

BHATIA COMMUNICATIONS & RETAIL (INDIA) LIMITED

CIN: L32109GJ2008PLC053336

Regd. Off: Shop No. 307 to 311, First Floor, Bhatia Complex, Near Sosyo Circle,

Bamroli Road, Bamroli, Surat, Chorasi, Gujarat, India, 394210

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

BHATIA'S®
The mobile one stop shop

Date: July 01, 2026

To,

BSE Limited

PhirozeJeejeebhoy Towers,

Dalal Street,

Mumbai - 400 001

Scrip ID/ Code/ISIN : BHATIA / 540956 / INE341Z01025
Subject : Notice of 18th Annual General Meeting of the Company
Reference No. : Regulation 30 and Schedule III of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015.

Dear Sir/Madam,

With reference to the above captioned subject, please find enclosed herewith the notice of 18th Annual General Meeting of the members of the Company scheduled to be held on Saturday, July 25, 2026 at 01.00 P.M. through Video Conferencing (VC) or Other Audio Visual Means (OAVM) to transact the business as set out in the notice of the AGM.

Please take the above mentioned on record.

Thanking You,

Yours faithfully,

For Bhatia Communications & Retail (India) Limited

Chintikaben Hasmukhbhai Shah
Company Secretary & Compliance Officer

Encl: as above



BHATIA COMMUNICATIONS & RETAIL (INDIA) LIMITED

CIN: L32109GJ2008PLC053336

Regd. Off: Shop No. 307 to 311, First Floor, Bhatia Complex, Near Sosyo Circle,
Bamroli Road, Bamroli, Surat, Chorasi, Gujarat, India, 394210

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

BHATIA'S
The mobile one stop shop

NOTICE OF 18TH ANNUAL GENERAL MEETING
(PURSUANT TO SECTION 101 OF THE COMPANIES ACT, 2013)

Notice is hereby given that the 18th Annual General Meeting of the Shareholders of Bhatia Communications & Retail (India) Limited ("Company") will be held on Saturday, July 25, 2026 at 01:00 P.M. (IST) Through Video Conferencing /Other Audio-Visual Means (VC/OAVM) to transact the following business:

ORDINARY BUSINESS:

1. Adoption of the Audited Financial Statements of the Company for the financial year ended March 31, 2026 together with the report of the Board of Directors and report of the Statutory Auditor thereon.

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

"**RESOLVED THAT** the audited financial statements of the Company for the financial year ended March 31, 2026 together with the report of the Board of Directors and report of the Statutory Auditor thereon, as circulated to the shareholders, be and are hereby considered and adopted."

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

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

"**RESOLVED THAT** a final dividend at the rate of Re. 0.01/- per equity share of Rs. 1/- (Rupee One Only) each fully paid up of the Company, as recommended by the Board of Directors, be and is hereby declared for the Financial Year ended March 31, 2026 and the same be paid out of the profits of the Company."

3. Re-appointment of Mr. Nikhil Harbanslal Bhatia (DIN: 02063706), who retires by rotation and being eligible, offers himself for re-appointment.

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

"**RESOLVED THAT** in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Nikhil Harbanslal Bhatia (DIN: 02063706), who retires by rotation at this meeting, be and is hereby re-appointed as a Whole Time Director of the Company."

4. Appointment of Statutory Auditors and approve their remuneration and in this regard.

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

"**RESOLVED THAT** pursuant to the provision of section 139, 142 and applicable provisions if any of the Companies Act, 2013 read with Companies (Audit & Auditors) Rules, 2014, (including any statutory



modifications or re-enactment thereof for the time being in force), consent of the Members be and is hereby accorded for the appointment of M/s. R Kejriwal & Co., Chartered Accountants (Firm Registration No. 133558W), as the Statutory Auditors of the Company, who shall hold office from the conclusion of this 18th Annual General Meeting till the conclusion of the 23rd Annual General Meeting of the Company to be held for the Financial Year 2030-31, at such remuneration as may be fixed by the Board of Directors in consultation with the Statutory Auditors.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary, proper or expedient to give effect to this resolution."

SPECIAL BUSINESS:

5. Increasing the overall Borrowing Limits under Section 180 of the Companies Act, 2013.

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

"RESOLVED THAT in supersession of the resolution passed by shareholders of the Company and pursuant to section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, and the provisions of the Memorandum of Association and the Articles of Association of the Company, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board" which expression shall be deemed to include any committee constituted by the Board) to borrow any sum or sums of money together with the monies already borrowed by the Company, if any (apart from the temporary loans obtained from the Company's bankers in the ordinary course of business) up to the limit which may exceed 100% of aggregate of paid up capital, free reserves and securities premium of the company but shall not exceed ₹ 2,00,00,00,000/- (Rupees Two Hundred Crores Only) at any time, as and when required from any Bank(s) and/ or Financial Institution(s) and/ or Foreign lender(s) and/ or Company(ies)/ Body corporate(s) and/ or any other entity(ies) and/ or any other lender(s) by whatsoever name(s) it may be called.

RESOLVED FURTHER THAT pursuant to the provisions of Section 180(1)(a) and such other applicable provisions, if any, of the Companies Act, 2013 and relevant rules made thereto as amended from time to time (including any statutory modifications or re-enactments thereof), and including such other applicable law(s), if any, consent of the members of the company be and is hereby accorded to the Board of Directors or any one of the director acting individually on behalf of the Company to pledge, mortgage, hypothecate and/ or charge all or any part of the moveable or immovable properties of the Company and the whole or part of the undertaking of the Company of every nature and kind whatsoever and/ or creating a floating charge in all or any movable or immovable properties of the Company and the whole of the undertaking of the Company to or in favour of Bank(s) and/ or Financial Institution(s) and/ or Foreign lender(s) and/ or Company(ies)/ Body corporate(s) and/ or any other entity(ies) and/ or any other lender(s) to secure the amount borrowed by the Company for the due payment of the principal and/ or together with interest, charges, costs, expenses and all other monies payable by the Company in respect of such borrowings provided that the aggregate indebtedness secured by the assets of the Company shall not exceed a sum of ₹ 2,00,00,00,000/- (Rupees Two Hundred Crores Only) at any time, as and when required.

RESOLVED FURTHER THAT the Board of the Company be and is hereby authorised to do all acts, deeds and things in their absolute discretion that may be considered necessary, proper and expedient or incidental for the purpose of giving effect to this resolution in the interest of the Company."



6. Approval for loans, investments, guarantee or security under Section 186 of the Companies Act, 2013.

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

“**RESOLVED THAT** pursuant to the provisions of the Section 186 and other applicable provisions, if any, of the Companies Act, 2013, consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter called ‘the Board’ which term shall be deemed to include any Committee which Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution) to (a) give any loan to any person or other body corporate; (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and (c) acquire by way of subscription, purchase or otherwise the securities of any other body corporate, upto a maximum aggregate amount of ₹ 2,00,00,00,000/- (Rupees Two Hundred Crores Only), outstanding at any point of time, over and above the permissible limits under Section 186(2) of the Companies Act, 2013 (presently being 60 percent of the Company’s paid up capital, free reserves and securities premium account or one hundred percent of the Company’s free reserves and securities premium account, whichever is more).

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

Date: June 27, 2026
Place: Shop No. 307 to 311, First Floor, Bhatia Complex, Near Sosyo Circle, Bamroli Road, Bamroli, Surat, Chorasi, Gujarat, India, 394210
Website: www.bhatiamobile.com,
E mail: info@bhatiamobile.com,
Ph: 9727714477

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

Sd/-
Chintikaben Hasmukhbhai Shah
Company Secretary and Compliance Officer



NOTES:

1. Various Ministry of Corporate Affairs ("MCA") circulars, Securities and Exchange Board of India ("SEBI") circulars and Secretarial Standard on General Meeting ("SS-2"), have permitted convening the Annual General Meeting ("AGM"/Meeting) through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), without the physical presence of the members at a common venue till September 30, 2026.
2. In terms of the MCA circular, since this AGM is being held through VC / OAVM pursuant to the MCA's circulars, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies under section 105 of Companies Act, 2013, ('the Act') by the members will not be available for this AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
3. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
4. Since the AGM will be held through VC, the Route Map is not annexed to this Notice. The registered office of the Company shall be deemed to be the venue for the AGM.
5. Members of the Company under the category of Institutional/Corporate Shareholders are encouraged to attend and vote at the AGM through VC. Corporate Members pursuant to Section 113 of the Companies Act, 2013 intending to attend the AGM 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.
6. In compliance with the MCA Circulars and SEBI Circulars, Notice of the AGM along with the Annual Report 2025-26 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 2025-26 will also be available on the Company's website at bhatiamobile.com/, on website of BSE Limited at www.bseindia.com and on the website of NSDL <https://www.evoting.nsdl.com>
7. Members seeking any information/document as referred in the notice are requested to write to the Company on or before July 25, 2026 through email at csbhatia@bhatiamobile.com. The same will be addressed by the Company suitably.
8. Relevant documents referred to in the above Notice are open for inspection at the Registered Office of the Company during the business hours on any working day (except Sunday and holidays) between 10.00 a.m. and 4.00 p.m. up to the date of the Annual General Meeting.
9. The relevant Explanatory Statement pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 concerning the relevant business and pursuant to Section 102 of the Companies Act, 2013 ("Act") setting out material facts, concerning the business under item nos. 3 to 6 of the notice, is annexed hereto.
10. Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with the Company/RTA in case the shares are held by them in physical form.
11. Members may note that the VC/OAVM Facility, provided by NSDL, allows participation upto 1,000 Members on a first-come-first-served basis. The large shareholders (i.e. shareholders holding 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship



Committee, auditors, etc. can attend the 18th AGM without any restriction on account of first-come first-served principle.

12. Equity shares of the Company are under compulsory demat trading by all Investors.
13. Members who are holding shares in demat mode are requested to notify any change in their residential address, Bank A/c details and/ or email address immediately to their respective Depository Participants.
14. Members who have not 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 company's Registrar and Share Transfer Agent, Purva Share Registry (India) Private Limited or Company.
15. Members are requested to contact our Registrar and Transfer Agent for any query related to shares and other inquiry at following address:
M/s. Purva Share Registry (India) Private Limited,
Office No. 9 Shiv Shakti Industrial Estate, J.R. Boricha Marg, Near Lodha Excelus, Lower Parel (E),
Mumbai-400011, Maharashtra
Tel.: +91-022-23016761/2518,
Fax: +91-022-23012517,
E-mail: support@purvashare.com,
Website: www.purvashare.com.
Please Quote Folio No. / DP ID & CL ID for any communication for your shareholding.
16. The voting rights of Shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on July 18, 2026.
17. Mr. Bhaveshkumar Arjunkumar Rawal, Company Secretary in Practice (Certificate of Practice No. 10257) has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting process in a fair and transparent manner.

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

1. Pursuant to the General Circular No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs (MCA) and circular issued by SEBI vide circular no. SEBI/ HO/ CFD/ CFDPoD-2/ P/ CIR/ 2024/ 133 dated October 3, 2024 ("SEBI Circular") and other applicable circulars and notifications issued (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time, companies are allowed to hold AGM through Video Conferencing (VC) or other audio visual means (OAVM), without the physical presence of members at a common venue. In compliance with the said Circulars, EGM/ AGM shall be conducted through VC / OAVM.
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.
3. The Members can join the AGM in the VC/OAVM mode 30 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on



first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) the Secretarial Standard on General Meetings (SS-2) issued by the ICSI and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs from time to time the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as e-voting on the date of the EGM/AGM will be provided by NSDL.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.bhatiamobile.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
7. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular issued from time to time

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

The remote e-voting period begins on Wednesday, July 22, 2026 (9:00 a.m. IST) to Friday, July 24, 2026 (5:00 p.m. IST). 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. Saturday, July 18, 2026, 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 Saturday, July 18, 2026.

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

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:





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.	<p>1. For OTP based login you can click on https://eservices.nsd.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>2. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.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 or joining virtual meeting & voting during the meeting.</p> <p>3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p> <p>4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number 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 or joining virtual meeting & voting during the meeting.</p> <p>5. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p>  </div> <div style="text-align: center;">  <p>Google Play</p>  </div> </div>



<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
<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. 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 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
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000</p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911</p>



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

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

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

Alternatively, if you are registered for NSDL 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 139929 then user ID is 139929001***

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.com 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 “139929” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting” .
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the Resolution(s), you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/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 brawal1011@gmail.com with a copy marked to evoting@nsdl.com. 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.: 022 - 4886 7000 or send a request at evoting@nsdl.com

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 cs@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 cs@bhatiamobile.com 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.com 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 EGM/AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM/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 EGM/AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/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 EGM/AGM shall be the same person mentioned for Remote e-voting.

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

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under "**Join meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join 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 cs@bhatiamobile.com. The same will be replied by the company suitably.

Other information:

Your login id and password can be used by you exclusively for e-voting on the resolutions placed by the companies in which you are the shareholder.

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

Date: June 27, 2026
Place: Shop No. 307 to 311, First Floor, Bhatia Complex, Near Sosyo Circle, Bamroli Road, Bamroli, Surat, Choras, Gujarat, India, 394210
Website: www.bhatiamobile.com,
E mail: info@bhatiamobile.com,
Ph: 9727714477

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

Sd/-
Chintikaben Hasmukhbhai Shah
Company Secretary and Compliance Officer



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

ITEM NO. 4

Members of the Company in its 13th Annual General Meeting held on September 22, 2021 have appointed M/s R P R & Co., Chartered Accountants, (Firm's Registration No. 131964W) as the statutory auditor of the Company for the period of five years i.e. till the conclusion of 18th Annual General Meeting of the Company. As the term of M/s R P R & Co., Chartered Accountants, as statutory auditor of the Company is going to be completed at this 18th Annual General Meeting of the Company, they are retiring from the position of the statutory auditor of the Company.

The Company shall require to appoint new statutory auditor in place of the retiring auditor and hence, in accordance with the provisions of the Companies Act, 2013 and on the recommendation of Audit Committee and in the best interest of the Company, the Board of Directors of the Company in its meeting held on June 27, 2026 have considered and recommended for the appointment of M/s R Kejriwal & Co., Chartered Accountants (Firm Registration Number 133558W) as the Statutory Auditor of the Company for the period of five consecutive years i.e. from the conclusion of 18th Annual General Meeting till the conclusion of 23th Annual General Meeting of the Company.

The Company has received letter from the M/s R Kejriwal & Co., Chartered Accountants, that their appointment, if made, would be within the prescribed limits 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. They are registered with the Institute of Chartered Accountants of India ("ICAI") (Firm Registration No. 133558W).

R Kejriwal & Co. is a Firm of Chartered Accountants providing Taxation and Audit services having experience of more than 13 years in the field of professional services with technical expertise through a team of highly competent professionals. The firm has immense knowledge and experience in Statutory Audits and dealing with matters relating to Financial Reporting, Tax Laws and Company Law.

As required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, M/s R Kejriwal & Co., Chartered Accountants has confirmed that they hold a valid certificate issued by the Peer Review Board of ICAI.

After evaluating all proposals and considering various factors such as independence, industry experience, technical skills, geographical presence, audit team, audit quality reports, etc., M/s R Kejriwal & Co., Chartered Accountants has been recommended to be appointed as the Statutory Auditors of the Company.

The proposed fees payable to M/s R Kejriwal & Co., Chartered Accountants for the financial year 2026-27 would be ₹ 2,00,000/- (Rupees Two lakhs only). The fees payable to M/s R Kejriwal & Co., Chartered Accountants for the remaining financial years would be fixed by the Board from time to time as mutually agreed between the Board of Directors and M/s R Kejriwal & Co., Chartered Accountants. Further, there were no material changes in terms of payment of fee payable to new auditor. The remuneration of the erstwhile auditors was fixed based on the terms approved in September 2021. Considering the increased scale of operations, enhanced regulatory compliances, and expanded scope of audit work since then, the proposed remuneration of the new auditors has been revised accordingly.

Pursuant to Section 102 of the Companies Act, 2013, the Board of Directors of the Company do hereby confirm that none of its Director or Key Managerial Personnel and their immediate relatives are concerned or interested,



financially or otherwise, in the aforesaid resolution set out in item no. 4. Board of Directors of the Company recommends passing resolution set out in item no. 4 of the Notice as an Special Resolution.

ITEM NO.5

Pursuant to provisions of section 180(1)(c) of the Companies Act, 2013; the board of directors of the company may borrow money on behalf of the company (along with the existing borrowings) up to the aggregate of company's paid-up share capital, free reserves and securities premium. Further, when the board requires to borrow money in excess of the aforesaid aggregate limit, a special resolution is required to be passed in the Company's General Meeting to authorise the board to the borrow the sum(s) of money up to the specified limit in the said special resolution.

Further, provisions of Section 180(1)(a) of the Companies Act, 2013 provides for the power to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company subject to the approval of members in the General Meeting, which authorisation is also proposed up to the specified limit in the said special resolution. Moreover, in order to facilitate the secured borrowing made by the Company, it would be necessary to create pledge, mortgage, hypothecate and/or charge on the assets or whole or part of the undertaking of the Company.

Keeping in view the Company's existing and future financial requirements to support its business operations and to ensure smooth cashflow, when required, it is now proposed that the Company may fix the overall borrowing limit at ₹ 200,00,00,000 (Rupees Two Hundred Crores Only) and recommend the same to the shareholders for approval.

Pursuant to Section 102 of the Companies Act, 2013, the Board of Directors of the Company do hereby confirm that none of its Director or Key Managerial Personnel and their immediate relatives are concerned or interested, financially or otherwise, in the aforesaid resolution set out in item no. 5.

Board of Directors of the Company recommends passing resolution set out in item no. 5 of the Notice as a Special Resolution.

ITEM NO.6

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

The current loans and investments of the Company is although well within the limits specified under the law, it was thought expedient by the Board that as a measure of achieving greater financial flexibility and to enable optimal financial structuring and to keep sufficient safeguard, the said limits specified under Section 186 be increased to ₹ 200,00,00,000 (Rupees Two Hundred Crores Only) with the approval of shareholders.

Pursuant to Section 102 of the Companies Act, 2013, the Board of Directors of the Company do hereby confirm that none of its Director or Key Managerial Personnel and their immediate relatives are concerned or interested, financially or otherwise, in the aforesaid resolution set out in item no. 6.



Board of Directors of the Company recommends passing resolution set out in item no. 6 of the Notice as a Special Resolution.

Date: June 27, 2026
Place: Shop No. 307 to 311, First Floor, Bhatia Complex, Near Sosyo Circle, Bamroli Road, Bamroli, Surat, Choras, Gujarat, India, 394210
Website: www.bhatiamobile.com,
E mail: info@bhatiamobile.com,
Ph: 9727714477

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

Sd/-
Chintikaben Hasmukhbhai Shah
Company Secretary and Compliance Officer

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

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

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

Name of Director	Nikhil Harbanslal Bhatia
DIN	02063706
Date of Birth	16/02/1982
Qualification	H.S.C.
Expertise in specific functional areas	Expert in Mobile Retail Marketing
Experience	20 Years
Terms and Conditions of Appointment/ Reappointment	As per the resolution at item No. 3 of the notice convening this meeting, Mr. Nikhil Harbanslal Bhatia is liable to retire by rotation at the meeting and eligible for re-appointment.
Remuneration Last drawn	5,00,000 p.m.
Remuneration Proposed	5,00,000 p.m.
Date of First Appointment	01/04/2008
Relationship with Directors/ Key Managerial Personnel	Mr. Nikhil Harbanslal Bhatia is the son of Mrs. Kamleshkumari Harbanslal Bhatia and brother of Mr. Sanjeev Harbanslal Bhatia and so they are concerned / interested in this resolution.
List of listed entities in which directorship is held as on 31/03/2026	Bhatia Communications & Retail (India) Limited
Chairman / Member of the Committee of other Company	NIL
No. of Meetings of the Board Attended during the year	11

The Board recommends this Resolution for Members approval.

Date: June 27, 2026
Place: Shop No. 307 to 311, First Floor, Bhatia
Complex, Near Sosyo Circle,
Bamroli Road, Bamroli, Surat, Chorasi,
Gujarat, India, 394210
Website: www.bhatiamobile.com,
E mail: info@bhatiamobile.com,
Ph: 9727714477

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

Sd/-
Chintikaben Hasasmukhbhai Shah
Company Secretary and Compliance Officer