOTE 15

OTHER FINANCIAL LIABILITIES**CURRENT MATURITIES OF LONG TERM DEBT:**

HDFC CAR LOAN
UNPAID DIVIDEND

17.352	38.462
0.444	-
17.796	38.462

NOTE 16

PROVISIONS - CURRENT**PROVISION FOR EMPLOYEE BENEFIT**

PROVISION FOR GRATUITY

OTHERS

PROVISION FOR TAXATION

1.647	1.357
143.122	194.396
144.769	195.754



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SCHEDULES FORMING PART OF STATEMENT OF PROFIT AND LOSS

(Amount in Lacs.)

PARTICULARS	As at 31.03.2021	As at 31.03.2020
NOTE 17		
REVENUE FROM OPERATION		
SALE OF GOODS(Net)	17,292.178	16,803.318
	17,292.178	16,803.318
NOTE 18		
OTHER INCOME		
DEBIT NOTE A/C	1,605.344	1,841.663
CREDIT NOTE	(205.793)	(250.149)
COMMISSION INCOME	2.689	3.385
OTHER INCOME	0.221	31.331
VATAV KASAR A/C	130.556	144.649
INTEREST RECEIVED	146.468	125.809
	1,679.486	1,896.688
NOTE 19		
INCREASE (DECREASE) IN INVENTORY		
OPENING STOCK	2,230.502	1,640.540
LESS: CLOSING STOCK	2,896.943	2,230.502
	(666.441)	(589.963)
NOTE 20		
EMPLOYEE BENEFIT EXPENSES		
BONUS & INCENTIVES EXPENSES	6.562	9.867
DIRECTORS REMUNERATION	40.000	48.000
E.P.F. & E.S.I	0.990	1.045
SALARY EXPENSES	294.516	286.931
GRATUITY	8.799	9.618
	350.867	355.462
NOTE 21		
FINANCIAL COSTS		
BANK CHARGES A/C	5.181	0.321
CARD SWAPING CHARGES	50.573	43.760
BANK INTEREST A/C.	56.540	56.538
FINANCE CHARGES	(0.125)	32.186
INTEREST ON SECURED LOAN	3.194	6.148
INTEREST EXPENSES	17.975	10.364
	133.338	149.318



NOTE 22

OTHER EXPENSES**PAYMENT TO AUDITOR:**

AS AUDITOR	0.350	0.350
AS TAX AUDITOR	0.150	0.150
	-	-
RATES & TAXES:	-	-
GST LATE FEES	0.604	0.216
PROFESSIONAL TAX A/C	1.109	0.706
SMC TAXES	11.189	6.314
VAT EXPENSES	0.080	1.371
RENT	300.015	267.182
REPAIR & MAINTENANCE	20.188	15.238
MISCELLANEOUS EXPENSES:	-	-
ACCOUNTANT FEE	-	0.260
ADVERTISEMENT EXP.	16.958	57.278
COMMISSION EXPENSES	108.669	81.418
COMPUTER EXPENSES	5.897	3.530
DONATION	0.210	1.000
CSR EXPENSE	20.000	21.000
DISCOUNT A/C	5.746	3.948
E PORTAL CHARGES	116.870	112.521
ELECTRICITY EXPENSES	68.221	82.977
GST E WAY BILL PENALTY	-	1.290
GST EXPENSE	2.878	-
INCENTIVE TO SALES PERSON	12.398	1.877
INTEREST ON TDS	0.170	0.093
INTEREST ON EQUALISATION LEVY	-	0.024
INSURANCE EXPENSE	9.270	6.567
LEGAL & CONSULTING EXP	16.258	8.277
LOSS ON SALE OF CAR	0.543	-
MOBILE BILLS EXP.	1.979	2.734
PINE LABS PROCESSING CHARGE	4.147	4.430
POSTAGE & COURIER EXP.	6.640	1.094
PRINTING & STATIONARY A/C	5.632	3.352
ROC FEES	0.078	0.099
ROUND OFF	(0.031)	-
SALES PROMOTION A/C	-	1.127
SHOP MAINTENANCE	0.347	1.577
SHOP EXPENSES	84.678	53.523
SECURITY EXP	0.960	1.200
TRAVELLING EXPENSES	6.219	61.765
FOREIGN TRAVELLING EXPENSES	-	16.753
WALL PAINTING EXP	-	0.589
VEHICLE EXPENSE	8.961	5.483
INTERNET & VPN CONNECTION EXPENSES	1.877	2.132
	839.258	829.446



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Statement of changes in equity for the year ended 31st March, 2021**I. Equity share capital**

Particulars	Amount (In Lacs.)
As at March 31, 2020	125.152
Changes in equity share capital	-
As at March 31, 2021	125.152

II. Other Equity

Particulars	Reserves and surplus		Total
	Securities premium reserve	Retained earnings	
As at March 31, 2020	1,334.240	1,275.399	2,609.639
Profit for the year	-	374.492	374.492
Other comprehensive income	-	4.182	4.182
Total comprehensive income for the year	-	378.673	378.673
Increase/Decrease in Securities Premium Reserve On issue of shares	-	-	-
<i>Transactions with owners in their capacity as owners:</i>			
Final Dividend paid	-	(132.000)	(132.000)
As at March 31, 2021	1,334.240	1,522.072	2,856.312

The accompanying notes are an integral part of the financial statements

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

For and on behalf of the Board

Sd/-

Sanjeev Bhatia
Managing Director
DIN: 02063671

Sd/-

Company Secretary

Sd/-

Nikhil Bhatia
Whole Time Director
DIN:02063706

Sd/-

C.F.O.

Sd/-

Vishal Joshi
Partner
M No: 427019
FRN: 133558W

Date : 30.06.2021

Place: SURAT



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Fair value measurements

Financial instruments by category	March 31, 2021			March 31, 2020		
	FVTPL	FVTOCI	Amortised cost	FVTPL	FVTOCI	Amortised cost
Financial assets						
Trade Receivables	-	-	492.146	-	-	587.882
Cash and Cash Equivalents	-	-	162.444	-	-	443.660
Other Financial Assets	-	-	1,085.707	-	-	1,042.177
Total financial assets	-	-	1,740.297	-	-	2,073.719
Financial liabilities						
Borrowings	-	-	1,074.627	-	-	1,077.876
Trade Payable	-	-	932.373	-	-	1,129.854
Other Financial Liabilities	-	-	17.796	-	-	38.462
Total financial liabilities	-	-	2,024.795	-	-	2,246.192

Fair value hierarchy

Ind AS -113 contains a fair value hierarchy that is similar to the hierarchy established under Ind AS-107. The highest priority is given to level-1 inputs; Level-3 inputs get the lowest priority. The fair value hierarchy ranks fair value measurements based on the type of inputs; it does not depend on the type of valuation techniques used. A fair value measurement is categorized in its entirety in the same level of the fair value hierarchy as the lowest-level input that is significant to the entire measurement.

Levels of Hierarchy:

Level 1: Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date.

Level 2: Level 2 inputs are inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly. Quoted prices for identical or similar assets or liabilities in markets that are not active.

Level 3: Level 3 inputs are unobservable inputs for the asset or liability. Therefore, unobservable inputs shall reflect the assumptions that market participants would use when pricing the asset or liability, including assumptions about risk.

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



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DEFERRED TAX LIABILITIES AS ON 31-03-2021	31.03.2021	31.03.2020
WDV as per Books	639.510	653.198
WDV as per IT Act	640.930	641.742
	(1.421)	11.456
Deferred Tax Liability @ 25.168%	(0.358)	2.883
	(0.358)	2.883
DEFERRED TAX ASSETS AS ON 31-03-2021		
- On provision for Gratuity	8.799	9.618
	8.799	9.618
Provision for Employees Benefit	2.214	2.421
	2.214	2.421
Net deferred tax liability/(asset)	(2.572)	0.462
Add: Deferred Tax Asset due to Ind-AS	-	-
	-	-
Net Deferred Tax Liability/(Assets) as on 31-03-2021	(2.572)	0.462
Deferred Tax Liability/Asset as on Previous Year	(16.313)	(15.850)
Additional Provision for Deferred Tax Assets or Liability	2.572	(0.462)
Additional Provision for Deferred Tax Asset due to Ind-AS	-	-
Net deferred Tax Liability/(Assets) as on 31.03.2021	(13.741)	(16.313)





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





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