

BHATIA COMMUNICATIONS & RETAIL (INDIA) LIMITED

CIN: L32109GJ2008PLC053336

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

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BHATIA'S
The mobile one stop shop

**NOTICE OF 14TH ANNUAL
GENERAL MEETING**

Notice is hereby given of the 14th Annual General Meeting of the members of **Bhatia Communications & Retail (India) Limited** will be held on Monday, the 05th day of September, 2022 at Shop No. 203, Ground Floor, Bhatia Complex, Nr. Sosyo Circle Bamroli Road, Surat. 394210 At 11:00 A.M. to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the company for the financial year ended on 31st March, 2022, 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, 2022 along with the Auditors report and Director's Report, be and are hereby considered, Adopted and Approved"

2. To appoint a Director in place of Mrs. Kamleshkumari Harbanslal Bhatia, Director (DIN: 02066517), 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, Mrs. Kamleshkumari Harbanslal Bhatia, Director (DIN: 02066517), who retires by rotation at this annual general meeting, be and is hereby reappointed as director of the Company, liable to retire by rotation."

SPECIAL BUSINESS

3. Re-appointment of Mr. Sanjeev Harbanslal Bhatia (DIN: 02063671), as the Managing Director of the Company for a further period of 5 (Five) years

To consider and, if thought fit, to pass the following resolution as Special Resolution:

"RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and subject to such consents and permissions, as may be required, the approval of the Members of the Company be and is hereby accorded for the proposed re-appointment of Mr. Sanjeev Harbanslal Bhatia (DIN: 02063671), as the Managing Director of the Company, for a further period of 5 (Five) years commencing from 05th January, 2023 to 04th January, 2028, on such terms and conditions as set out in the Explanatory Statement annexed hereto, with Liberty to the Board of Directors to vary, amend or revise the remuneration within the maximum ceiling specified under the Act and as may be Approved by the Board of Directors.



RESOLVED FURTHER THAT the Board of Directors or a duly constituted Committee or any Director of the Company be and is hereby authorised to take all such steps as may be necessary, proper or expedient to give effect to this resolution."

4. Re-appointment of Mr. Nikhil Harbanslal Bhatia (DIN: 02063706), as the Whole-Time Director of the Company for a further period of 5 (Five) years

To consider and, if thought fit, to pass the following resolution as Special Resolution:

"RESOLVED THAT In accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and subject to such consents and permissions, as may be required, the approval of the Members of the Company be and is hereby accorded for the proposed re-appointment of Mr. Nikhil Harbanslal Bhatia (DIN: 02063706), as the Whole time Director of the Company, for a further period of 5 (Five) years commencing from 05th January, 2023 to 04th January, 2028, on such terms and conditions as set out in the Explanatory Statement annexed hereto, with Liberty to the Board of Directors to vary, amend or revise the remuneration within the maximum ceiling specified under the Act and as may be Approved by the Board of Directors.

RESOLVED FURTHER THAT the Board of Directors or a duly constituted Committee or any Director of the Company be and is hereby authorised to take all such steps as may be necessary, proper or expedient to give effect to this resolution."

5. Re-appointment of Mrs. Rashmi Kapil Arora (DIN: 07584412), as the Independent Director of the Company for a further period of 5 (Five) years.

To consider and, if thought fit, to pass the following resolution as Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 149 and 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 ('the Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015,, the approval of the Members of the Company be and is hereby accorded for the proposed re-appointment of Mrs. Rashmi Kapil Arora (DIN: 07584412), Independent Director of the Company who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 for a further period of 5 (Five) years commencing from 05th January, 2023 to 04th January, 2028, and whose office shall not be liable to retire by rotation."

"RESOLVED FURTHER THAT Board of Directors of the company be and is hereby authorized to do all such acts, deeds and things as may be required to give effect to the above resolution."

6. Re-appointment of Mr. Rachit Naresh Narang (DIN: 08044845), as the Independent Director of the Company for a further period of 5 (Five) years.

To consider and, if thought fit, to pass the following resolution as Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 149 and 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 ('the Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof



for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015,, the approval of the Members of the Company be and is hereby accorded for the proposed re-appointment of Mr. Rachit Naresh Narang (DIN: 08044845), Independent Director of the Company who has submitted a declaration that he meets the criteria for Independence as provided in Section 149(6) of the Companies Act, 2013 for a further period of 5 (Five) years commencing from 05th January, 2023 to 04th January, 2028, and whose office shall not be liable to retire by rotation."

"RESOLVED FURTHER THAT Board of Directors of the company be and is hereby authorized to do all such acts, deeds and things as may be required to give effect to the above resolution."

7. Re-appointment of Mr. Arpit Arunkumar Jain (DIN: 08044841), as the Independent Director of the Company for a further period of 5 (Five) years.

To consider and, if thought fit, to pass the following resolution as Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 149 and 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 ('the Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015,, the approval of the Members of the Company be and is hereby accorded for the proposed re-appointment of Mr. Arpit Arunkumar Jain (DIN: 08044841), Independent Director of the Company who has submitted a declaration that he meets the criteria for Independence as provided in Section 149(6) of the Companies Act, 2013 for a further period of 5 (Five) years commencing from 05th January, 2023 to 04th January, 2028, and whose office shall not be liable to retire by rotation."

"RESOLVED FURTHER THAT Board of Directors of the company be and is hereby authorized to do all such acts, deeds and things as may be required to give effect to the above resolution."

8. Approval of Related Party Transaction (s):

"RESOLVED THAT pursuant to the provisions of Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, ("SEBI Listing Regulations"), the applicable provisions of the Companies Act, 2013 ("Act") read with Rules made there under, other applicable laws/statutory provisions, if any, (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force), the Company's Policy on Related Party Transactions, and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time and basis the approval and recommendation of the Audit Committee and the Board of Directors of the Company, the approval of the Members of the Company be and is hereby accorded to the Company to enter/continue to enter into Material Related Party Transaction(s)/ Contract(s)/ Arrangement(s)/ Agreement(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) with entities falling within the definition of 'Related Party' under Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, in the course of the business on such material terms and conditions as detailed in the explanatory statement to this Resolution and as may be mutually agreed between related parties and the Company, for each of the financial years (FY), such that the maximum value of the Related Party Transactions with such parties, in aggregate, does not exceed value as specified under each category for each financial year, provided that the said contract(s)/arrangement(s)/ transaction(s) shall be carried out in the ordinary course of business of the Company and in respect of transactions with related parties under Section 2(76) of the Act, are at arm's length basis.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as 'Board' which term shall be deemed to include the Audit Committee of the Company and any duly constituted/to be

constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution] be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary documents, contract(s), scheme(s), agreement(s) and such other documents as maybe required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred to, without being required to seek further consent or approval of the Members and that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects."

Place: Surat
Date: 02/08/2022

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


Sachin Agarwal
Company Secretary & Compliance Officer

Notes:

1. A statement pursuant to Section 102 (1) of the Companies Act, 2013 ("the Act"), relating to the Special Business to be transacted at the Annual General Meeting ("Meeting") is annexed hereto.
2. A member entitled to attend and vote at the annual general meeting (the "meeting") is entitled to appoint a proxy to attend and vote on a poll instead of himself / herself and the proxy need not be a member of the company. The instrument appointing the proxy, duly completed, must be deposited at the company's registered office not less than 48 hours before the commencement of the meeting (on or before the scheduled time of the commencement of 14th Annual General Meeting. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder. A proxy form for the AGM is enclosed.
3. Corporate members pursuant to Section 113 of the Companies Act, 2013 intending to send their authorized representative to attend the meeting are requested to send to the Company a certified copy of Board resolution authorizing their representative to attend and vote on their behalf at the Meeting.
4. Karta in case of HUF, partners/proprietors in case of firm attending and voting should affix the respective stamp of HUF or firm on the attendance sheet, Ballot paper or Proxy form.
5. Members/Proxy holders/ Authorized representatives are requested to bring their copy of Annual Report and Attendance slip sent herewith, duly filled-in for attending the Annual General Meeting.
6. Members are requested to quote Folio/DPID number in all their correspondences.
7. Relevant documents referred to in the above Notice are open for inspection at the Registered Office of the Company during the business hours on any working day (except Sunday and holidays) between 10.00 a.m. and 4.00 p.m. up to the date of the Annual General Meeting.
8. Notice of the AGM along with the Annual Report 2021-22 is being sent through electronic mode to those Members whose email addresses are registered with the Company/ RTA/ Depositories, unless a member has requested for a physical copy of documents. Members may note that the Notice and Annual Report 2021-22 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>. For members who have not registered their email addresses, physical copies of the documents are being sent by the permitted mode.

9. 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.
10. Register of Members and Share Transfer Books of the Company shall remain closed from 30th day of August, 2022 to 05th day of September, 2022 (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.
11. Members seeking any information/document as referred in the notice are requested to write to the Company on or before 05th September, 2022 through email at csbhatia@bhatiamobile.com. The same will be addressed by the Company suitably.
12. Equity shares of the Company are under compulsory demat trading by all investors.
13. Members who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving all communication from the company electronically and quicker response to their queries to RTA or Company.
14. 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.
15. 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 Monday, 29th August, 2022.
16. The route map of the venue of the Annual General Meeting is appended to this Report. The prominent land mark near the venue is Rajkot Nagrik Sahkari Bank Limited, Ring Road, Surat
17. 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 14th Annual General Meeting (AGM) by electronic means through the electronic voting service facility arranged by NSDL. The facility available for voting through ballot paper will also be made available at the AGM and members attending the AGM, who have not already cast their votes by remote e-voting shall be able to exercise the right at the AGM through ballot paper. Members who have cast their votes by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their votes again.
 - II. The members attending the Meeting who have not cast their vote by remote e-voting shall be able to vote at the Meeting through 'polling paper'.
 - III. The members who have cast their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote again.
 - IV. Shri Ranjit Binod Kefriwal, Practicing Company Secretary has been appointed to act as a scrutinizer to for conducting the remote e-voting process as well as the voting through Poll Paper in a fair and transparent manner.
 - V. The e-voting facility will start from 02nd day of September, 2022 at 9:00 a.m. and will end on 04th day of September, 2022 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. Monday, 05th September, 2022.

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

The voting period starts on Friday 02nd September, 2022 on open of working hours (i.e 9:00 hours) and ends on the close of working hours (i.e. 17:00 hours), Sunday, 04th September, 2022. 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. 29th August, 2022 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 29th August, 2022.

- 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. 29th August, 2022, 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 224 430**. 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. 29th August, 2022 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 and joining virtual meeting for Individual shareholders holding securities in demat mode**

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under



	<p>'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>3. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <p> App Store  Google Play</p> <div style="display: flex; justify-content: space-around;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<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.
Individual Shareholders (holding securities in demat mode) login through their depository participants	<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. upon logging in, you will be able to see e-Voting option. 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 company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period</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 for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the Icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL 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. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 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 (Company email id).
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.

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:



- o 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.
- o It is strongly recommended not to share your password with any other person and take utmost care to keep it confidential.

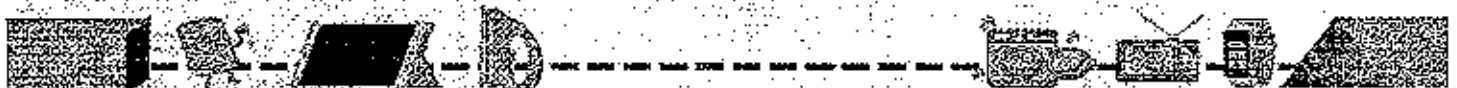
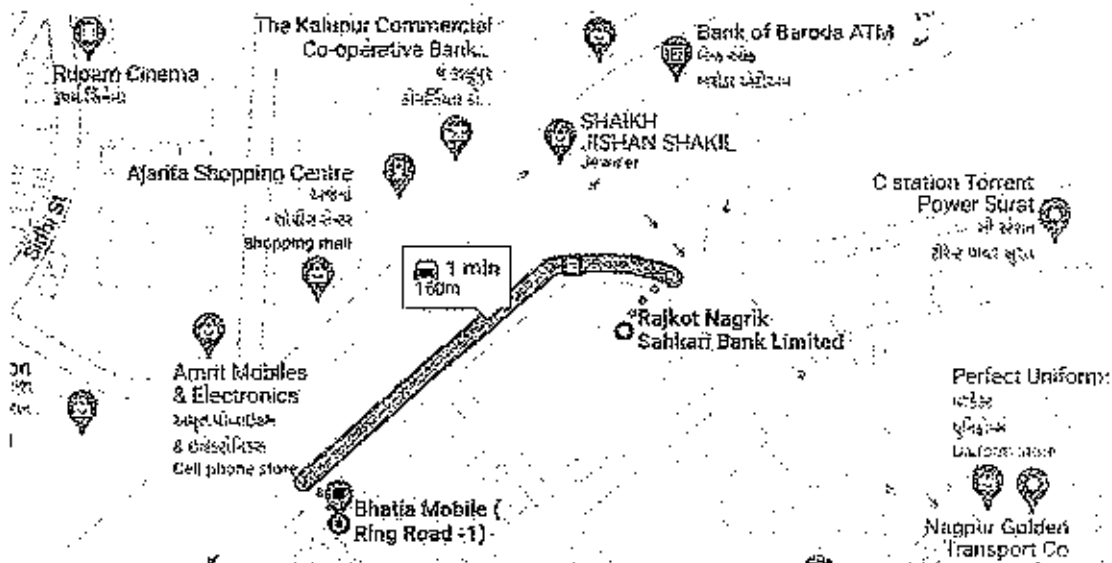
Place: Surat
Date: 02.08.2022

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



Sachin Agrawal
Company Secretary & Compliance Officer

ROUTE MAP TO THE VENUE OF THE 14th ANNUAL GENERAL MEETING OF THE COMPANY



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	Mrs. Kamleshkumari Harbanslal Bhatia	Mr. Sanjeev Harbanslal Bhatia	Mr. Nikhil Harbanslal Bhatia
DIN No.	02068517	02063671	02063706
Date of Birth	25/10/1960	31/10/1978	16/02/1982
Qualification	Basic Literate	B.Com	H.S.C.
Expertise in specific functional areas	Experience of more than 32 years in Retail Industries.	Experience of more than 22 years in the Retail and Wholesale business of consumable electronic goods including mobile, mobile accessories etc.	More than 16 years of experience in the Mobile Retail Marketing.
Terms and Conditions of Appointment/Reappointment	As per the resolution at item No. 2 of the Notice convening this meeting read with explanatory Statement, Mrs. Kamleshkumari Harbanslal Bhatia is proposed to appoint as a Director of the Company.	As per the resolutions at Item No. 3 of the Notice convening this meeting, Sanjeev Harbanslal Bhatia is proposed to re-appointed as Managing Director for further period of five years.	As per the resolutions at Item No. 4 of the Notice convening this meeting, Sanjeev Harbanslal Bhatia is proposed to re-appointed as Whole-Time Director for further period of five years.
Remuneration last drawn	NIL	Rs. 2,00,000 p.m	Rs. 2,00,000 p.m
Remuneration proposed	NIL	Rs. 2,00,000 p.m	Rs. 2,00,000 p.m
Date of First Appointment	30/03/2020	25/03/2008	01/04/2008
Relationship with Directors/Key managerial Personnel	Mrs. Kamleshkumari Harbanslal Bhatia is the mother of Mr. Nikhil Harbanslal Bhatia and Mr. Sanjeev Harbanslal Bhatia are concerned or interested in this resolution.	Mr. Sanjeev Harbanslal Bhatia is the son of Mrs. Kamleshkumari Harbanslal Bhatia and brother of Mr. Nikhil Harbanslal Bhatia are concerned or interested in this resolution.	Mr. Nikhil Harbanslal Bhatia is the son of Mrs. Kamleshkumari Harbanslal Bhatia and brother of Mr. Sanjeev Harbanslal Bhatia are concerned or interested in this resolution.
List of Companies in which directorship is held as on 31 st March, 2022	As attached below	As attached below	As attached below
Chairman / Member of the Committee of other Company	NIL	NIL	NIL
No. of Meetings of the Board Attended during the year	13	13	13



Name of Director	Mrs. Rashmi Kapil Arora	Mr. Rachit Naresh Narang	Mr. Arpit Arunkumar Jain
DIN No.	07584417	08044845	08044841
Date of Birth	13/07/1978	30/12/1993	14/07/1983
Qualification	Graduate	S.S.C.	Graduation
Expertise in specific functional areas	Experience of more than 15 years in Designing and Product Display.	Experience of more than 10 years in the business of textiles and dynamic management skills.	More than 15 years of experience in the event planning and Marketing skills.
Terms and Conditions of Appointment/Reappointment	As per the resolution at Item No. 5 of the Notice convening this meeting read with explanatory Statement, Mrs. Rashmi Kapil Arora is proposed to re-appointed as a Independent Director of the Company.	As per the resolutions at Item No. 6 of the Notice convening this meeting, Rachit Naresh Narang is proposed to re-appointed as Independent Director for further period of five years.	As per the resolutions at Item No. 7 of the Notice convening this meeting, Arpit Arunkumar Jain is proposed to re-appointed as Independent Director for further period of five years.
Remuneration last drawn	NIL	NIL	NIL
Remuneration proposed	NIL	NIL	NIL
Date of First Appointment	05/01/2018	05/01/2018	05/01/2018
Relationship with Directors/Key managerial Personnel	None of the Directors are related.	None of the Directors are related.	None of the Directors are related.
List of Companies in which directorship is held as on 31 st March, 2022	As attached below	As attached below	As attached below
Chairman./Member of the Committee of other Company	NIL	NIL	NIL
No. of Meetings of the Board Attended during the year	13	13	13

1. List of Companies in which Mrs. Kamleshkumari Harbanslal Bhatia holds directorship as on 31st March, 2022:

S. No.	Name of the company	Nature of Interest	Shareholding	Date on which interest arose/changed
1.	Bhatia Communications & Retail (India) Limited	Director	260	30/03/2020 18/09/2020

2. List of Companies in which Mr. Sanjeev Harbanslal Bhatia holds directorship as on 31st March, 2022:

S. No.	Name of the company	Nature of Interest	Shareholding	Date on which interest arose/changed
1.	Bhatia Communications & Retail (India) Limited	Managing Director	4,26,00,000	25/03/2008 05/01/2018
2.	SNV Distributors Private Limited	Director	19,00,900	03/07/2013
3.	E Parisar Tech Private Limited	Director	48,000	19/01/2016

3. List of Companies in which Mr. Nikhil Harbanslal Bhatia holds directorship as on 31st March, 2022:

S. No.	Name of the Company	Nature of Interest	Shareholding	Date on which interest arose/changed
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1.	Bhatia Communications & Retail (India) Limited	Whole-Time Director	4,83,28,540	01/04/2008 05/01/2018
2.	SNV Distributors Private Limited	Director	76,600	03/07/2013

4. List of Companies in which Mrs. Rashmi Kapil Arora holds directorship as on 31st March, 2022:

S. No.	Name of the Company	Nature of Interest	Shareholding	Date on which interest arose/changed
1.	Bhatia Communications & Retail (India) Limited	Director	320000	05/01/2018
2.	Asenext India Private Limited	Director	0	02/09/2016

5. List of Companies in which Mr. Rachit Naresh Narang holds directorship as on 31st March, 2022:

S. No.	Name of the Company	Nature of Interest	Shareholding	Date on which interest arose/changed
1.	Bhatia Communications & Retail (India) Limited	Director	0	05/01/2018

6. List of Companies in which Mr. Arpit Arunkumar Jain holds directorship as on 31st March, 2022:

S. No.	Name of the Company	Nature of Interest	Shareholding	Date on which interest arose/changed
1.	Bhatia Communications & Retail (India) Limited	Director	0	05/01/2018

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

Place: Surat
Date: 02.08.2022

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


Sachin Agrawal
Company Secretary & Compliance Officer

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

Item No. 3

The members of the Company had appointed Mr. Sanjeev Harbanslal Bhatia as the Managing Director of the Company for a period of five years with effect from 05th January, 2023 and the present term of his appointment would lapse on 04th January, 2023.

The Board has, based on the recommendation of the Nomination and Remuneration Committee and subject to the approval of the Members, approved the re-appointment of Mr. Sanjeev Harbanslal Bhatia as the Managing Director, post completion of his present term, for a further period of five years.

Mr. Sanjeev Harbanslal Bhatia is not disqualified from being re-appointed as a Director in terms of Section 164 of the Act and has given his consent to act as Managing Director of the Company. Mr. Sanjeev Harbanslal Bhatia satisfies all the conditions as set out in Section 196(3) of the Act and Part-I of Schedule V to the Act, for being eligible for his appointment.

The broad terms and conditions of the proposed re-appointment of and remuneration payable to Mr. Sanjeev Harbanslal Bhatia are annexed herewith.

Copy of Appointment Letter setting out terms and conditions of his appointment is available for inspection by Members as per details mentioned in the Notes.

Mr. Sanjeev Harbanslal Bhatia, Mr. Nikhil Harbanslal Bhatia and Mrs. Kamleshkumari Harbanslal Bhatia, Directors of the company and their relatives are concerned or interested, financial or otherwise, in the resolution set out at Item No. 3. None of the other directors or Key Managerial Personnel (KMP) of the Company or their relatives are concerned or interested, financial or otherwise, in the resolution set out in Item No. 3.

Item No. 4

The members of the Company had appointed Mr. Nikhil Harbanslal Bhatia as the Whole-time Director of the Company for a period of five years with effect from 05th January, 2023 and the present term of his appointment would lapse on 04th January, 2023.

The Board has, based on the recommendation of the Nomination and Remuneration Committee and subject to the approval of the Members, approved the re-appointment of Mr. Nikhil Harbanslal Bhatia as the Whole-time Director, post completion of his present term, for a further period of five years.

Mr. Nikhil Harbanslal Bhatia is not disqualified from being re-appointed as a Director in terms of Section 164 of the Act and has given his consent to act as Whole-time Director of the Company. Mr. Nikhil Harbanslal Bhatia satisfies all the conditions as set out in Section 196(3) of the Act and Part-I of Schedule V to the Act, for being eligible for his appointment.

The broad terms and conditions of the proposed re-appointment of and remuneration payable to Mr. Nikhil Harbanslal Bhatia are annexed herewith.



Copy of Appointment Letter setting out terms and conditions of his appointment is available for inspection by Members as per details mentioned in the Notes.

Mr. Sanjeev Harbanslal Bhatia, Mr. Nikhil Harbanslal Bhatia and Mrs. Kamleshkumari Harbanslal Bhatia, Directors of the company and their relatives are concerned or interested, financial or otherwise, in the resolution set out at Item No. 4. None of the other directors or Key Managerial Personnel (KMP) of the Company or their relatives are concerned or interested, financial or otherwise, in the resolution set out in Item No. 4.

Item No. 5

As per Section 149(10) of the Companies Act, 2013 (Companies Act, 2013), an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company for further term of upto five consecutive years on the Board of a Company.

In line with the aforesaid provisions of the Companies Act, 2013 and in view of long, rich experience, continued valuable guidance to the management and strong Board performance of Mrs. Rashmi Kapil Arora, it is proposed to re-appoint her for the second term as an independent director on the Board of the company for a period of five years w.e.f. 05th January, 2023 to 04th January, 2028 and in the opinion of the Board, Mrs. Rashmi Kapil Arora fulfills the conditions specified in the Act.

The Board considers that their continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mrs. Rashmi Kapil Arora as an Independent Director. Accordingly, the Board recommends passing of the Resolution at Item No. 5 of the Notice as a Special Resolution.

Except Mrs. Rashmi Kapil Arora, none of the Directors or Key Managerial Personnel (KMP) of the Company or their relatives are concerned or interested, financial or otherwise, in the resolution set out at Item No. 5.

Item No. 6

As per Section 149(10) of the Companies Act, 2013 (Companies Act, 2013), an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company for further term of upto five consecutive years on the Board of a Company.

In line with the aforesaid provisions of the Companies Act, 2013 and in view of long, rich experience, continued valuable guidance to the management and strong Board performance of Mr. Rachit Naresh Narang, it is proposed to re-appoint him for the second term as an independent director on the Board of the company for a period of five years w.e.f. 05th January, 2023 to 04th January, 2028 and in the opinion of the Board, Mr. Rachit Naresh Narang fulfills the conditions specified in the Act.

The Board considers that their continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Rachit Naresh Narang as an Independent Director. Accordingly, the Board recommends passing of the Resolution at Item No. 6 of the Notice as a Special Resolution.

Except Mr. Rachit Naresh Narang, none of the Directors or Key Managerial Personnel (KMP) of the Company or their relatives are concerned or interested, financial or otherwise, in the resolution set out at Item No. 6.



Item No. 7

As per Section 149(10) of the Companies Act, 2013 (Companies Act, 2013), an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company for further term of upto five consecutive years on the Board of a Company.

In line with the aforesaid provisions of the Companies Act, 2013 and in view of long, rich experience, continued valuable guidance to the management and strong Board performance of Mr. Arpit Arunkumar Jain, it is proposed to re-appoint him for the second term as an independent director on the Board of the company for a period of five years w.e.f. 05th January, 2023 to 04th January, 2028 and In the opinion of the Board, Mr. Arpit Arunkumar Jain fulfills the conditions specified in the Act.

The Board considers that their continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Arpit Arunkumar Jain as an Independent Director. Accordingly, the Board recommends passing of the Resolution at Item No. 7 of the Notice as a Special Resolution.

Except Mr. Arpit Arunkumar Jain, none of the Directors or Key Managerial Personnel (KMP) of the Company or their relatives are concerned or interested, financial or otherwise, in the resolution set out at Item No. 7.

Item No. 8

The Securities and Exchange Board of India ("SEBI"), vide its notification dated November 9, 2021, has notified SEBI (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021 ("Amendments") introducing amendments to the provisions pertaining to the Related Party Transactions under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"). The aforesaid amendments inter-alia included replacing of current threshold i.e. 10% (ten percent) of the listed entity's consolidated turnover, for determination of material Related Party Transactions requiring prior Shareholders' approval with the threshold of lower of 1,000 crore (Rupees One thousand crore) or 10% (ten percent) of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity. Bhatia Communication and Retail (India) Limited ("the Company"), being a recognised dealer in telecommunication industry, participates in the dealing and contracting with different entities in Bhatia group and partners in respective entities' growth and transformation journeys.

In view of the changes in the threshold for determining the related party transactions that require prior shareholder approval and considering the fact that the list of related parties will change dynamically with no action on the part of the Company and to facilitate seamless contracting and rendering/availing of product between the Company and "related parties", the Company seeks the approval of the shareholders to approve entering into contracts/arrangements within the thresholds and conditions mentioned in the resolution. All the contracts/arrangements and the transactions with "related parties" are reviewed and approved by the Audit Committee.

The details of transactions that require approval are given below:

Sr. No.	Description	Related Party 1	Related Party 2	Related Party 3	Related Party 4
1.	Name of the related party	Harbanslal Bhatia (HUF)	Hema Bhatia	Kamleshkumari Harbanslal Bhatia	Nikhil Harbanslal Bhatia



2.	Nature of relationship {including nature of its interest (financial or otherwise)}	Director is Karta		Relative of Director	Director	Director	
3.	Type and Particulars of the proposed transaction	Payment of Rent	Acquiring of Unsecured Loan and Payment of Interest thereof	Payment of Rent	Payment of Rent	Payment of Rent	Acquiring of Unsecured Loan and Payment of Interest thereof
4.	Nature, Duration/tenure, material terms, monetary value and particulars of contract/arrangement	Lease Agreement is entered for period of 11 month subject to Deemed Auto Renewal till terminated and rent of Rs. 30,000 p.m is agreed which may be increased annually.	1. Loan will be acquired for not more than 10 Cr. and will be repayable on demand 2. Interest will be paid at interest rate upto 15% p.a. till the loan subsist	Lease Agreement is entered for two properties for a period of 11 month subject to Deemed Auto Renewal till terminated and following rent is agreed which may be increased annually. Property 1: Rs. 17,500 per month Property 2: Rs. 20,000 per month	Lease Agreement is entered for four properties for a period of 11 month subject to Deemed Auto Renewal till terminated and following rent is agreed which may be increased annually. Property 1: Rs. 20,000 per month Property 2: Rs. 20,000 per month Property 3: Rs. 20,000 per month Property 4: Rs. 40,000 per month	Lease Agreement is entered for two properties for a period of 11 month subject to Deemed Auto Renewal till terminated and following rent is agreed which may be increased annually. Property 1: Rs. 25,000 per month Property 2: Rs. 60,000 per month	1. Loan will be acquired for not more than 10 Cr. and will be repayable on demand 2. Interest will be paid at interest rate upto 15% p.a. till the loan subsist
5.	Tenure of the transaction	Lease Agreement is entered for period of 11 months subject to Deemed Auto Renewal till terminated by parties.	Loan will be repayable on demand	Lease Agreement is entered for period of 11 months subject to Deemed Auto Renewal till terminated by parties.	Lease Agreement is entered for period of 11 months subject to Deemed Auto Renewal till terminated by parties.	Lease Agreement is entered for period of 11 months subject to Deemed Auto Renewal till terminated by parties.	Loan will be repayable on demand



6.	Value of the proposed transaction	Rent amounting to Rs. 3,60,000 p.a. which may be increased mutually	Unsecured Loan upto an amount of Rs. 10 crores.	Rent amounting to Property 1: Rs. 2,10,000 p.a. Property 2: Rs. 2,40,000 p.a.	Rent amounting to Property 1: Rs. 2,40,000 p.a. Property 2: Rs. 2,40,000 p.a. Property 3: Rs. 2,40,000 p.a. Property 4: Rs. 4,80,000 p.a.	Rent amounting to Property 1: Rs. 3,00,000 p.a. Property 2: Rs. 7,20,000 p.a.	Unsecured Loan upto an amount of Rs. 10 crores.
7.	Percentage of annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction	Upto 0.1 percent of the turnover of the company per annum.	4.5 percent of the turnover of the company per annum.	Upto 0.1 percent of the turnover of the company per annum.	Upto 0.1 percent of the turnover of the company per annum.	Upto 0.1 percent of the turnover of the company per annum.	4.5 percent of the turnover of the company per annum.
8.	Benefits of the proposed transaction	The Company will benefit in form of easy availability of fund and resources at a shorter period of time					
9.	Details of the valuation report or external party report(if any) enclosed with the Notice	NOT APPLICABLE					
10.	Name of the Director or Key Managerial Personnel, who is related or interested	Nikhil Harbanslal Bhatia, Sanjeev Harbanslal Bhatia and Kamleshkumari Harbanslal Bhatia					
11.	Additional disclosures to be made in case loans, inter-corporate deposits, advances or investments made or given	NOT APPLICABLE					



12.	Any other information that may be relevant	NIL
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Sr. No.	Description	Related Party 5		Related Party 6	Related Party 7		Related Party 8	
1.	Name of the related party	Sanjeev Harbanslal Bhatia		Sanjeev Bhatia (HUF)	Telecity Enterprises LLP		Naresh Telecommunication	
2.	Nature of relationship [including nature of its interest (financial or otherwise)]	Director		Director is Karta	Director is partner		Entity of Promoter Group	
3.	Type and Particulars of the proposed transaction	Payment of Rent	Acquiring of Unsecured Loan and Payment of Interest thereof	Payment of Rent	Purchase	Sales	Purchase	Sales
4.	Nature, Duration/tenure, material terms, monetary value and particulars of contract/arrangement	Lease Agreement is entered for seven properties for a period of 11 month subject to Deemed Auto Renewal till terminated and following rent is agreed which may be increased annually. Property 1: Rs. 15,000 per month Property 2: Rs. 10,000 per month Property 3: Rs. 10,000 per month	1. Loan will be acquired for not more than 10 Cr. and will be repayable on demand 2. Interest will be paid at interest rate upto 15% p.a till the loan subsist	Lease Agreement is entered for period of 11 month subject to Deemed Auto Renewal till terminated and rent of Rs. 30,000 p.m is agreed which may be increased annually.	The Company undertakes transaction of purchases and sales in the normal course of business with terms and conditions that are generally prevalent in the industry segments that the company operates at.		The Company undertakes transaction of purchases and sales in the normal course of business with terms and conditions that are generally prevalent in the industry segments that the company operates at.	



		<p>month</p> <p>Property 4: Rs. 5,000 per month</p> <p>Property 5: Rs. 60,000 per month</p> <p>Property 6: Rs. 10,000 per month</p> <p>Property 7: Rs. 10,000 per month</p>					
5.	Tenure of the transaction	Lease Agreement is entered for period of 11 months subject to Deemed Auto Renewal till terminated by parties.	Loan will be repayable on demand	Lease Agreement is entered for period of 11 months subject to Deemed Auto Renewal till terminated by parties.	Contracts/arrangements with a duration upto 5 years	Contracts/arrangements with a duration upto 5 years	
6.	Value of the proposed transaction	<p>Rent amounting to</p> <p>Property 1: Rs. 1,80,000 p.a.</p> <p>Property 2: Rs. 1,20,000 p.a.</p> <p>Property 3: Rs. 1,20,000 p.a.</p> <p>Property 4: Rs. 60,000 p.a.</p> <p>Property 5: Rs. 7,20,000 p.a.</p> <p>Property 6: Rs. 1,20,000 p.a.</p> <p>Property 7: Rs. 1,20,000 p.a.</p>	Unsecured Loan upto an amount of Rs. 10 crores.	Rent amounting to Rs. 3,60,000 p.a. which may be increased mutually	Purchases upto a value of Rs. 50 cr p.a.	Sales upto a value of Rs. 50 cr p.a.	<p>Purchase upto a value of Rs. 5 cr p.a.</p> <p>Sales upto a value of Rs. 5 cr p.a.</p>



7.	Percentage of annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction	Upto 0.1 percent of the turnover of the company per annum.	4.5 percent of the turnover of the company per annum.	Upto 0.1 percent of the turnover of the company per annum.	Upto 25 percent of the turnover of the company per annum.	Upto 2.5 percent of the turnover of the company per annum.
8.	Benefits of the proposed transaction	The Company will benefit in form of easy availability of fund and resources at a shorter period of time			The Company will get benefit of trading in the goods with related parties	
9.	Details of the valuation report or external party report(if any) enclosed with the Notice	NOT APPLICABLE				
10.	Name of the Director or Key Managerial Personnel, who is related or interested	Nikhil Harbanslal Bhatia, Sanjeev Harbanslal Bhatia and Kamleshkumari Harbanslal Bhatia				
11.	Following additional disclosures to be made in case loans, inter-corporate deposits, advances or investments made or given	NOT APPLICABLE				
12.	Any other information that may be relevant	NIL				

Sr. No.	Description	Related Party 9	Related Party 10	Related Party 11	Related Party 12
1.	Name of the related party	SNV Distributors Private Limited	E Parisar Tech Private Limited	Modern Commodore Private Limited	Mohit Enterprises



2.	Nature of relationship [including nature of its interest (financial or otherwise)]	Common Director		Common Director		Director Is Shareholder		Director is a Partner	
3.	Type and Particulars of the proposed transaction	Purchase	Sales	Purchase	Sales	Purchase	Sales	Purchase	Sales
4.	Nature, Duration/tenure, material terms, monetary value and particulars of contract/arrangement	The Company undertakes transaction of purchases and sales in the normal course of business with terms and conditions that are generally prevalent in the industry segments that the company operates at.		The Company undertakes transaction of purchases and sales in the normal course of business with terms and conditions that are generally prevalent in the industry segments that the company operates at.		The Company undertakes transaction of purchases and sales in the normal course of business with terms and conditions that are generally prevalent in the industry segments that the company operates at.		The Company undertakes transaction of purchases and sales in the normal course of business with terms and conditions that are generally prevalent in the industry segments that the company operates at.	
5.	Tenure of the transaction	Contracts/arrangements with a duration upto 5 years		Contracts/arrangements with a duration upto 5 years		Contracts/arrangements with a duration upto 5 years		Contracts/arrangements with a duration upto 5 years	
6.	Value of the proposed transaction	Purchases upto a value of Rs. 10 cr p.a.	Purchases upto a value of Rs. 10 cr p.a.	Sales upto a value of Rs. 5 cr p.a.	Purchases upto a value of Rs. 5 cr p.a.	Purchases upto a value of Rs. 10cr p.a.	Sales upto a value of Rs. 10cr p.a.	Purchases upto a value of Rs. 5 cr p.a.	Sales upto a value of Rs. 5 cr p.a.
7.	Percentage of annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction	Upto 5 percent of the turnover of the company per annum.		Upto 2.5 percent of the turnover of the company per annum.		Upto 5 percent of the turnover of the company per annum.		Upto 2.5 percent of the turnover of the company per annum.	
8.	Benefits of the proposed transaction	The Company will get benefit of trading in the goods with related parties							
9.	Details of the valuation report or external party	NOT APPLICABLE							



	report(if any) enclosed with the Notice	
10.	Name of the Director or Key Managerial Personnel, who is related or interested	Nikhil Harbanslal Bhatia, Sanjeev Harbanslal Bhatia and Kamleshkumari Harbanslal Bhatia
11.	Following additional disclosures to be made in case loans, inter-corporate deposits, advances or investments made or given	NOT APPLICABLE
12.	Any other information that may be relevant	NIL



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

Website: www.bhatiamobile.com, E mail: info@bhatiamobile.com, Ph: 0261-2349892**ATTENDANCE SLIP**

Name of the member(s):	
Registered Address:	

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

* Applicable to holders holding shares in demat/electronic form

I hereby record my attendance at the 14th Annual General Meeting of the Company held on Monday, the 05th day of September, 2022 at Shop No. 203, Ground Floor, Bhatia Complex, Nr. Sosyo Circle, Bamroli Road, Surat-394210 at 11:00 A.M.

Shareholders Signature**Note:**

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



BHATIA COMMUNICATIONS & RETAIL (INDIA) LIMITED

CIN: L32109GJ2008PLC053336

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

Website: www.bhatiamobile.com, E mail: info@bhatiamobile.com, Ph: 0261-2349892**BHATIA'S**
The mobile one stop shop**Form MGT-11****PROXY FORM**

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

CIN: L32109GJ2008PLC053336

Name: BHATIA COMMUNICATIONS & RETAIL (INDIA) LIMITED

Registered Office: 132, Dr. Ambedkar Shopping Centre, Ring Road, Surat-395002

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

*Applicable for holders holding shares in demat/ electronic mode

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

1. Name: Address:

E-mail ID: Signature: Or failing him

2. Name: Address:

E-mail ID: Signature: Or failing him

3. Name: Address:

E-mail ID: Signature:

As my/our proxy to attend and vote (on a poll) for me/ us and my/our behalf at the 14th Annual General Meeting of the Company, to be held on Monday, the 05th day of September, 2022 at 11:00 a.m. at Shop No. 203, Ground Floor, Bhatia Complex, Nr. Sosyo Circle, Bamroli Road, Surat, 394210 and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	Ordinary Resolution	For	Against
1	Adoption of Annual Accounts, Auditor's & Director's Report.		
2	Re-appointment of Mrs. Kamleshkumari Harbanslal Bhatia (DIN: 02066517), Director. Who retires by rotation and being eligible, offers himself for re-appointment.		
	Special Resolution		
3	Re-appointment of Mr. Sanjeev Harbanslal Bhatia (DIN: 02063671), as the Managing Director of the Company for a further period of 5 (Five) years.		
4	Re-appointment of Mr. Nikhil Harbanslal Bhatia (DIN: 02063706), as the Whole-		



	Time Director of the Company for a further period of 5 (Five) years.		
5	Re-appointment of Mrs. Rashmi Kapil Arora (DIN: 07584412), as the Independent Director of the Company for a further period of 5 (Five) years.		
6	Re-appointment of Mr. Rachit Naresh Narang (DIN: 08044845), as the Independent Director of the Company for a further period of 5 (Five) years.		
7	Re-appointment of Mr. Arpit Arunkumar Jain (DIN: 08044841), as the Independent Director of the Company for a further period of 5 (Five) years.		
8	Approval of Related Party Transaction (s).		

Signed this _____ day of September, 2022.

Affix a Re. I
Revenue Stamp

Signature of Shareholder

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



BHATIA COMMUNICATIONS & RETAIL (INDIA) LIMITED

CIN: L32109GJ2008PLC053336

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

Website: www.bhatiamobile.com, E mail: info@bhatiamobile.com, Ph: 0261-2349892**BHATIA'S**
The mobile one stop shop**Form MGT-12****Polling Paper**

[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1) (c) of the Companies (Management and Administration) Rules, 2014]

CIN: L32109GJ2008PLC053336

Name: BHATIA COMMUNICATIONS & RETAIL (INDIA) LIMITED

Registered Office: 132, Dr. Ambedkar Shopping Centre, Ring Road, Surat-395002

1. Name of the First Named Shareholder (In block letters)
Postal address
2. Registered folio No./ :
DP ID No./Client ID No.*
(*Applicable to investors holding Shares in dematerialized form)

Class of Share

1. I/We hereby exercise my/our vote in respect of the Resolution as set out in the Notice of Annual General Meeting of the Company scheduled to be held on Monday, 05th September, 2022 at 11.00 A.M. at Shop No. 203, Ground Floor, Bhatia Complex, Nr. Sosyo Circle, Bamroli Road, Surat- 394210 which is proposed to be placed for consideration of members at the aforesaid AGM of the Company, by sending my/our assent (FOR) or dissent (AGAINST) to the said resolution by placing the tick (✓) mark at the appropriate box below:

Item No.	Item	Nature of Resolution	No. of shares	I/We Assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)	(ABSTAIN)
1	Adoption of Annual Accounts, Auditor's & Director's Report.	Ordinary				
2	Re-appointment of Mrs. Kamleshkumari Harbanslal Bhatia (DIN: 02066517), Wole Time Director. Who retires by rotation and being eligible, offers himself for re-appointment.	Ordinary				
3	Re-appointment of Mr. Sanjeev Harbanslal Bhatia (DIN: 02063671), as the Managing Director of the Company for a further period of 5 (Five) years.	Special				



4	Re-appointment of Mr. Nikhil Harbanslal Bhatia (DIN: 02063706), as the Whole-Time Director of the Company for a further period of 5 (Five) years.	Special				
5	Re-appointment of Mrs. Rashmi Kapil Arora (DIN: 07584412), as the Independent Director of the Company for a further period of 5 (Five) years.	Special				
6	Re-appointment of Mr. Rachit Naresh Narang (DIN: 08044845), as the Independent Director of the Company for a further period of 5 (Five) years.	Special				
7	Re-appointment of Mr. Arpit Arunkumar Jain (DIN: 08044841), as the Independent Director of the Company for a further period of 5 (Five) years.	Special				
8	Approval of Related Party Transaction (s).	Special				

Place: Surat

Date: 05/09/2022

(Member)

ELECTRONIC VOTING PARTICULAR

EVEN (E VOTING EVENT NUMBER)
120729

E-Voting shall remain start on Friday, 02nd day of September, 2022 (9.00 a.m.) and will be open till Sunday, 04th day of September, 2022 till the close of working hours (i.e. 5.00 p.m.).

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

