

Date: 11/07/2026

To,
BSE Limited,
Phirozen Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400001, Maharashtra

Scrip ID / Code: KDML / 539788

Subject: Annual Report for the financial year 2025-26

Dear Sir / Madam,

Pursuant to Regulation 34(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith the Annual Report of the company for the financial year 2025-26. The Annual Report containing the Notice of 15th Annual General Meeting is also uploaded on the company's website.

Kindly take the same on your records.

Thanking you,
For Khemani Distributors & Marketing Limited

Charmi Soni
Company Secretary

Encl.: as above

The cover features a light blue background with a faint city skyline. Large, dark blue geometric shapes are positioned at the top and bottom corners. Two horizontal orange lines separate the title from the year and the company name.

ANNUAL REPORT

2026

**Khemani Distributors
and Marketing Limited**

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KHEMANI

ABOUT THE COMPANY

Khemani Distributors and Marketing Limited, established in 2011 and headquartered in Surat, Gujarat, is a leading distribution and marketing company with a strong presence in India's fast-moving consumer goods (FMCG) sector. Over the years, Khemani has earned a reputation for operational excellence, market responsiveness, and enduring business partnerships.

As a key channel partner of Hindustan Unilever Limited (HUL), Khemani plays a vital role in ensuring the seamless availability of HUL's diverse product portfolio across both General Trade and Modern Trade channels. Leveraging a robust supply chain network and deep market penetration, the company effectively connects leading FMCG brands with thousands of retail outlets.

Driven by a commitment to innovation and customer-centricity, Khemani has consistently embraced digital transformation and smart distribution practices. From actively promoting HUL's e-B2B platform, Shikhar, to facilitating digitization at the kirana store level, the company continues to modernize retail operations and strengthen last-mile delivery capabilities.

Recognizing the evolving retail landscape, Khemani is proactively adapting its distribution strategy to stay ahead of market shifts. The company is enhancing engagement with key retailers, implementing channel-specific execution strategies, and leveraging technology to drive efficiency and growth. Through a combination of digital tools, data-driven insights, and a strong local network, Khemani is helping traditional trade become smarter, faster, and future-ready.

Khemani's commitment to excellence has been consistently recognized by Hindustan Unilever through multiple performance awards, reaffirming its position as a trusted and high-performing distribution partner.

Backed by a passionate team, forward-looking leadership, and a vision focused on sustainable growth, Khemani continues to strengthen its role in India's FMCG distribution ecosystem, delivering value to brand partners, retailers, customers, and the communities it serves.

AWARDS AND RECOGNITION OVER THE YEARS

Recognition for its contribution as a valued Partner with Modern Trade.

10 years of excellence presented by HUL



Certificate of Appreciation for massive performance in 2021.

Award for Excellence in growth – MT



Message from the Desk of Chairman & Managing Director

Dear Shareholders,

It is my privilege to present the Annual Report of Khemani Distributors and Marketing Limited for the Financial Year 2025-26.

The year under review was marked by a dynamic and challenging economic environment. While our core distribution operations remained stable and continued to serve our customers effectively, volatility in the financial markets adversely impacted the Company's overall financial performance, resulting in a loss during the year. Although the outcome was below our expectations, we remain confident in the strength of our business fundamentals and our ability to create long-term value.

Khemani continues to be proud of its association as a redistribution stockiest of Hindustan Unilever Limited (HUL), one of India's most respected FMCG companies. Through our strong distribution network, dedicated workforce, and customer-centric approach, we remain committed to ensuring the efficient availability of HUL's trusted brands across our markets. We continue to invest in strengthening our distribution capabilities, embracing digital initiatives, and enhancing operational efficiencies to meet the evolving needs of retailers and consumers.

At the heart of our success lies our people. We remain committed to fostering a culture of equity, diversity, and inclusion, where every individual is respected, valued, and empowered to contribute meaningfully. We believe that a diverse and inclusive workplace is essential to driving innovation, collaboration, and sustainable growth.

Corporate Social Responsibility continues to be an integral part of our philosophy. Beyond regulatory compliance, we view CSR as a responsibility towards the communities in which we operate. During the year, we continued to support initiatives in healthcare, education, and social welfare, reaffirming our commitment to making a positive and lasting impact on society.

While short-term market fluctuations have affected our financial results, our long-term vision remains unchanged. We are focused on strengthening our operational performance, prudently managing risks, and pursuing sustainable growth opportunities. The Board and management team remain committed to building a stronger and more resilient organization capable of delivering value to all stakeholders.

I would like to express my sincere gratitude to our shareholders, customers, business partners, bankers, and employees for their continued trust, support, and confidence. Your unwavering commitment has been instrumental in helping us navigate challenges and prepare for future opportunities.

As we move forward, we do so with determination, optimism, and a clear focus on creating enduring value for our stakeholders.

Thank you for being a part of Khemani's journey.

Yours' Sincerely,

Vijaykumar Khemani

Chairman and Managing Director



KHEMANI

Board of Directors and Key Managerial Personnel

Shri Vijaykumar Khemani
Chairman & Managing Director

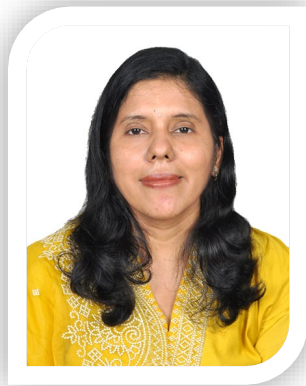


Shri Vijaykumar Mangturam Khemani is the Pioneer of the Company and has been on Board since Inception. Presently, he is the Chairman and Managing Director of the Company. He has over 21 years of rich experience across various Businesses. Under his Leadership, the entire Khemani Group is enjoying eminent, honoured and prestigious reputation in the FMCG Industry. The Group has grown from Scratch to what it is Today. He is the Guiding Force behind the Strategic Decisions of our Company. He is socially very active, being associated with Social Organisations like Agarwal Vikas Trust and Agarwal Samaj Vidya Vihar Trust. He is acting as a Treasurer in Agarwal Education Foundation and as a Committee Member in Agarwal Pragati Trust.

Mr. Amitkumar Khemani
Whole Time Director & CFO

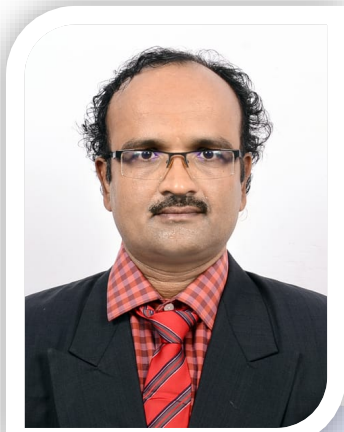


Mr. Amitkumar Vijaykumar Khemani has been on Board since Inception and pioneered the Company under the Guidance of his Father Mr. Vijaykumar Khemani. He is presently serving as the Whole Time Director and Chief Financial Officer of the Company. He holds Bachelors' Degree of Commerce. He has wide Experience of more than 11 years into FMCG Trading Industry, Supply Chain, Warehousing, Customer & Vendor Development and Logistics Management. He plays an instrumental role in taking major Policy Decisions, Planning and Formulating the Overall Business Strategies and developing Business Relations with Stakeholders at large. He is looking after Banking & Financing of Company, manage Company Associations, identify and explore various Business Opportunities.



Mrs. Anupa Amitkumar Khemani
Non-Executive Director

Mrs. Anupa Amitkumar Khemani is the Non-Executive Director, associated with the Company since 2015. She holds a Master's Degree in Management and Business Administration (Marketing). She is responsible for identifying new targets. She adds her Marketing Skills for the Development of the Company.



Mr. Mukeshkumar Kabra
Independent Director

Mr. Mukeshkumar Devidutt Kabra is an Independent Director, associated with the Company since 2017. He is Chartered Accountant by Profession and cleared various certification courses of International Taxation and FAFD, conducted by ICAI. He is currently practicing with S.K. Kabra & Company, a Chartered Accountant Firm. He is serving as a Vice President of Chartered Accountant Association of Surat & Trustee and Managing Committee Member of Dr. Ambedkar Vanvasi Kalyan Trust. His core area of practice is Direct tax and regularly writing articles on Taxation and Economy, being published in famous publication houses like Taxman, Tax publisher, Tax Guru, Financial Express, First post and New 18. He has 27 Years of expertise into his substantive area of Accountancy and Auditing.



Mr. Balkishan Agarwal
Independent Director

Mr. Balkishan Ramsnehi Agarwal is an Independent Director, associated with the Company since 2017. He is Chartered Accountant by Profession. He is the Founder Partner in DBS & Associates, a Chartered Accountant Firm. Presently, He is a Senate Member in VNSGU appointed by Education Dept. of Govt. of Gujarat. He is actively associated with SHANTAM, an NGO who is working for the welfare of Senior Citizens. He is associated with few more NGOs as a Board Member and

working for the betterment of Society. He has 20 Years of refined knowledge and proficiency into his core practice of Accountancy and Auditing.

Mrs. Pratibha Pankaj Gulgulia

Independent Director



Mrs. Pratibha Pankaj Gulgulia has been appointed as an Independent Director of the Company with effect from 20th August, 2025. She holds a degree in Commerce with a specialization in Accountancy, having graduated from Maharshi Dayanand Saraswati University, Rajasthan, in 2000. With extensive experience in corporate governance, she brings a strong foundation in management, complemented by strategic vision and effective leadership. Her forward-thinking approach and valuable insights are expected to play a significant role in driving the Company's continued growth and success.

Ms. Charmi Soni

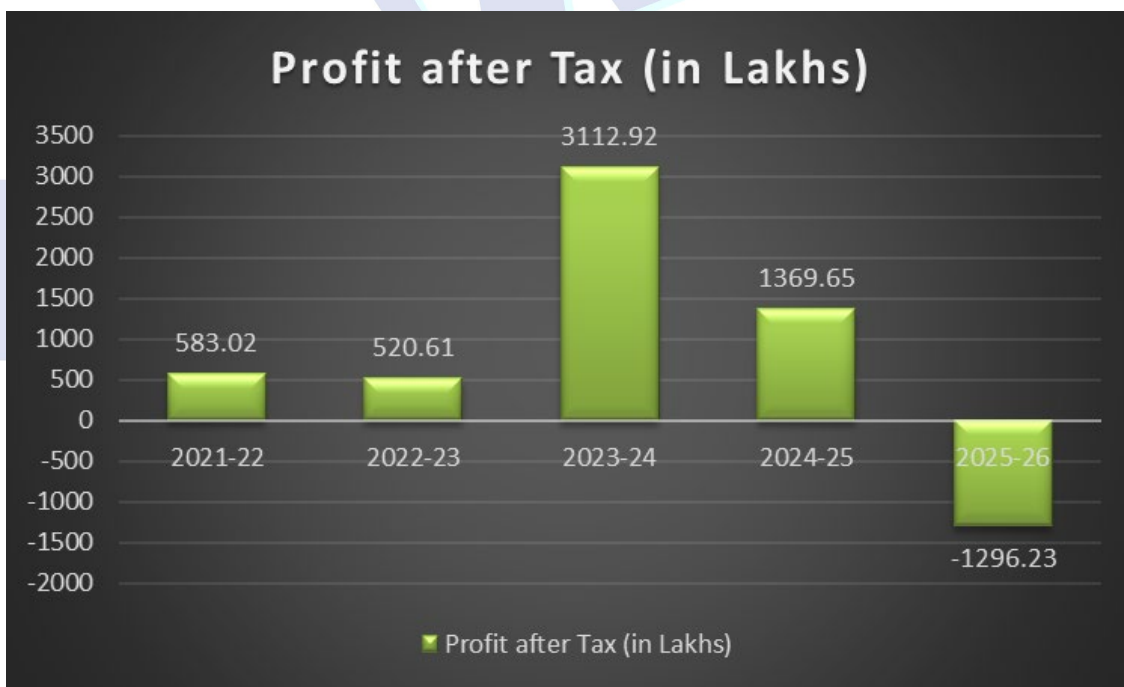
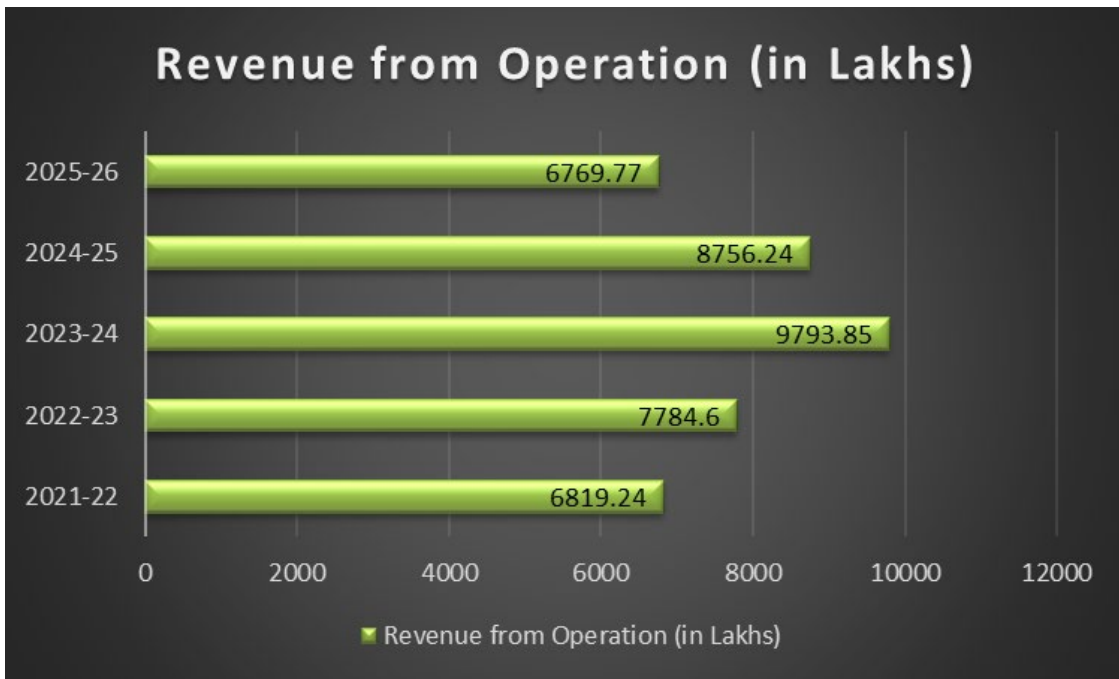
Company Secretary and Compliance Officer



Charmi Soni is an Associate Member of the Institute of Company Secretaries of India (ICSI) with around 3 years of post-membership experience. She has demonstrated expertise in corporate governance, secretarial compliance, and legal advisory across diverse sectors including textiles, logistics, and the paper industry.

In her role, she ensures strict adherence to statutory and regulatory requirements under the Companies Act, SEBI regulations, FEMA, and other applicable laws. Charmi plays a key role in conducting Board and committee meetings, handling secretarial audits, ensuring timely statutory filings, and maintaining robust governance practices. Her diligence, clarity in compliance, and effective coordination with stakeholders contribute significantly to the company's corporate compliance and governance ecosystem.

Results at Glance



Corporate Information

BOARD OF DIRECTORS & KEY MANAGERIAL PERSONNEL

Shri Vijaykumar Khemani	Chairman & MD
Mr. Amitkumar Khemani	Whole Time Director & CFO
Mrs. Anupa Khemani	Non-Executive Director
Mr. Mukeshkumar Kabra	Independent Director
Mr. Balkishan Agarwal	Independent Director
Mrs. Pratibha Pankaj Gulgulia	Independent Director
Ms. Charmi Soni	Company Secretary and Compliance Officer

AUDITORS OF THE COMPANY

STATUTORY AUDITOR	B Chordia & Co. Chartered Accountants
SECRETARIAL AUDITOR	CS Bhaveshkumar Rawal Company Secretary in Practice
INTERNAL AUDITOR	Ravindra Dhakkar Chartered Accountants

BANKERS TO COMPANY

Kotak Mahindra Bank	Axis Bank Limited
ICICI Bank Limited	HDFC Bank Limited
Barclays Bank PLC	

REGISTERED OFFICE OF COMPANY

Khemani Distributors & Marketing Limited

CIN: L74300GJ2011PLC063520

Plot No. D/91-92, Laxminarayan Industrial Park, Near BRC Compound, Udhna, Bhestan Road,
Surat-394210, Gujarat

Contact: +91-9737747888

Email: investors@khemanigroup.net

Website: www.khemanigroup.net

REGISTRAR AND SHARE TRANSFER AGENT

Bigshare Services Private Limited

Office No. S6-2, 6thFloor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East) Mumbai – 400093, Maharashtra

Contact: 022 – 62638200

Email: investor@bigshareonline.com

Website: www.bigshareonline.com

Book Closure: 03/08/2026 – 04/08/2026

Scrip Code: 539788

ISIN: INE030U01025

15th Annual General Meeting

Date: 04th August, 2026

Time: 11:00 AM

Venue: Registered Office



KHEMANI



ANNUAL REPORT

2026



NOTICE OF 15TH ANNUAL GENERAL MEETING

NOTICE OF 15TH ANNUAL GENERAL MEETING

NOTICE is hereby given that **15th Annual General Meeting** of Khemani Distributors and Marketing Limited (CIN: L74300GJ2011PLC063520) (the "Company") will be held on **Tuesday, 04th August, 2026 at 11:00 AM** at **Registered Office** of the Company situated at Plot No. D/91-92, Laxminarayan Industrial Park, BRC Compound, Udhna, Bhestan Road, Surat-394210, Gujarat to transact the following matters and if thought fit, to pass the following resolutions. This notice of meeting is being given pursuant to Section 101 read with the rules made thereunder (the "Companies Act, 2013") (including any statutory modification(s) or reenactment(s) thereof for the time being in force) and in accordance with the Articles of Association of the Company.

ORDINARY BUSINESS:

- 1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2026, together with the Reports of the Board of Directors and the Auditors 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 Balance Sheet, Statement of Profit & Loss and Cash Flow Statement together with accounting policies and notes forming part of the accounts for the year ended March 31, 2026 along with the Auditors' Report and Directors' Report, be and are hereby considered, adopted and approved"

- 2. To consider and approve the re-appointment of Mrs. Anupa Amitkumar Khemani (DIN: 07360209) as a Director of the Company, who retires by rotation and being eligible offers herself for re-appointment.**

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

"RESOLVED THAT in accordance with the provision of Section 152(6) and all other applicable provisions, if any, of the Companies Act, 2013, Mrs. Anupa Amitkumar Khemani (DIN: 07360209), Non-Executive Director, who retires by rotation at this annual general meeting, be and is hereby reappointed as a Non-Executive Director of the Company, liable to retire by rotation."

3. Re-Appointment of Statutory Auditor for the second term of 5 years:

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

“RESOLVED THAT pursuant to Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), **B Chordia & Co., Chartered Accountants** (Firm Registration No. 121083W) be and are hereby re-appointed as Statutory Auditors of the Company for a second term of 5 years to hold office from the conclusion of this Annual General Meeting till the conclusion of the 20th Annual General Meeting to be held in the year 2031-32, on such remuneration as shall be fixed by the Board of Directors of the Company in consultation with Statutory Auditor.

RESOLVED FURTHER THAT any Director or KMP of the Company be and are severally authorized to settle any question, difficulty or doubt that may arise in this regard and to file, sign, verify and execute all such e-forms, papers or documents as may be required and to do all such acts, deeds, matters and things as may be necessary for giving effect to this Resolution.”

Place: Surat
Date: 11/07/2026

By Order of the Board of Directors
**Khemani Distributors & Marketing
Limited**

Sd/-
Charmi Soni
Company Secretary and Compliance
Officer

NOTES:

1. *A member entitled to attend and vote at an Annual General Meeting (AGM) is entitled to appoint a proxy to attend and vote on their behalf and the proxy need not be a member of the Company. In order to be effective, the instrument of the proxy, duly completed and signed, must be received by the Company, not later than forty-eight (48) hours before the commencement of the meeting. Proxies submitted on behalf of Companies, Societies, etc., must be supported by appropriate Resolutions/ Authority Letter, as applicable. (Proxy form is annexed to this report).*

A person can act as proxy on behalf of not more than fifty (50) Members and holding in the aggregate not more than ten percent (10%) of the total share capital of the Company carrying voting rights. A Member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy for his entire shareholding and such person shall not act as a proxy for another person or shareholder.

If a proxy is appointed for more than fifty members, he/she shall choose any fifty Members and confirm the same to the Company before the commencement of the specified period for Inspection. In case the proxy fails to do so, the Company shall consider only the first fifty proxies received as valid.

2. A statement providing additional details of the Directors seeking appointment / re-appointment as set out at Item Nos. 2 of the Notice dated 11th July, 2026 is annexed herewith as required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India.
3. In the case of Institutional / Corporate Members intending to send their authorised representatives to attend the AGM pursuant to the provisions of Section 113 of the Companies Act, 2013, it is hereby requested to send a scanned copy of the Board Resolution/ Authorization authorizing the representative to attend the AGM and vote on its behalf at the meeting. The said Resolution / Authorization shall be sent to the Company Secretary by email through its registered email address to investors@khemanigroup.net.
4. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.

5. To support the 'Green Initiative', Members holding Shares in dematerialised mode are requested to register/update their email addresses with the relevant Depository Participant ('DP').
6. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DP in case the shares are held by them in electronic form.
7. The Members, whose names appear in the Register of Members/List of Beneficial Owners as on **Thursday, 31st July, 2026**, being the **cut-off date**, are entitled to Vote on the Resolutions set forth in this Notice. The voting rights of Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date. A person who is not a Member as on the cut-off date should treat this Notice of AGM for information purpose only.
8. Pursuant to the provisions of Section 91 of the Companies Act, 2013 read with Rule 10 of the Companies (Management and Administration) Rules, 2014, the Register of Members of the Company will remain close from **Monday, 03rd August, 2026, to Tuesday, 04th August, 2026** (both days inclusive) in connection with the AGM.
9. Members seeking any information with regard to the accounts or any matter to be placed at the AGM are requested to write to the Company through email at investors@khemanigroup.net at least 7 days before the date of the meeting.
10. Attendance of the Members/Proxy holders attending the AGM, in possession of valid attendance slip duly filled and signed shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013. The Company reserves its right to take all steps as may be deemed necessary to restrict non-members from attending the meeting.
11. Members may note that Notice of the AGM along with the Annual Report for the Financial Year 2025-26 will also be available on the Company's Website at www.khemanigroup.net and on Website of the Stock Exchange, i.e. BSE Limited at www.bseindia.com.
12. The attention of the Members of the Company is invited that pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2015 as amended from time to

time, the exemption with respect to Voting by Electronic Means is available to the Company which are referred to in Chapter XB or Chapter XC of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 and Accordingly, your Company has opted to hold this AGM and providing Voting facility to the Members physically only.

13. The facility for voting through Ballot Paper shall be made available at AGM and the Members attending the AGM shall be able to exercise their right at the meeting through Ballot Paper.
14. The Board of Directors of the Company has appointed Mr. Bhaveshkumar Rawal, Company Secretary in Practice, Surat, as the Scrutinizer to conduct and provide voting and poll facility to the Members at the AGM.
15. The Scrutinizer, after scrutinizing the votes cast at the meeting, will, not later than forty-eight (48) hours of conclusion of the Meeting, make a Consolidated Scrutinizer's Report and submit the same to the Chairman or Company Secretary of the Company in writing who shall declare the Voting Results of the AGM. The Results declared along with the Consolidated Scrutinizer's Report shall be placed on the website of the Company www.khemanigroup.net. The Results shall also be uploaded to the Stock Exchange, i.e. BSE Limited website within 48 hours of the conclusion of the AGM.
16. The Registers under the Companies Act, 2013 will be available for inspection by the Members at the AGM.
17. Route Map showing Directions to reach to the venue of the 15th AGM is given as per the requirement of the Secretarial Standards-2 on "General Meeting."

EXPLANATORY STATEMENT

(Pursuant to Section 102 of the Companies Act, 2013 and other applicable provisions)

This explanatory statement is in terms of Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. However, the same is strictly not required as per Section 102 of the Companies Act, 2013.

Item No. 3: 3. Re-Appointment of Statutory Auditor for the second term of 5 years

M/s. B. Chordia & Co., Chartered Accountants (Firm Registration No. 121083W), were appointed as the Statutory Auditors of the Company for a term of five consecutive years commencing from the conclusion of the 10th Annual General Meeting held on 22nd September, 2021 and their present term shall expire at the conclusion of the ensuing Annual General Meeting.

Based on the recommendation of the Audit Committee, the Board of Directors at its meeting held on **11th July, 2026** has recommended the re-appointment of **M/s. B. Chordia & Co., Chartered Accountants (Firm Registration No. 121083W)**, as the Statutory Auditors of the Company for a second term of five consecutive years commencing from the conclusion of this Annual General Meeting until the conclusion of the 20th Annual General Meeting of the Company to be held in the year 2031-32, at such remuneration as may be determined by the Board of Directors in consultation with the Statutory Auditors.

M/s. B. Chordia & Co. have conveyed their consent to act as the Statutory Auditors of the Company and have confirmed that their re-appointment, if made, will be in accordance with the provisions of Sections 139, 141 and other applicable provisions of the Companies Act, 2013 and the rules framed thereunder.

The Board recommends the Ordinary Resolution set out at Item No. 3 of the Notice for approval of the Members.

None of the Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

ANNEXURE TO NOTICE**Details of Directors Seeking Appointment/Re-Appointment at the Annual General Meeting:**

(Additional Information of Directors seeking re-appointment as required under Regulation 36(3) of Listing Regulations, as amended and Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India)

1. ANUPA AMITKUMAR KHEMANI

Particulars	Item No. 2
Name of the Director	Anupa Amitkumar Khemani
Designation / Category	Non-Executive Director
Director Identification Number (DIN)	07360209
Date of Birth	08/02/1982 (44 years)
Initial Date of appointment on the Board	10/12/2015
Nationality	Indian
Qualification	MBA (Marketing)
Experience (including expertise in specific functional area)	She has more than 10 years of experience in food industry and its distributorship.
Brief resume and nature of expertise in specific functional areas	Mrs. Anupa Khemani holds a Master Degree in Management and Business Administration (Marketing). Being a Home Maker, she also looks after the day to day activities of the Company. She is responsible for identifying new targets. She adds her Marketing Skills for the Development of the Company.
Remuneration last drawn	Nil
Disclosure of relationship with Directors inter-se	Mr. Vijaykumar Khemani and Mr. Amitkumar Khemani being relatives of director and are interested in this resolution.
Number of Equity Shares held in the Company	11,280 Shares (0.05%)
Membership / Chairmanship in Committee of the Company	NA
Names of listed entities in which the person also holds the directorship and the membership of Committees of the board along with listed entities from which the person has resigned in the past three years;	NA



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2026



BOARD'S REPORT



Board's Report

To the Members of,
Khemani Distributors & Marketing Limited

Your Directors are pleased to present the 15th Annual Report of the Company together with the Audited Financial Statements and Auditors' Report for the Financial Year 2025-26.

1. FINANCIAL PERFORMANCE AND STATE OF AFFAIRS: -

The Standalone Financial Statements for the F.Y. ended 31st March, 2026, forming part of this Annual Report, have been prepared in accordance with the Generally Accepted Accounting Principles in India ('Indian GAAP') to comply in all material respects with the notified Accounting Standards ('AS') prescribed under Section 133 of the Companies Act, 2013 ("Act") and other recognized accounting practices and policies to the extent applicable. The Company's performance during the F.Y. under review as compared to the previous F.Y. is summarized below:

(Amount in lacs)

Particulars	FY 2025-26	FY 2024-25
Revenue from Operations	6769.77	8756.24
Other Income	1166.51	455.60
Total Income	7936.29	9211.84
Total Expenses	9671.15	7404.04
Profit / (Loss) Before Tax & Exceptional Items	1734.86	1807.80
Less: Exceptional items	0.00	0.00
Profit / (Loss) Before Tax	(1734.86)	1807.80
Less: Tax Expense:		
- Current Tax	0.00	438.00
- Deferred Tax	438.62	0.15
Net Profit / (Loss) After Tax	(1296.23)	1369.65

During the year, your Company has recorded a Total Income of **Rs. 7936.29 Lacs** as compared to that of the previous year which was Rs. 9211.84 Lacs. Accordingly, the company incurred loss of **Rs. 1296.23 Lacs** as compared to the Profit after tax of the previous year Rs. 1369.65 Lacs.

While the Company reported a loss during the year, your Directors remain optimistic about its long-term prospects. With a focus on operational excellence, prudent financial management, and the effective utilization of market opportunities, the Board is confident of

improving the Company's performance and creating sustainable value for stakeholders in the years ahead.

2. **TRANSFER TO RESERVES: -**

During the financial year under review, the Company incurred a loss and, accordingly, no amount has been transferred to the Reserves.

3. **DIVIDEND: -**

In view of loss incurred during the year & considering future business requirements, the board has not recommended any dividend for the year ended 31st March, 2026.

4. **UNCLAIMED DIVIDEND:**

There is no balance lying in unpaid equity dividend account.

5. **DEPOSITS: -**

During the year under review, the Company has not accepted any deposit from the public falling within the ambit of section 73 of Companies Act 2013 and the Companies (Acceptance of Deposits) Rules, 2014.

6. **BOARD OF DIRECTORS: -**

The Board of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Non-Independent Director and Non-Executive Independent Directors including Women Director in accordance with the provisions of Act and SEBI Listing Regulations. All the Directors possess extensive experience and specialized knowledge in various sectors, encompassing finance, accountancy, and other relevant areas.

As on 31st March, 2026, the Board of your Company consists of Six (6) Directors as follows:

Sr. No.	Name of Director and DIN	Status
1.	Mr. Vijaykumar Mangturam Khemani (DIN: 02227389)	Chairman Executive Director
2.	Mr. Amitkumar Vijaykumar Khemani (DIN: 02227413)	Executive Director
3.	Mrs. Anupa Amitkumar Khemani (DIN: 07360209)	Non-Executive Director Non-Independent Director (Woman)

		Director)
4.	Mr. Balkishan Ramsnehi Agarwal (DIN: 07403295)	Independent Director
5.	Mr. Mukeshkumar Devidutt Kabra (DIN: 07987025)	Independent Director
6.	Pratibha Pankaj Gulgulia (DIN: 07121815)	Independent Director

The following changes took place in the composition of the Board of Directors during the Financial Year:

1. Mrs. Pratibha Pankaj Gulgulia was appointed as an additional Independent Director of the company w.e.f. 20th August, 2025 and further regularized as an Independent Director on 17th September, 2025.
2. During the year under review, Mr. Amit Mahavirprasad Jain has completed his tenure of 10 years as an Independent Director of the company w.e.f. 01st January, 2026.

Mrs. Anupa Amitkumar Vijaykumarji Khemani (DIN: 07360209), retires by rotation at the ensuing Annual General Meeting and being eligible offers herself for re-appointment.

None of the Directors of the Company have incurred any disqualification under Section 164(2) of the Act read with Rule 14(1) of the Companies (Appointment and Qualification of Directors) Rules, 2014. All the Directors have confirmed that they are not debarred from accessing the capital market as well as from holding the office of Director pursuant to any order of SEBI or MCA or any other such Regulatory Authority.

None of the Director is a Director in more than 10 Public Limited Companies or acts as an Independent Director in more than 7 Listed Companies. Further, none of the Directors on the Company's Board is a Member of more than 10 (ten) Committees and Chairman of more than 5 (five) Committees (Committees being, Audit Committee and Stakeholders' Relationship Committee) across all the Companies in which he/she is a Director. All the Directors have made necessary disclosures regarding Committee positions held by them in other companies as on 31st March, 2026.

7. KEY MANAGERIAL PERSONNEL: -

Pursuant to the provisions of Section 203 of the Act, the Key Managerial Personnel of the Company as on 31st March, 2026, are:

Sr. No.	Name	Designation
1.	Mr. Vijaykumar Mangturam Khemani (DIN: 02227389)	Chairman & Managing Director
2.	Mr. Amitkumar Vijaykumar Khemani (DIN: 02227413)	Whole Time Director & CFO
3.	Ms. Charmi Soni	Company Secretary & Compliance Officer

8. COMPOSITION OF COMMITTEES OF BOARD AND ITS MEETINGS: -

The details pertaining to the composition of Committees of the Board and their meetings held during the year are provided in **Annexure-1**.

9. MEETINGS OF BOARD OF DIRECTORS/BOARD MEETINGS: -

During the financial year ended on 31st March, 2026, four (4) Board meetings were held. The maximum interval between any two meetings did not exceed 120 days. The prescribed quorum was present for all the Meetings and Directors of the Company actively participated in the meetings and contributed valuable inputs on the matters brought before the Board of Directors from time to time.

Details of Board Meetings held during the year:

Sr. No.	Date of Meetings	Board Strength	Directors' Present
1	21/05/2025	6	6
2	20/08/2025	6	6
3	12/11/2025	7	7
4	13/02/2026	6	6

Attendance of Directors at the Board Meetings and at last AGM:

Name of Directors	No. of Board Meetings held and attended during the FY 2025-26		Whether Last AGM attended
	Held	Attended	
Vijaykumar Khemani	4	4	Yes
Amitkumar Khemani	4	4	Yes
Anupa Khemani	4	4	Yes
Amit Jain	3	3	No
Balkishan Agarwal	4	4	No

Mukeshkumar Kabra	4	4	Yes
Pratibha Pankaj Gulgulia	2	2	Yes

10. GENERAL MEETINGS: -

During the year under review, 14th Annual General Meeting of the Company was held on 17th September, 2025. No Extra-Ordinary General Meeting was held during the year.

11. DECLARATION FROM INDEPENDENT DIRECTORS: -

The Company has received Declarations from all the Independent Directors confirming that:

- they meet the criteria of independence as prescribed under the provisions of the Companies Act, read with the Schedule and Rules issued thereunder, and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. There has been no change in the circumstances affecting their status as Independent Directors of the Company; and
- they have complied with the Code for Independent Directors prescribed under Schedule IV to the Act and formulated by the Company; and
- they have registered their names in the databank of Independent Directors as being maintained by the Indian Institute of Corporate Affairs in terms of Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014.

In the opinion of the Board, the Independent Directors possess the requisite expertise and experience and are persons of high integrity and repute. They fulfill the conditions specified in the Act, and the rules made thereunder and are independent of the management.

12. SEPARATE MEETING OF INDEPENDENT DIRECTORS: -

In terms of requirement of Schedule IV of the Companies Act, 2013, the Independent Directors of the company have complied with the code of Independent Director. Independent Directors met separately on **February 13, 2026** to inter alia review the performance of Non-Independent Directors (Including the Chairman), the entire Board and the quality, quantity and timeliness of the flow of the information between the Management and the Board.

13. BOARD EVALUATION: -

In accordance with the provisions of the Companies Act, 2013 and the corporate governance requirements stipulated under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the Board of Directors has undertaken an annual evaluation of its own performance, the functioning of its committees, and that of individual directors.

The evaluation process was carried out based on the criteria laid down by the Nomination and Remuneration Committee (NRC), which covered various parameters such as the composition and structure of the Board and its committees, the effectiveness of meetings, access to relevant information, and overall functioning.

Inputs were sought from all directors and committee members to assess the performance of the Board and its committees. The performance of individual directors was reviewed by the Board and the NRC, based on parameters including knowledge, skillset, experience, level of engagement, time commitment, and their understanding of roles, responsibilities, and long-term strategic issues facing the Company. The Chairman's performance was also assessed with reference to his leadership and role-specific responsibilities.

A separate meeting of Independent Directors was held to evaluate the performance of the Non-Independent Directors, the Board as a whole, and the Chairperson, after considering the inputs from both Executive and Non-Executive Directors.

Subsequently, the outcome of the Independent Directors' meeting and the overall performance evaluation was discussed at the following Board meeting. The performance of Independent Directors was evaluated by the entire Board, excluding the Independent Director being evaluated.

14. DIRECTORS' RESPONSIBILITY STATEMENT: -

Pursuant to the provisions of Section 134 (3) (c) and 134 (5) of the Companies Act, 2013, the Board of Directors to the best of their knowledge and ability, confirm that-

- (i) in the preparation of the Annual Accounts for the year ended 31st March, 2026, the applicable accounting standards have been followed and no material departures have been made for the same;
- (ii) appropriate accounting policies have been selected and applied them consistently and judgments and estimates have been made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year 31st March, 2026 and of the profit of the Company for that period;

- (iii) proper and sufficient care have been taken for maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (iv) the annual accounts have been prepared on a “going concern” basis;
- (v) the internal financial controls laid down are properly followed and are adequate and operating effectively;
- (vi) the proper systems to ensure compliance with the provisions of all applicable laws have been devised and such systems were adequate and operating effectively.

15. SHARE CAPITAL: -

Authorised Share Capital:

The Authorised Share Capital of the Company is **Rs. 11,50,00,000/-** (Rupees Eleven Crore Fifty Lakh Only) divided into 2,30,00,000 (Two Crore Thirty Lakh) equity shares of Rs. 5/- (Rupees Five) each.

Issued and Paid Up Share Capital:

The Company has Paid-Up Share Capital of **Rs. 11,48,70,000/-** (Rupees Eleven Crore Forty-Eight Lakh Seventy Thousand) consisting of 2,29,74,000 (Two Crore Twenty-Nine Lakh Seventy-Four Thousand) equity shares of Rs. 5/- each as on 31st March, 2026.

There has been no change in the Equity Share Capital of the Company during the financial year ended 31st March, 2026.

16. RELATED PARTY TRANSACTIONS: -

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

During the year under review, all the transactions with related parties are placed before the Audit Committee for its approval. All the transactions with related parties entered into during the year under review were at an arm’s length basis and in the ordinary course of business and in accordance with the provisions of the Act and the rules made thereunder. Your Company has not entered into any transactions with related parties which could be considered material in terms of Section 188 of the Act. Accordingly, details that are required to be reported in form AOC-2 in terms of Section 134 of the Companies Act, 2013 is attached herewith as **Annexure-2**.

17. PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS: -

Details of Loans, Guarantees and Investments made by the Company pursuant to the provisions of Section 186 of the Companies Act, 2013 are provided in the notes to the Financial Statements.

18. PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES: -

The information required under Section 197(12) of the Act read with Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time-to-time, are provided in **Annexure-3**.

During the year, none of the employees received remuneration in excess of the prescribed limit in accordance with the provisions of Section 197 of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. Therefore, there is no information to disclose in terms of the provisions of the Companies Act, 2013.

19. CORPORATE GOVERNANCE: -

Pursuant to Regulation 15(2) of SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015, the Compliance with the Corporate Governance provisions shall not apply in respect of the Companies listed on SME platform of exchange. Since Our company is listed on BSE SME platform of the exchange, hence compliance with the provision of Corporate Governance shall not apply to the Company and it does not form the part of the Annual Report for the financial year 2025-26.

20. STATUTORY AUDITORS: -

At the 10th Annual General Meeting held on 22nd September, 2021, the Members approved the appointment of **M/s. B Chordia & Co., Chartered Accountants (FRN: 121083W)** as Statutory Auditors of the Company to hold office for a period of five years from the conclusion of that AGM till the conclusion of the 15th AGM.

The Board of directors, on the recommendation received from Audit committee, hereby recommends members for the re-appointment of M/s. B Chordia & Co., Chartered Accountants (FRN: 121083W) as the Statutory Auditor of the company for second term of 5 years commencing from this Annual General Meeting till the conclusion of 20th Annual General Meeting to be held in 2031-32.

21. INTERNAL AUDITORS: -

M/s. Ravindra Dhakar & Associates, Chartered Accountants, Surat were appointed as the Internal Auditors of the Company for the FY - 2025-26 in the Board Meeting held on 21st May 2025, in accordance with the provisions of Section 138 of the Act read with the Companies (Accounts) Rules, 2014. The auditors have carried out Internal Audit during the FY 2025-26. Their reports were reviewed by the Audit Committee.

22. SECRETARIAL AUDITORS: -

At the 14th Annual General Meeting held on 17th September, 2025, the Members approved the appointment of **Mr. Bhaveshkumar Rawal**, Practicing Company Secretary (FCS - 8812, COP - 10257), as Secretarial Auditor of the Company to hold office for a term of five consecutive financial years, commencing from April 1, 2025 and ending on March 31, 2030.

The Secretarial Audit Report for the financial year ended March 31, 2026, as issued by Mr. Bhaveshkumar Rawal, is attached to this report as **Annexure 4**.

The observations made in the Secretarial Audit Report and the corresponding explanations/clarifications provided by the Board of Directors, wherever necessary, are self-explanatory and do not call for any further comments.

23. COST AUDITORS: -

The Company is not required to maintain Cost Records as specified by Central Government under section 148(1) of the Companies Act, 2013, and accordingly such accounts and records are not made and maintained.

24. COMMENTS ON AUDITOR'S REPORT: -

The Auditors have issued an unmodified opinion on the Financial Statements for the financial year ended 31st March, 2026. Notes to Accounts and Auditors remarks in their report are self-explanatory and do not call for any further comments. The said Auditors' Report for the financial year ended 31st March, 2026 on the financial statements of the Company forms part of this Annual Report.

The notes referred to in the Auditor's Report are self-explanatory and as such they do not call for any further explanation.

25. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNING AND OUTGO: -

The information on Conservation of Energy, Technology absorption, Foreign Exchange earnings and outgo, as stipulated under Section 134(3)(m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014, is as below:

Particulars	FY 2025-26	FY 2024-25
Conservation of Energy	<ul style="list-style-type: none"> The Company is engaged in Trading Sector. The Company is using electricity and generators in office and Regular steps have been taken to improve energy consumption by using LED lights in office premises. Your Company is using Electricity as source of energy only. 	
Technology Absorption	NIL	
Foreign Exchange Earnings	NIL	
Foreign Exchange Expenditure	NIL	

26. INTERNAL FINANCIAL CONTROL SYSTEM AND THEIR ADEQUACY: -

The Company has an adequate system of internal controls in place, commensurate with the size and nature of its business. These controls have been designed to provide a reasonable assurance with regard to maintaining of proper accounting controls for ensuring reliability of financial reporting, monitoring of operations, protecting assets from unauthorized use or losses, compliance with regulations.

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

27. CORPORATE SOCIAL RESPONSIBILITY [CSR]: -

The report on CSR activities is attached to this report as **Annexure-5**. The total obligation of the Company towards CSR Expenditure for the Financial year 2025-26 was **Rs. 40,92,876/-** against which the Company has spent **Rs. 41,00,000/-**.

28. VIGIL MECHANISM/ WHISTLE BLOWER POLICY: -

The Company has formulated and published a Whistle Blower Policy to provide Vigil Mechanism for employees including directors of the Company to report genuine concerns about unethical behavior. No person has been denied access to the Chairman of the Audit Committee. The provisions of this policy are in line with the provisions of the Section 177(9) of the Act and as per SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

The Vigil Mechanism / Whistle Blower Policy is available on the Company's website www.khemanigroup.net. During the year under review, there were no instances of whistle blowers.

29. MANAGERIAL REMUNERATION: -

The Company has paid Rs. 15,00,000/- as Remuneration to the Directors during the year:

Sr. No.	Name of Directors	Designation	Remuneration (in Rs.)
1	Mr. Vijaykumar Khemani	Chairman & Managing Director	3,00,000/- p.a
2	Mr. Amitkumar Khemani	Whole Time Director & CFO	12,00,000/- p.a

30. DISCLOSURES UNDER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION & REDRESSAL) ACT, 2013: -

Our Company has always believed in providing a safe and harassment-free workplace for every individual working on its premises. The company always endeavours to create and provide an environment that is free from discrimination and harassment.

The policy on prevention of sexual harassment at the workplace aims to prevent harassment of employees, {whether permanent, temporary, ad hoc, consultants, interns, or contract workers, irrespective of gender}, and lays down guidelines for identification, reporting, and prevention of undesired behaviour. The company has duly constituted an internal complaints committee as per the said Act.

During the financial year ended March 31, 2026:

- (a) number of complaints of sexual harassment received in the year - 0
- (b) number of complaints disposed off during the year - 0
- (c) number of cases pending for more than ninety days – 0

31. STATEMENT ON COMPLIANCE WITH THE MATERNITY BENEFIT ACT, 1961: -

The Company hereby confirms that it has complied with all applicable provisions of the Maternity Benefit Act, 1961, including subsequent amendments and notifications issued thereunder. The Company ensures that all eligible women employees are granted maternity benefits as prescribed, including maternity leave, medical bonus, nursing breaks, and other entitlements, without discrimination.

32. MANAGEMENT DISCUSSION AND ANALYSIS REPORT: -

Pursuant to the provisions of Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Management's Discussion and Analysis Report capturing your Company's performance, industry trends and other material changes with respect to your Company is attached to this report as **Annexure-6**.

33. MATERIAL CHANGES: -

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

34. RISK MANAGEMENT: -

In today's economic environment, Risk management is a very important and integral part of the Company's strategy and for the achievement of our long-term goals. The main aim of risk management is to identify, monitor and take precautionary measures in respect of the events that may pose risks for the business. The Directors of the Company take pro-active steps to minimize adverse impact on the business objectives and enhance the Company's competitive advantage. The risk management policy is placed on the company's website.

During the year under review the company has developed and effectively implemented the risk management policy, a statement of which including identification therein of elements of risk, if any, which in the opinion of the Board may threaten the existence of the company as per the provisions of Section 134(3)(n) of Companies Act, 2013, has been annexed as **Annexure 7**.

35. CHANGE IN THE NATURE OF BUSINESS: -

For sustained growth in the future, Company wants to rely on its main business only. Hence, there is no change in the nature of the business of the Company during the year.

36. INSURANCE: -

Your Company has taken appropriate insurance for all assets against foreseeable perils. The company keeps reviewing the insurance amount every year as per requirement.

37. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS: -

During the year under review, no significant or material orders were passed by the Regulators or Courts or Tribunals which would impact the going concern status of the Company and its operations in future.

However, During the year, the Company received a mail from BSE for procedural lapses. The fine was paid in full, and the matter is closed. The Board remains committed to compliance and has strengthened internal controls.

38. SUBSIDIARIES, ASSOCIATES AND JOINT VENTURE COMPANIES: -

As on 31st March, 2026, your Company does not have any Joint Ventures, Subsidiaries and Associates Company. Hence, the requirement of providing details in Form AOC-1 is not required.

39. CREDIT RATING: -

No Credit Rating has been done by the Company during the year.

40. ANNUAL RETURN: -

Pursuant to Section 92(3) of the Act read with the Companies (Management and Administration) Rules, 2014, the Annual Return in the Form MGT-7 as on 31st March, 2026 shall be available on the Company's website www.khemanigroup.net

41. CERTIFICATION FROM COMPANY SECRETARY IN PRACTICE:

Pursuant to Regulation 15(2) of the SEBI LODR, Regulations, 2015, Para C, D and E of Schedule V is not applicable to Companies listed on the SME Platform of BSE Limited. Hence, as per the exemptions available Certificate on Corporate Governance is not provided.

42. AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE: -

The Company is listed on the SME Platform of BSE Limited. Hence, as per the exemptions available to SME Listed Companies, Auditors' Certificate on Corporate Governance is not provided.

43. DECLARATION REGARDING COMPANY'S CODE OF CONDUCT:

The Code of Conduct of the Company aims at ensuring consistent standards of conduct and ethical business practices across the Company. All the Board Members and Senior Management Personnel have affirmed compliance with the Code on annual basis. In this regard certificate from Managing Directors as required under Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 has been received by the Board and the same is attached to this report as **Annexure-8**.

44. STATUTORY INFORMATION:

The company is engaged into the business of stockist & distribution of HUL products and trading of securities in derivatives and is listed on BSE SME Platform. Apart from this business, the company earns other income through investments and dividends.

45. CEO / CFO CERTIFICATION: -

In terms of Regulation 17(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, CFO have certified the accuracy of the Financial Statements and adequacy of Internal Control Systems for financial reporting for the year ended 31st March, 2026. The certificate is attached herewith as per **Annexure-9**.

46. RESEARCH & DEVELOPMENT:

During the year under review, expenditure on research and development is insignificant in relation to the nature size of operations of your Company.

47. LISTING OF SHARES AND LISTING FEES:

The equity shares of your company are listed on the SME platform of Bombay Stock Exchange. The company has paid annual listing fees to the stock exchange for the financial year 2025-26.

48. PREVENTION OF INSIDER TRADING:

The company has adopted a Code of internal procedures and conduct for regulating, monitoring and reporting of trading by insiders and Code of practices and procedures for fair disclosure of unpublished price sensitive information with a view to regulate trading in securities by the directors and designated employees of the company. The code requires pre-clearance for dealing in the company's shares and prohibits the purchase or sale of company shares by the directors and the designated employees while in possession of unpublished price sensitive information in relation to the company and during the period when the trading window is closed. The board is responsible for implementation of the Code.

The company has a Prohibition of Insider Trading Policy and the same available on the Company's website.

49. AWARDS AND RECOGNITION: -

During the year under review, your Company's work has been recognized and appreciated by Hindustan Unilever Limited for its contribution as valued partner with Modern Trade.

50. COMPLIANCE OF SECRETARIAL STANDARDS: -

The Company has ensured compliance with the mandated Secretarial Standard I & II issued by the Institute of Company Secretaries of India with respect to Board Meetings and General Meetings respectively and approved by the Central Government under section 118(10) of the Companies Act, 2013.

51. DETAILS IN RESPECT OF FRAUDS REPORTED BY THE AUDITORS UNDER SECTION 143(12) OF COMPANIES ACT, 2013:

Pursuant to provisions of Section 143 (12) of the Act, the Statutory Auditors and the Secretarial Auditor have not reported any incident of fraud to the Audit Committee or Central Government during the year under review.

52. DISCLOSURE REGARDING PROCEEDINGS UNDER INSOLVENCY AND BANKRUPTCY CODE (IBC), 2016: -

During the year under review, your Company has neither made any Application nor are any Proceedings pending under the Insolvency and Bankruptcy Code (IBC), 2016 and there is no instance of one-time settlement with any Bank or Financial Institution.

53. DISCLOSURE ABOUT THE DIFFERENCE BETWEEN THE AMOUNTS OF THE VALUATION EXECUTED AT THE TIME OF ONE TIME SETTLEMENT AND THE VALUATION DONE WHILE TAKING LOAN FROM THE BANKS OR FINANCIAL INSTITUTIONS ALONG WITH THE REASONS THEREOF: -

During the year under review, your Company was not required to do any Valuation while taking Loan from the Banks or Financial Institution.

54. GREEN INITIATIVES: -

In commitment to keep in line with the Green Initiative and going beyond it to create new green initiatives, electronic copy of the 15th Annual Report of the Company will be sent to all Members via e-mail whose e-mail addresses are registered with the Company. For members who have not registered their e-mail addresses, a letter providing the web-link will be sent to their registered address and physical copy of the Annual Report will be provided upon request.

Members may note that the Notice and Annual Report for the FY 2025-26 will also be available on the websites of the Stock Exchange i.e. Bombay Stock Exchange at www.bseindia.com and on Company's Website at www.khemanigroup.net

55. CAUTIONARY STATEMENT: -

The Annual Report including those which relate to the Board's Report, Management Discussion and Analysis Report may contain certain statements on the Company's intent expectations or forecasts that appear to be forward-looking within the meaning of applicable securities laws and regulations while actual outcomes may differ materially from what is expressed herein. The Company bears no obligations to update any such forward looking statement. Some of the factors that could affect the Company's performance could be the demand and supply for Company's product and services, changes in Government regulations, tax laws, etc.

56. APPRECIATION: -

The Board of Directors wishes to place on record its heartfelt appreciation for the sincere efforts, dedication, and unwavering commitment demonstrated by employees across all levels of the organization. Their consistent hard work and sense of ownership have been instrumental in enabling the Company to navigate challenges, seize opportunities, and sustain its growth trajectory.

The Directors further express their gratitude for the continued support, collaboration, and loyalty extended by the employees, which has significantly contributed to the Company's operational efficiency and overall performance during the year. The Board firmly believes that the collective strength of its workforce remains one of the most valuable assets of the Company and looks forward to their continued contribution in the future.

57. ACKNOWLEDGEMENT: -

Your Directors would like to express their gratitude to the esteemed Shareholders for their trust and confidence in the management of the Company. They would also like to place on record their sincere appreciation for the continued co-operation, guidance, support, and assistance extended by bankers, customers, suppliers, local authorities, business associates, auditors, consultants, financial institutions, government and non-government agencies, and various other stakeholders.

The Directors appreciate and value the contribution made by every Member of the Company. Your Directors also wish to place on record their appreciation for the committed services by the executives, staff and employees of the Company.



For and on behalf of the Board

Khemani Distributors and Marketing Limited

KHEMANI

**Sd/-
Vijaykumar Khemani
Chairman & Managing
Director
DIN: 02227389**

**Sd/-
Amitkumar Khemani
Whole Time Director &
CFO
DIN: 02227413**

Place: Surat

Date: 11/07/2026

ANNEXURE-1**Constitution & Composition of Board Committees****Committees of the Board: -**

Your Company has in place, all the Committee(s) as mandated under the provisions of the Act and Listing Regulations. As on 31st March, 2026, there are 5 (five) Committees of the Board, namely:

- A. Audit Committee
- B. Nomination and Remuneration Committee
- C. Stakeholder Relationship Committee
- D. Corporate Social Responsibility Committee
- E. Independent Director Committee

A. Audit Committee: -

The Audit Committee comprises of:

- Mr. Mukeshkumar Kabra
- Mr. Balkishan Agarwal
- Mr. Amitkumar Khemani

The composition of the Committee is in compliance with the requirements of Section 177 of the Act.

During the financial year 2025-26, Two (2) Audit Committee Meetings were held:

- (i) 21/05/2025 (ii) 12/11/2025

Attendance of Members at respective Meetings is as under:

Name	Designation	No. of Meetings attended	
		Held	Attended
Mr. Mukeshkumar Kabra	Chairman & Member	2	2
Mr. Balkishan Agarwal	Member	2	2
Mr. Amitkumar Khemani	Member	2	2

B. Nomination and Remuneration Committee: -

The Nomination and Remuneration Committee comprises of:

- Mr. Amit Jain (Till 01/01/2026)

- Mrs. Pratibha Pankaj Gulgulia
- Mr. Balkishan Agarwal
- Mrs. Anupa Khemani

The composition of the Committee is in compliance with the requirements of Section 178 of the Act.

During the financial year 2025-26, One (1) Nomination and Remuneration Committee Meetings were held: (i) 20/08/2025

Attendance of Committee Members at respective Meetings is as under:

Name	Designation	No. of Meetings attended	
		Held	Attended
Mr. Amit Jain	Chairman & Member (Till 01/01/2026)	1	1
Mrs. Pratibha Pankaj Gulgulia	Chairman & Member	0	0
Mr. Balkishan Agarwal	Member	1	1
Mrs. Anupa Khemani	Member	1	1

C. Stakeholders' Relationship Committee: -

The Stakeholders' Relationship Committee comprises of:

- Mr. Mukeshkumar Kabra
- Mrs. Pratibha Pankaj Gulgulia
- Mr. Vijaykumar Khemani

The composition of the Committee is in compliance with the requirements of Section 178 of the Act and Regulation 20 of the SEBI Listing Regulations.

During the financial year 2025-26, One (1) Stakeholders' Relationship Committee Meetings were held: (i) 13/02/2026

Attendance of Committee Members at respective Meetings is as under:

Name	Designation	No. of Meetings attended	
		Held	Attended
Mr. Mukeshkumar Kabra	Chairman & Member	1	1
Mrs. Pratibha Pankaj Gulgulia	Member	1	1
Mr. Vijaykumar Khemani	Member	1	1

During the year, the Company has not received any complaints from the Shareholders of the Company. There were no outstanding complaints as on 31st March, 2026.

D. Corporate Social Responsibility Committee [CSR]: -

The Corporate Social Responsibility Committee comprises of:

- Mr. Mukeshkumar Kabra
- Mr. Vijaykumar Khemani
- Mr. Amitkumar Khemani

The Company has constituted CSR Committee pursuant to the provisions of Section 135 of the Companies Act, 2013.

During the financial year 2025-26, one (1) Corporate Social Responsibility Committee Meeting was held on 13/02/2026 and every Committee Member has attended the Meeting.

E. Independent Director Committee: -

As stipulated by the Code of Independent Directors under Schedule IV of the Companies Act, 2013 and SEBI Listing Regulations, the Independent Directors of your Company met on 13/02/2026 without the presence of Non-Independent / Executive Directors and Members of the Management. At this meeting, the Independent Directors inter alia reviewed the performance of the Non-Independent Directors and the Board of Directors as a whole, performance of the Chairman of your Board and assessed the quality, quantity and timeliness of flow of information between the Management and the Board of Directors.

For and on behalf of the Board
Khemani Distributors and Marketing Limited

Sd/-
Vijaykumar Khemani
Chairman & Managing
Director
DIN: 02227389

Sd/-
Amitkumar Khemani
Whole Time Director &
CFO
DIN: 02227413

Place: Surat
Date: 11/07/2026

ANNEXURE-2**Form AOC - 2**

Pursuant to clause (h) of sub-section (3) of Section 134 of the Companies Act, 2013 and Rule 8(2) of the Companies (Accounts) Rules, 2014.

Form for Disclosure of particulars of contracts/arrangements entered into by the Company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arm's length transaction under third proviso thereto.

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

Sr. No.	Particulars	Details
a.	Name(s) of the related party and nature of relationship	Not Applicable
b.	Nature of contracts / arrangements / transactions	
c.	Duration of the contracts / arrangements / transactions	
d.	Salient terms of the contracts or arrangements or transactions including the value, if any	
e.	Justification for entering into such contracts or arrangements or transactions	
f.	Date of approval by the Board	
g.	Amount paid as advances, if any	
h.	Date on which the special resolution was passed in general meeting as required under first proviso to Section 188	

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

There are no material contracts, arrangements, or transactions with related parties that require the passing of a resolution.

3. Details of other contracts or arrangements or transactions at arm's length basis:

Sr. No.	Name(s) of the Related Party and Nature of Relationship with Related Party	Nature of contracts / arrangements / transactions	Duration of the contracts / arrangements / transactions	Salient terms of the contracts or arrangements or transactions including the value, if any	Date of approval by the Board	Amount paid as advances, if any
1	Vijaykumar Khemani (Managing Director)	Remuneration	Annually	3,00,000	20/08/2025	NA
2	Amitkumar Vijaykumar Khemani (Wholetime Director and CFO)	Remuneration	Annually	12,00,000	20/08/2025	NA
3	Avinash Vijaykumar Khemani (Relative of Director)	Salary	Annually	9,00,000	02/05/2024	NA
5	Sanju Avinash Khemani (Relative of Director)	Rent	10 Years	1,44,000	28/07/2016	NA
6	Sushila Devi Khemani (Relative of Director)	Rent	10 Years	1,68,000	06/09/2017	NA
7	BSAS Infotech Limited	Interest	On demand	41,96,000	NA	NA

For and on behalf of the Board
Khemani Distributors and Marketing Limited

Place: Surat
Date: 11/07/2026

Sd/-
Vijaykumar Khemani
Chairman & Managing
Director
DIN: 02227389

Sd/-
Amitkumar Khemani
Whole Time Director &
CFO
DIN: 02227413

ANNEXURE-3**Information pertaining to Section 197(12) read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014**

- (i) The Ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2025-26 and
- (ii) the percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, for the financial year 2025-26:

Sr. No.	Name of Directors / KMP	Designation	Ratio of remuneration to median remuneration of Employees*	% increase in remuneration in the financial year
1.	Vijaykumar Khemani	Chairman & Managing Director	1.18	66.67%
2.	Amitkumar Khemani	Whole-time Director & CFO	4.74	33.33%
3.	Anupa Khemani	Director	0.00	0.00
4.	Pratibha Pankaj Gulgulia	Independent Director	0.00	0.00
5.	Balkishan Agarwal	Independent Director	0.00	0.00
6.	Mukeshkumar Kabra	Independent Director	0.00	0.00
7.	Charmi Soni	Company Secretary and Compliance Officer	NA	NA

*Note: The median is calculated on gross annual salary.

- (iii) the percentage increase in the median remuneration of employees in the financial year is **0.47%**.
- (iv) the number of permanent employees on the rolls of Company as on 31st March, 2026 is **27**.
- (v) average percentile increases already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration: -

Average increase in remuneration of Employees excluding KMPs: **6.56%**

Average increase in remuneration of KMPs: **50%**

Justification: The average increase in remuneration of employees other than managerial personnel during the financial year was 6.56%, whereas the increase in remuneration of managerial personnel was 50%. The increase in managerial remuneration was based on individual performance, increased responsibilities, industry benchmarks and the overall performance of the Company. There were no exceptional circumstances warranting any extraordinary increase in managerial remuneration during the year.

(vi) Affirmation:

The Company paid remuneration to the Directors, KMPs, Senior Management and other employees of the Company is as per the Policy of the Company.

For and on behalf of the Board
Khemani Distributors and Marketing Limited

Sd/-
Vijaykumar Khemani
Chairman & Managing
Director
DIN: 02227389

Sd/-
Amitkumar Khemani
Whole Time Director &
CFO
DIN: 02227413

Place: Surat
Date: 11/07/2026

KHEMANI

FORM No. MR-3

Secretarial Audit Report

For the Financial Year Ended on 31st March 2026

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

To,

The Members

KHEMANI DISTRIBUTORS AND MARKETING LIMITED

Plot No.-D/91-92, Laxminarayan Industrial Park, BRC Compound,
Udhna, Bhestan, Surat-394210 (Gujarat)

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **KHEMANI DISTRIBUTORS AND MARKETING LIMITED** (CIN: -L74300GJ2011PLC063520) (hereinafter called the 'Company'). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Khemani Distributors And Marketing Limited, books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit and the representations made by the Company, I hereby report that in my opinion, the Company has, during the audit period covering the Financial Year ended on 31st March, 2026 generally complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records made available to me and maintained by the Company for the Financial Year ended on 31st March, 2026 according to the applicable provisions of:

- I. The Companies Act, 2013 (the Act) and the Rules made thereunder;
- II. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made thereunder;
- III. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;

- IV. Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- V. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') to the extent applicable during the year;
- a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; **The regulation is not applicable during the Financial Year 2025-26.**
 - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
 - d. The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; **The regulation is not applicable during the Financial Year 2025-26.**
 - e. The Securities and Exchange Board of India (Issue and listing of Debt Securities) Regulations, 2008; **The regulation is not applicable during the Financial Year 2025-26.**
 - f. The Securities and Exchange Board of India (Registrar to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 & (Amendment) Regulations, 2016; **The regulation is not applicable during the Financial Year 2025-26; and**
 - h. The Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018; **The regulation is not applicable during the Financial Year 2025-26.**
- VI. **I further report that**, having regard to the compliance system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof on test-check basis, the Company has complied with the following laws applicable specifically to the Company (i.e. Other laws specifically applicable to the Company, as listed below, as per the representations made by representative of the Company): -
- a) Income Tax Act, 1961
REPORTING COMMENT: - As reported by Statutory Auditor in its Audit Report The Company have pending litigation which is pending before Appellant Authorities.
As mentioned in point no. VII(b) of Annexure "A" to the Auditor's Report: -

"A.Y. 2016-17 Rs. 1048416/-

A.Y. 2018-19 Rs. 2161970/- (Income Tax)." (the said dispute is in appeal)

- b) Goods & Services Tax and Indirect Taxes
- c) The Trade Mark Act, 1999
- d) The Employee State Insurance Act, 1948
- e) The Employee Provident Fund and Miscellaneous Act, 1952
- f) Food Safety and Standards Act, 2006
- g) The Drugs and Cosmetics Act, 1940

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

- i. Secretarial Standards issued by The Institute of Company Secretaries of India with respect to Board Meetings (SS-1) and General Meetings (SS-2).
- ii. The Listing Agreements entered into by the Company with BSE-SME Stock Exchange read with the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, Listing Agreements, etc. mentioned above.

During the year under review, the Company delayed the submission of disclosure of Related Party Transactions under Regulation 23(9) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the half year ended 30TH SEPTEMBER, 2025. Consequently, the Stock Exchange levied a fine of Rs. 5,900/-, which was duly paid by the Company on 23rd December, 2025. The Company has subsequently complied with the applicable provisions and informed us that adequate internal controls have been strengthened to avoid recurrence of such instances.

I further report that based on the information provided by the company, its officers and authorized representative during the conduct of the audit, in my opinion, adequate systems and processes and control mechanism exist in the company to monitor and ensure compliance with applicable general laws.

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

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

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

As per the minutes of the meetings duly recorded and signed by the chairman, the decisions at the Board Meetings were taken unanimously.

I further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines. My examination was limited to the verification of procedures on test basis and the report provides not absolute but, reasonable assurance.

I further report that during the audit period, the Board of Directors has not recommended /declared any dividend, hence there has been no delay in transferring amounts, required to be transferred, to Investor Education and Protection fund by the Company.

I further report that, during the audit period, as reported by the *Statutory Auditor in his audit report*, expenditure on Corporate Social Responsibility as follows: -

Sr. No	Particulars	For the year Ended 31/03/2026
1.	Amount required to be spent by the company during the year	40,92,876/-
2.	Amount spent during the year	41,00,000/-
3.	Amount remained unspent during the year	0.00
4.	Shortfall at the end of the year	0.00
5.	Total of Previous Year Excess	0.00
6.	Reason for Excess	NA

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

Date: - 09/07/2026

Place: - Surat

BHAVESHKUMAR RAWAL

COMPANY SECRETARY

M. No.: - F-8812, CP No.: - 10257

UDIN: - F008812H000790043

Peer Review Certificate No.: 5653/2024

"This report is to be read with my letter of even date which is annexed as "Annexure-A" and forms an integral part of this report."

KHEMANI

“Annexure A”

To

The Members

KHEMANI DISTRIBUTORS AND MARKETING LIMITED

Plot No.-D/91-92, Laxminarayan Industrial Park, BRC Compound,
Udhna, Bhestan, Surat-394210 (Gujarat)

My report of even date is to be read along with this letter.

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

Date: - 09/07/2026

Place: - Surat

BHAVESHKUMAR RAWAL

COMPANY SECRETARY

M. No.:- F-8812, CP No.:- 10257

UDIN:- F008812H000790043

Peer Review Certificate No.: 5653/2024

ANNEXURE-5**Annual Report on Corporate Social Responsibility (CSR) Activities**

[Pursuant to clause (o) of sub-section (3) of Section 134 of the Act and Rule 9 of the Companies (Corporate Social Responsibility) Rules, 2014]

1. Brief outline on CSR Policy of the Company:

Your Company is committed to ensure the social wellbeing of the communities in the vicinity of its business operations through CSR initiatives in alignment with Schedule VII of the Act. Our CSR Policy aims to provide a dedicated approach to community development in the areas of education, healthcare, women empowerment, environmental sustainability, rural development at large. We contribute to serve the development of people by shaping their future with meaningful opportunities, thereby accelerating the sustainable development of society while preserving the environment, and making our planet a better place today and for future generations.

The objective of the CSR policy is to provide an appropriate roadmap and formulate the procedure and criteria for the Company to participate in organized and transparent manner in the CSR activities within the country while recognizing the interest of all its stakeholders and thereby support in building / strengthening the nation for the coming future. Stakeholders may find the CSR Policy at: www.khemanigroup.net.

2. Composition of CSR Committee:

Sr. No.	Name of Directors	Designation	No. of Meetings of CSR Committee during FY - 2025-26	
			Held	Attended
1	Mr. Mukeshkumar Kabra	Chairman & Member	1	1
2	Mr. Vijaykumar Khemani	Member	1	1
3	Mr. Amitkumar Khemani	Member	1	1

- Provide the web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the Board are disclosed on the website of the Company. www.khemanigroup.net
- Provide the details of Impact assessment of CSR projects carried out in pursuance of sub rule (3) of Rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, if applicable (attach the report) – Not Applicable.

5. Details of the amount available for set off in pursuance of sub-rule (3) of Rule 7 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 and amount required for set off for the FY, if any – Not Applicable.

6. Details of CSR amount during FY 2025-26:

a.	Average Net Profit of the Company as per section 135(5)	-	Rs. 20,50,93,804/-
b.	Two percent of Average Net Profit of the Company as per Section 135(5)	-	Rs. 41,01,876/-
c.	Surplus arising out of the CSR projects or programmes or activities of the previous F.Y.	-	NIL
d.	Amount required to be set off for the FY, if any	-	Rs. 9000/-
e.	Total CSR obligation for the FY 2025-26 (6b+6c-6d)	-	Rs. 40,92,876/-

7. Additional Details:

a) CSR amount Spent or Unspent during FY 2025-26:

Total Amount Spent for the FY	Amount unspent (in FY 2025-26) *				
	Total Amount transferred to Unspent CSR Account as per Section 135(6)		Amount transferred to any fund specified under Schedule VII as per second proviso to Section 135(5)		
	Amount	Date of Transfer	Name of the Fund	Amount	Date of Transfer
41,00,000	N.A.	N.A.	NIL	NIL	N.A.

b) Details of CSR amount spent against ongoing projects for the FY 2025-26: Not Applicable

c) Details of CSR amount spent against other than ongoing projects for the FY 2025-26:

Sr. No.	Name of the Project	Item from the list of	Local area	Location of the project	Amt. spent for the project	Mode of Imple -	Mode of Implementation - Through Implementing Agency
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		activities in Schedule VII to the Act	(Yes/No)	State	District		ment a tion - Direct (Yes/No)	Name	CSR Registration Number
1	Contribution towards Welfare activities	Welfare activities	Yes	Gujarat	Surat	41,00,000	No	Khemani Welfare Foundation	CSR00038066

- d) Amount spent in Administrative Overheads - NIL
 e) Amount spent on Impact Assessment, if applicable - NIL
 f) Total amount spent for the FY (7b+7c+7d+7e) - Rs. 41,00,000/-
 g) Excess amount for set off, if any - Rs. 9000/-

8. (a) Details of Unspent CSR amount for the preceding three FYs.: N.A.

Sr. No	Preceding Financial Year	Amt. transferred to Unspent CSR Account under section 135 (6)	Amt. spent in the reporting F.Y.	Amount transferred to any fund Specified under Schedule VII as per section 135(6), if any			Amount remaining to be spent in succeeding Financial Years
				Name of the Fund	Amount	Date of transfer	
NA							

(b) Details of CSR amount spent in the FY for ongoing projects of the preceding FY's.: N.A.

Sr. No	Name of the Project	Financial Year in which the project was commenced	Project Duration (From date of sanction till date of	Total amount allocated for the project	Amount spent on the project in the reporting Financial Year	Cumulative Amount spent at the end of reporting Financial Year	Status of the project - Completed / Ongoing
--------	---------------------	---	--	--	---	--	---

			Payment t in days)				
-	-	-	-	-	-	-	-

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

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

For and on behalf of the Board

Khemani Distributors and Marketing Limited



Sd/-
Vijaykumar Khemani
Chairman & Managing
Director
DIN: 02227389

Sd/-
Amitkumar Khemani
Whole Time Director &
CFO
DIN: 02227413

Place: Surat


Date: 11/07/2026

KHEMANI




ANNUAL REPORT

2026



MANAGEMENT DISCUSSION & ANALYSIS REPORT



MANAGEMENT DISCUSSION & ANALYSIS REPORT

The report may contain certain statements that the Company believes are, or may be considered to be "forward looking statements" that describe our objectives, plans or goals. All these forward-looking statements are subject to certain risks and uncertainties, including but not limited to, government action, economic development and risks inherent in the Company's growth strategy and other factors that could cause the actual results to differ materially from those contemplated by the relevant forward-looking statements.

INDUSTRY STRUCTURE AND DEVELOPMENTS**Global Economic Overview**

During 2025, the global economy remained resilient, with global GDP growth estimated at around 3.2%–3.3%, supported by steady domestic demand, moderating inflation, and continued investment in technology and digital infrastructure. Advanced economies recorded moderate growth, while emerging markets continued to outperform, contributing significantly to global economic expansion.

As inflationary pressures eased, major central banks gradually moved towards monetary policy normalization, although the pace varied across regions. Investment activity remained robust, particularly in technology, artificial intelligence, automation, and clean energy sectors.

However, geopolitical tensions, trade policy uncertainties, tariff-related realignments, and supply chain vulnerabilities continued to influence global trade and investment flows. While the overall outlook remains stable, these factors continue to pose risks to economic growth and financial market stability.

Global FMCG Industry Overview (2025–2026)

The organised FMCG sector is expected to record revenue growth of 8–10% in FY 2026-27, driven primarily by price increases as companies partially pass on higher crude-linked input and packaging costs. While volume growth is expected to moderate to 2–3% amid inflationary pressures and uncertain rural demand, the sector continues to benefit from strong consumer demand and brand resilience.

Profitability may face some pressure due to rising input costs, leading to a moderation in operating margins. However, the sector's healthy balance sheets, low leverage, and strong

liquidity position are expected to support stable credit profiles. Food and beverages remain the largest segment within the FMCG industry, followed by personal care and home care products, with urban markets continuing to account for the majority of sector revenue.

[#https://www.crisilratings.com/](https://www.crisilratings.com/)

Indian Economic Overview

FY 2025–26 witnessed India reinforcing its position as one of the fastest-growing major economies, with real GDP growth of around 7.4%. Growth was supported by strong domestic demand, sustained public investment, and resilient macroeconomic fundamentals despite global uncertainties. The services and industrial sectors remained key growth drivers, while robust GST collections, infrastructure activity, and other high-frequency indicators reflected broad-based economic expansion.

The Government continued its growth-oriented yet fiscally prudent approach, increasing capital expenditure and focusing on infrastructure development, manufacturing, digitalisation, innovation, and clean energy initiatives. Measures to enhance disposable incomes and support consumption further strengthened domestic demand.

The monetary environment also turned supportive as easing inflation enabled the Reserve Bank of India to adopt a more accommodative stance, improving credit availability and investment sentiment. However, rising crude oil prices, supply-chain disruptions, and currency volatility towards the end of the year posed challenges. Despite these headwinds, the Indian economy demonstrated strong resilience and maintained its growth momentum amid a challenging global environment.

During FY 2025-26, the Government introduced GST 2.0, a significant reform of the GST framework aimed at simplifying the tax structure, enhancing digital compliance, improving ease of doing business, and strengthening the indirect tax ecosystem. The Company is committed to aligning its processes with the revised framework and ensuring continued regulatory compliance.

FMCG Sector Overview (India)

The Indian FMCG sector continued to demonstrate resilience in FY 2025–26, supported by stable consumption, improving rural demand, easing inflation, and policy measures aimed at boosting disposable incomes. However, growth in consumer staples remained relatively moderate as a larger share of consumer spending shifted towards discretionary categories such as travel, retail, hospitality, and consumer durables.

Looking ahead to FY 2026–27, the sector is expected to witness steady revenue growth, driven primarily by selective price increases and continued expansion of modern trade and quick-commerce channels. Government support for rural incomes, tax relief measures, and lower interest rates are expected to aid consumption.

At the same time, FMCG companies are likely to face challenges from higher raw material, packaging, and freight costs, potential monsoon-related risks, and currency volatility. As a result, profitability may remain under pressure, making pricing power, cost management, and volume retention key determinants of performance. Despite these headwinds, the long-term outlook for the sector remains positive, supported by India's growing consumer base, rising incomes, and increasing penetration across rural and urban markets.

[#indiamacroindicators.co.in/resources/blogs/india-fmkg-sector-fy27](https://indiamacroindicators.co.in/resources/blogs/india-fmkg-sector-fy27)

OPPORTUNITIES AND THREATS

OPPORTUNITIES

The Company has successfully expanded its presence in the **South Gujarat region** within the Modern Trade segment, enabling access to a broader customer base and enhancing brand visibility across organized retail channels.

The Company is also actively engaged in strategic discussions with leading FMCG brands for the establishment of a **Carrying and Forwarding (C&F) depot**. This initiative is expected to strengthen logistics capabilities, enhance supply chain efficiency, optimize inventory management, and facilitate faster product distribution across its areas of operation.

THREATS

Weak Monsoon and Rural Demand Slowdown

A below-normal monsoon remains the biggest risk for the sector. Lower agricultural output and farm incomes can adversely impact rural consumption, which contributes significantly to FMCG demand. Rural recovery witnessed in FY 2025–26 may weaken if rainfall remains deficient.

Rising Raw Material and Packaging Costs

Escalating crude oil prices and supply-chain disruptions have increased the cost of key inputs such as packaging materials, chemicals, edible oils, and transportation. This may exert pressure on profit margins and necessitate price hikes.

Inflationary Pressures

Higher food, fuel, and commodity prices may reduce consumers' discretionary spending power and impact demand growth, particularly in mass-market product categories.

OUTLOOK

Khemani Distributors and Marketing Limited, supported by its strong regional presence and long-standing partnership with Hindustan Unilever Limited (HUL), is well-positioned to capitalize on the sustained growth opportunities in the Indian FMCG sector and benefit from the increasing demand for branded consumer products across urban, semi-urban, and rural markets.

Expansion of retail reach and market penetration

The Company remains focused on **strengthening its market presence** through the expansion of retail reach and deeper penetration across existing and new geographies. Increasing consumer demand for branded products, coupled with the continued growth of the FMCG sector, is expected to create opportunities for expanding the Company's retailer network and enhancing product availability across markets.

Growth in rural and semi-urban markets

Rural and semi-urban markets continue to offer significant growth potential, supported by rising consumer awareness, improving infrastructure, and increasing adoption of organised retail channels. The Company aims to leverage its distribution capabilities to further strengthen its presence in these high-growth markets.

Supply-chain efficiency and technology adoption

The Company continues to invest in supply-chain optimisation and technology-driven processes to improve operational efficiency, inventory management, order fulfilment, and service levels. Enhanced use of digital tools and data-driven decision-making is expected to support productivity and improve responsiveness to market requirements.

Managing operating costs and working capital efficiently

The Company also remains focused on prudent cost management and efficient working capital utilisation. Through disciplined inventory control, effective receivables management, and operational efficiencies, the Company aims to preserve financial stability while supporting future growth opportunities.

Overall, the Company is well-positioned to capitalize on opportunities arising from the growing FMCG market while maintaining a strong focus on operational excellence and sustainable value creation.

RISKS AND CONCERNS

- **Market Competition:** The FMCG distribution industry is highly competitive, with increasing competition from organised distributors, modern trade, e-commerce platforms, and direct distribution models adopted by manufacturers.
- **Demand and Consumption Risks:** Changes in consumer preferences, inflationary pressures, economic slowdowns, and fluctuations in rural and urban demand may impact sales volumes and business growth.
- The risk that goods are accidentally or maliciously contaminated throughout the supply chain or that other product defects occur due to human error, equipment failure, or other factors cannot be excluded.
- Ensuring employee safety and wellbeing is a key priority for us. A skilled workforce is essential for the continued success of our business.

INTERNAL CONTROL SYSTEMS AND ADEQUACY

The Company has an adequate system of internal controls in place, commensurate with the size and nature of its business for the purchase of inventory, fixed assets and for the sale of goods or services. These controls have been designed to provide a reasonable assurance with regard to maintaining of proper accounting controls for ensuring reliability of financial reporting, monitoring of operations, protecting assets from unauthorized use or losses, compliance with regulations.

DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE

The key highlights of the standalone financials are:

Particulars	<i>Amount (in Lacs)</i>	
	2025-26	2024-25
Revenue from Operations	6769.77	8756.24
Profit Before Tax/Loss	(1734.86)	1807.80
Net Profit	(1296.23)	1369.65

MATERIAL DEVELOPMENTS IN HUMAN RESOURCES

At Khemani, we believe our people are the foundation of our continued success. We are committed to fostering a positive and empowering work culture that prioritises employee wellbeing, work-life balance, and continuous professional development.

Our initiatives are designed to support not just career growth, but also personal fulfilment creating a workplace where individuals feel valued, motivated, and equipped to thrive. These efforts not only contribute to individual progress but also fuel the collective growth of the organisation, enabling us to build a strong, future-ready workforce that drives sustainable success. Our manpower is a prudent mix of the experienced and youth which gives us the dual advantage of stability and growth. Our work processes and skilled / semi-skilled / unskilled resources together with our strong management team have enabled us to successfully implement our growth plans.

DETAILS OF SIGNIFICANT CHANGES IN KEY FINANCIAL RATIOS

(i) Debtors Turnover

Debtors Turnover measures the efficiency at which the Company is managing the receivables. The ratio shows how well a Company uses and manages the credit it extends to customers and how quickly short-term debt is collected or is paid. It is calculated by dividing turnover by average trade receivables. **FY 2025-26: 27.20 | FY 2024-25: 25.90**

(ii) Inventory Turnover

Inventory Turnover measures the efficiency with which a Company utilises or manages its inventory. It establishes the relationship between sales and average inventory held during the period. It is calculated by dividing turnover by average inventory. **FY 2025-26: 184.67 | FY 2024-25: 13.25**

(iii) Interest Coverage Ratio

Interest Coverage Ratio measures how many times a Company can cover its current interest payment with its available earnings. It is calculated by dividing earnings available for debt service by interest payments. **FY 2025-26: -34.95 | FY 2024-25: 35.23**

(iv) Current Ratio

Current Ratio indicates a Company's overall liquidity position. It measures a Company's ability to pay short-term obligations or those due within one year. It is calculated by dividing the current assets by current liabilities. **FY 2025-26: 0.43 | FY 2024-25: 1.94**

(v) Debt Equity Ratio

Debt Equity ratio is used to evaluate a Company's financial leverage. It is a measure of the degree to which a Company is financing its operations through debt versus wholly owned funds. It is calculated by dividing total debt by shareholder's equity. **FY 2025-26: 0.52 | FY 2024-25: 0.10**

(vi) Operating Profit Margin (%)

Operating Profit Margin is used to calculate the percentage of profit a Company produces from its operations. It is calculated by dividing EBIT by turnover. **FY 2025-26: 21.85% | FY 2024-25: 19.62%**

(vii) Net Profit Margin (%)

The net profit margin is equal to how much net profit is generated as a percentage of revenue. It is calculated by dividing net profit by turnover. **FY 2025-26: -0.19% | FY 2024-25: 0.16%**

DETAILS OF ANY CHANGE IN RETURN ON NET WORTH

Return on Net Worth is a measure of profitability of a Company expressed in percentage. It is calculated by dividing total comprehensive income by average shareholder's equity.



For and on behalf of the Board
Khemani Distributors and Marketing Limited

KHEMANI

Sd/-
Vijaykumar Khemani
Chairman & Managing
Director
DIN: 02227389

Sd/-
Amitkumar Khemani
Whole Time Director &
CFO
DIN: 02227413

Place: Surat

Date: 11/07/2026

ANNEXURE-7

Statement on Risk Management Policy

The Company has put in place a well-defined Risk Management Policy to identify, evaluate, and manage business risks in a proactive and structured manner. This policy has been developed keeping in view the nature of the Company's operations, the evolving market landscape, and applicable legal and regulatory requirements. It is reviewed periodically by the Board to ensure it remains relevant and effective in addressing current and emerging risks.

The objective of the Risk Management Policy is to safeguard the Company's assets, ensure sustainable business growth, and protect stakeholder interests. The policy sets out a clear framework for identifying and assessing risks, assigning responsibilities, and implementing measures to mitigate or minimize their impact.

In the course of its review, the Board has identified certain key elements of risk which, if not managed effectively, could potentially affect the business operations of the Company. These include market and competitive risks arising from the dynamic nature of the FMCG industry, operational risks linked to supply chain dependencies and inventory management, and financial risks such as delays in customer payments or fluctuations in working capital requirements.

The Company is also mindful of regulatory and compliance risks, given the evolving statutory environment in which it operates. In addition, with increasing reliance on technology, risks related to data security and cyber threats are being monitored closely. External risks such as natural calamities, pandemics, or geopolitical developments are also considered under the broader risk framework.

The Board wishes to affirm that, as on date, none of the risks identified pose a threat to the existence of the Company. The management continues to take all necessary steps to strengthen internal controls and enhance resilience across operations, thereby ensuring long-term stability and growth.

Place: Surat
Date: 11/07/2026

For and on behalf of the Board
**Khemani Distributors and Marketing
Limited**
Sd/-
Amitkumar Khemani
Whole Time Director & CFO

ANNEXURE-8

Declaration of Compliance with the Code of Conduct

I, Vijaykumar Khemani, Chairman and Managing Director of Khemani Distributors & Marketing Limited hereby confirm that all the Board Members and Senior Management Personnel of the Company have affirmed compliance with the Code of Conduct, as applicable to them, for the year ended 31st March, 2026.

For and on behalf of the Board

Khemani Distributors and Marketing Limited

Sd/-

Vijaykumar Khemani

Chairman & Managing Director

DIN: 02227389

Place: Surat

Date: 11/07/2026



KHEMANI

CFO Certification

[Issued in accordance with the provisions of Regulation 17(8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

I, **Amitkumar Khemani**, Chief Financial Officer of Khemani Distributors and Marketing Limited, certify that:

- (A) We have reviewed the Financial Statements and the Cash Flow Statement of Khemani Distributors & Marketing Limited for the year ended 31st March, 2026 and that to the best of our knowledge and belief:
- 1) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - 2) These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- (B) To the best of our knowledge and belief, there are no transactions entered into by the Company during the year ended 31st March, 2026 which are fraudulent, illegal or violative of the Company's code of conduct.
- (C) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control for financial reporting and we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- (D) We have indicated to the Auditors and the Audit Committee:
- 1) There has not been any significant change in internal control over financial reporting during the year under reference;
 - 2) There has not been any significant change in accounting policies during the year; and
 - 3) We are not aware of any instance during the year of significant fraud with involvement therein of the management or any employee having a significant role in the company's internal control system over financial reporting.

Place: Surat

Date: 11/07/2026

For and on behalf of the Board
**Khemani Distributors and Marketing
Limited**

**Sd/-
Amitkumar Khemani
Whole Time Director & CFO**

The cover features a light blue background with a faint cityscape of skyscrapers. Large, dark blue geometric shapes, resembling stylized mountain peaks or abstract architectural forms, are positioned at the top and bottom corners. Two horizontal orange lines separate the text sections.

ANNUAL REPORT

2026

FINANCIAL STATEMENTS & REPORTS

INDEPENDENT AUDITOR'S REPORT

To the members of Khemani Distributors & Marketing Limited

Opinion

We have audited the standalone financial statements of Khemani Distributors & Marketing Limited ("the Company"), which comprise the balance sheet as at **31st March 2026**, and the statement of Profit and Loss, and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2026, and loss, and its cash flows statement for the year ended on that date.

Basis for Opinion

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

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Management's Responsibility for the Standalone Financial Statements

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

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

Auditor's Responsibilities for the Audit of the Financial Statements

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

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements, that give a true and fair view, in order to design audit procedures that are

appropriate in circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on financial Statements.

Report on Other Legal and regulatory Requirements

1. As required by required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure-A, a statement on the matters specified in paragraph 3 & 4 of the Order.
2. As required by section 143(3) of the Act, we further report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our Audit;
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
 - c) The Balance Sheet, Statement of Profit and Loss Account, Cash Flow Statement and Statement of dealt with this report are in agreement with the books of Accounts;
 - d) In our opinion, the aforesaid financial statements comply with the applicable Accounting Standards specified under Section 133 of the Act, read with relevant rules thereunder as amended;
 - e) On the basis of written representation received from the directors as on March 31, 2026 and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2026 from being appointed as the directors in terms of Section 164(2) of the Act;
 - f) With respect to the adequacy of the internal financial control over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B";
 - g) According to information and explanations given to us and based on our examination of the records of the Company, the Company had provided managerial remuneration with requisite approvals mandated by the provisions of Sec 197 of the Act;

- h) Based on our examination which included test checks, the company has used an accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit we did not come across any instance of audit trail feature being tampered with.
- i) In our opinion and to the best of our information and according to the explanations given to us, we report as under with respect to other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit & Auditors) Rules, 2014:
1. The Company have pending litigation which is pending before Appellant Authorities.
 2. The company did not have any long-term contracts including derivative contracts; as such the question of commenting on any material foreseeable losses thereon does not arise.
 3. There has not been an occasion in case of the Company during the year under report to transfer any sums to the Investor Education & Protection Fund. The question of delay in transferring such sums does not arise.
 4. (a) The management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company or any of such subsidiaries ("Ultimate Beneficiaries") or provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

(b) The management has represented, that, to the best of its knowledge and belief, no funds have been received by the Company from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Funding Party or provide any guarantee, security or the like from or on behalf of the Ultimate Beneficiaries.

(c) Based on such audit procedures as considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (iv)(a) and (iv)(b) contain any material mis-statement.

5. The company has not paid/declared any dividend during the years and hence compliance of section 123 of the Act is not applicable on such audit procedures as considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (iv)(a) and (iv)(b) contain any material mis-statement.

For B. Chordia & Co.
Chartered Accountant
FRN: 121083W



Sd/-
Vikas Chordia
Partner
M. No. 158536
Place: Surat
Date: 28/05/2026

KHEMANI

ANNEXURE "A" TO THE AUDITOR'S REPORT

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

S. No.	Particulars	Auditors Remark												
(i)	(a) (A) whether the company is maintaining proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment;	Yes												
	(B) whether the company is maintaining proper records showing full particulars of intangible assets;	Not Applicable												
	(b) whether these Property, Plant and Equipment have been physically verified by the management at reasonable intervals; whether any material discrepancies were noticed on such verification and if so, whether the same have been properly dealt with in the books of account;	Yes												
	(c) whether the title deeds of all the immovable properties (other than properties where the company is the lessee and the lease agreements are duly executed in favour of the lessee) disclosed in the financial statements are held in the name of the company, if not, provide the details thereof in the format below: -	Not Applicable												
	<table border="1"> <thead> <tr> <th>Description of property</th> <th>Gross carrying value</th> <th>Held in name of</th> <th>Whether promoter, director or their relative or employee</th> <th>Period held – indicate range, where appropriate</th> <th>Reason for not being held in name of company*</th> </tr> </thead> <tbody> <tr> <td>-</td> <td>-</td> <td>-</td> <td>-</td> <td>-</td> <td>*also indicate if in dispute</td> </tr> </tbody> </table>	Description of property	Gross carrying value	Held in name of	Whether promoter, director or their relative or employee	Period held – indicate range, where appropriate	Reason for not being held in name of company*	-	-	-	-	-	*also indicate if in dispute	
Description of property	Gross carrying value	Held in name of	Whether promoter, director or their relative or employee	Period held – indicate range, where appropriate	Reason for not being held in name of company*									
-	-	-	-	-	*also indicate if in dispute									
	(d) whether the company has revalued its Property, Plant and Equipment (including Right of Use assets) or intangible assets or both during the year and, if so, whether the revaluation is based on the valuation by a Registered Valuer; specify the amount of change, if change is 10% or more in the aggregate of the net carrying value of each class of Property, Plant and Equipment or intangible assets	Not Applicable												
	(e) whether any proceedings have been initiated or are pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder, if so, whether the company has appropriately disclosed the details in its financial statements	Not Applicable												
(ii)	(a) whether physical verification of inventory has been conducted at reasonable intervals by the management and whether, in the opinion of	Yes												

	the auditor, the coverage and procedure of such verification by the management is appropriate; whether any discrepancies of 10% or more in the aggregate for each class of inventory were noticed and if so, whether they have been properly dealt with in the books of account;	
	(b) whether during any point of time of the year, the company has been sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks or financial institutions on the basis of security of current assets; whether the quarterly returns or statements filed by the company with such banks or financial institutions are in agreement with the books of account of the Company, if not, give details;	Not Applicable
(iii)	whether during the year the company has made investments in, provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties, if so, - (a) whether during the year the company has provided loans or provided advances in the nature of loans, or stood guarantee, or provided security to any other entity [not applicable to companies whose principal business is to give loans], if so, indicate-	Investments in Quoted Shares/Unquoted Shares Yes
	(A) the aggregate amount during the year, and balance outstanding at the balance sheet date with respect to such loans or advances and guarantees or security to subsidiaries, joint ventures and associates;	Not Applicable
	(B) the aggregate amount during the year, and balance outstanding at the balance sheet date with respect to such loans or advances and guarantees or security to parties other than subsidiaries, joint ventures and associates;	Annex-1
	(b) whether the investments made, guarantees provided, security given and the terms and conditions of the grant of all loans and advances in the nature of loans and guarantees provided are not prejudicial to the company's interest;	No
	(c) in respect of loans and advances in the nature of loans, whether the schedule of repayment of principal and payment of interest has been stipulated and whether the repayments or receipts are regular;	Not Applicable
	(d) if the amount is overdue, state the total amount overdue for more than ninety days, and whether reasonable steps have been taken by the company for recovery of the principal and interest;	Not Applicable
	(e) whether any loan or advance in the nature of loan granted which has fallen due during the year, has been renewed or extended or fresh loans granted to settle the overdues of existing loans given to the same parties, if so, specify the aggregate amount of such dues renewed or extended or settled by fresh loans and the percentage of the aggregate to the total loans or advances in the nature of loans granted during the year [not applicable to companies whose principal business is to give loans];	Not Applicable

	(f) whether the company has granted any loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment, if so, specify the aggregate amount, percentage thereof to the total loans granted, aggregate amount of loans granted to Promoters, related parties as defined in clause (76) of section 2 of the Companies Act, 2013;	Annex-1
(iv)	in respect of loans, investments, guarantees, and security, whether provisions of sections 185 and 186 of the Companies Act have been complied with, if not, provide the details thereof	Yes
(v)	in respect of deposits accepted by the company or amounts which are deemed to be deposits, whether the directives issued by the Reserve Bank of India and the provisions of sections 73 to 76 or any other relevant provisions of the Companies Act and the rules made thereunder, where applicable, have been complied with, if not, the nature of such contraventions be stated; if an order has been passed by Company Law Board or National Company Law Tribunal or Reserve Bank of India or any court or any other tribunal, whether the same has been complied with or not;	Not Applicable
(vi)	whether maintenance of cost records has been specified by the Central Government under sub- section (1) of section 148 of the Companies Act and whether such accounts and records have been so made and maintained;	Not Applicable
(vii)	(a) whether the company is regular in depositing undisputed statutory dues including Goods and Services Tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues to the appropriate authorities and if not, the extent of the arrears of outstanding statutory dues as on the last day of the financial year concerned for a period of more than six months from the date they became payable, shall be indicated	Yes
	(b) where statutory dues referred to in sub-clause (a) have not been deposited on account of any dispute, then the amounts involved and the forum where dispute is pending shall be mentioned (a mere representation to the concerned Department shall not be treated as a dispute);	For A.Y.16-17 & AY 18-19 Disputed amount is in appeal Income Tax
(viii)	whether any transactions not recorded in the books of account have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961), if so, whether the previously unrecorded income has been properly recorded in the books of account during the year	No

(ix)	(a) whether the company has defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender, if yes, the period and the amount of default to be reported as per the format below					No
	Nature of borrowing, including debt securities	Name of lender*	Amount not paid on due date	Whether principal or interest	No. of days delay or unpaid	Remarks, if any
		*lender wise details to be provided in case of defaults to banks, financial institutions and Government.				
	(b) whether the company is a declared wilful defaulter by any bank or financial institution or other lender;					No
	(c) whether term loans were applied for the purpose for which the loans were obtained; if not, the amount of loan so diverted and the purpose for which it is used may be reported;					No
	(d) whether funds raised on short term basis have been utilised for long term purposes, if yes, the nature and amount to be indicated					No
	(e) whether the company has taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures, if so, details thereof with nature of such transactions and the amount in each case;					No
	(f) whether the company has raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies, if so, give details thereof and also report if the company has defaulted in repayment of such loans raised;					No
(x)	(a) whether moneys raised by way of initial public offer or further public offer (including debt instruments) during the year were applied for the purposes for which those are raised, if not, the details together with delays or default and subsequent rectification, if any, as may be applicable, be reported;					Not Applicable
	(b) whether the company has made any preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally convertible) during the year and if so, whether the requirements of section 42 and section 62 of the Companies Act, 2013 have been complied with and the funds raised have been used for the purposes for which the funds were raised, if not, provide details in respect of amount involved and nature of non-compliance;					Not Applicable

(xi)	(a) whether any fraud by the company or any fraud on the company has been noticed or reported during the year, if yes, the nature and the amount involved is to be indicated;	No
	(b) whether any report under sub-section (12) of section 143 of the Companies Act has been filed by the auditors in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government;	No
	(c) whether the auditor has considered whistle-blower complaints, if any, received during the year by the company;	Not Applicable
(xii)	(a) whether the Nidhi Company has complied with the Net Owned Funds to Deposits in the ratio of 1: 20 to meet out the liability;	Not Applicable
	(b) whether the Nidhi Company is maintaining ten per cent. unencumbered term deposits as specified in the Nidhi Rules, 2014 to meet out the liability;	Not Applicable
	(c) whether there has been any default in payment of interest on deposits or repayment thereof for any period and if so, the details thereof;	Not Applicable
(xiii)	whether all transactions with the related parties are in compliance with sections 177 and 188 of Companies Act where applicable and the details have been disclosed in the financial statements, etc., as required by the applicable accounting standards	Yes
(xiv)	(a) whether the company has an internal audit system commensurate with the size and nature of its business;	Yes
	(b) whether the reports of the Internal Auditors for the period under audit were considered by the statutory auditor;	Yes
(xv)	whether the company has entered into any non-cash transactions with directors or persons connected with him and if so, whether the provisions of section 192 of Companies Act have been complied with;	No
(xvi)	(a) whether the company is required to be registered under section 45-IA of the Reserve Bank of India Act, 1934 (2 of 1934) and if so, whether the registration has been obtained;	Not Applicable
	(b) whether the company has conducted any Non-Banking Financial or Housing Finance activities without a valid Certificate of Registration (CoR) from the Reserve Bank of India as per the Reserve Bank of India Act, 1934	Not Applicable
	(c) whether the company is a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India, if so, whether it continues to fulfil the criteria of a CIC, and in case the company is an exempted or unregistered CIC, whether it continues to fulfil such criteria;	Not Applicable
	(d) whether the Group has more than one CIC as part of the Group, if yes, indicate the number of CICs which are part of the Group;	Not Applicable
(xvii)	whether the company has incurred cash losses in the financial year and in the immediately preceding financial year, if so, state the amount of cash	Yes 17,13,04,590/-

	losses	
(xviii)	whether there has been any resignation of the statutory auditors during the year, if so, whether the auditor has taken into consideration the issues, objections or concerns raised by the outgoing auditors;	No
(xix)	on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements, the auditor's knowledge of the Board of Directors and management plans, whether the auditor is of the opinion that no material uncertainty exists as on the date of the audit report that company is capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date;	Yes
(xx)	(a) whether, in respect of other than ongoing projects, the company has transferred unspent amount to a Fund specified in Schedule VII to the Companies Act within a period of six months of the expiry of the financial year in compliance with second proviso to sub-section (5) of section 135 of the said Act;	Not Applicable
	(b) whether any amount remaining unspent under sub-section (5) of section 135 of the Companies Act, pursuant to any ongoing project, has been transferred to special account in compliance with the provision of sub-section (6) of section 135 of the said Act;	Not Applicable
(xxi)	whether there have been any qualifications or adverse remarks by the respective auditors in the Companies (Auditor's Report) Order (CARO) reports of the companies included in the consolidated financial statements, if yes, indicate the details of the companies and the paragraph numbers of the CARO report containing the qualifications or adverse remarks.	Not Applicable

ANNEX-1

Sr. No.	Name	Aggregate	Balance Outstanding
1	Onyx Partners	25,33,50,000	4,48,45,286
2	Onyx SaaS Private Limited	9,57,50,000	30,43,92,720

ANNEXURE-B TO THE AUDITOR'S REPORT

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

We have audited the internal financial controls over financial reporting of **M/S Khemani Distributors & Marketing Limited** ("the Company") as on 31st March 2026 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

MANAGEMENT RESPONSIBILITY FOR INTERNAL FINANCIAL CONTROLS

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

AUDITOR'S RESPONSIBILITY

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

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing

the risk that a material weakness exists, testing and evaluating and design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

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

MEANING OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING

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

INHERENT LIMITATIONS OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING

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

OPINION

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March 2026, based on the internal control

over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For B. Chordia & Co.
Chartered Accountant
FRN: 121083W

Sd/-
Vikas Chordia
Partner
M. No. 158536
Place: Surat
Date: 28/05/2026



KHEMANI

KHEMANI DISTRIBUTORS & MARKETING LIMITED

BALANCE SHEET AS AT 31ST MARCH, 2026

PARTICULARS	NOTE	Rs. in Lakhs	
		AS AT 31/03/2026	AS AT 31/03/2025
I. EQUITY AND LIABILITIES			
(1) Shareholder's Fund			
(a) Share Capital	1	1,148.70	1,148.70
(b) Reserves and Surplus	2	6,791.28	8,081.41
(c) Money received against share warrants		-	-
(2) Share Application money pending allotment			
		-	-
(3) Non-Current Liabilities			
(a) Long Term Borrowings	3	43.47	0.00
(b) Deferred Tax Liabilities (Net)		-	-
(c) Other Long Term Liabilities		-	-
(d) Long Term Provisions		-	-
(4) Current Liabilities			
(a) Short Term Borrowings	4	3,268.05	546.87
(b) Trade Payables	5		
(i) Total outstanding dues of Micro Enterprises and Small Enterprises		0.02	0.15
(ii) Total outstanding dues of Creditors other than Micro Enterprises and Small Enterprises		755.35	318.12
(c) Other Current Liabilities		-	-
(d) Short Term Provisions	6	23.47	12.73
Total		12,030.35	10,107.98
II. ASSETS			
(1) Non-Current Assets			
(a) Property, Plant and Equipments and Intangible Assets	7		
(i) Property, Plant and Equipment		141.36	87.06
(ii) Intangible Assets		-	-
(iii) Capital work-in-progress		-	-
(iv) Intangible assets under development		-	-
(b) Non-Current Investments	8	6,654.43	6,065.23
(c) Deferred Tax Assets (Net)		441.98	3.36
(d) Long Term loans and advances	9	3,043.93	2,249.18
(e) Other Non-Current Assets	10	1.00	1.00
(2) Current Assets			
(a) Current Investments		-	-
(b) Inventories	11	290.05	376.80
(c) Trade receivables	12	390.75	315.98
(d) Cash & Cash equivalents	13	139.19	134.73
(e) Short term loans & advances		-	-
(f) Other Current Assets	14	927.66	874.65
Total		12,030.35	10,107.98

The accompanying notes are an integral part of the financial statements.

**As Per Our Report of Even Date
For B Chordia & Co.
Chartered Accountants**

For Khemani Distributors and Marketing Limited

Sd/-
Vikas Chordia
Partner
M. NO.: 158536
FRN: 121083W

Sd/-
Vijaykumar Khemani
(Chairman &
Managing Director)
DIN: 02227389

Sd/-
Amitkumar Khemani
(Whole Time Director
& CFO)
DIN: 02227413

Sd/-
Charmi Soni
Company
Secretary
ACS: 72108

Place: Surat
Date: 28/05/2026

Place: Surat
Date: 28/05/2026

KHEMANI DISTRIBUTORS & MARKETING LIMITED

STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31ST MARCH, 2026

PARTICULARS	NOTE	Rs. in Lakhs	
		AS AT 31/03/2026	AS AT 31/03/2025
I. Revenue from operations	15	6,769.78	8,756.24
II. Other Income	16	1,166.51	455.60
III. Total Income	(I + II)	7,936.29	9,211.84
IV. Expenses			
Cost of Material Consumed		-	-
Purchase of Stock-in-trade	17	9,058.96	6,868.42
Changes in inventories of finished goods, work-in progress and	18	-8.13	45.07
Employee Benefit Expenses	19	102.46	82.47
Finance Cost	20	49.00	51.68
Depreciation & Amortisation Expenses	7	21.81	12.81
Other Expenses	21	447.04	343.58
IV. Total Expenses		9,671.15	7,404.04
V. Profit before exceptional and extraordinary items & Tax	(III-IV)	-1,734.86	1,807.80
VI. Exceptional Items		-	-
VII. Profit before extraordinary items & Tax	(V-VI)	-1,734.86	1,807.80
VIII. Extraordinary items		-	-
IX. Profit before tax	(VII-VIII)	-1,734.86	1,807.80
X. Tax Expenses			
(1) Current Tax		0.00	438.00
(2) Deferred Tax		-438.62	0.15
XI. Profit / (Loss) from the period from continuing operations after tax	(IX-X)	-1,296.24	1,369.65
XII. Profit / (Loss) from discontinuing operations		-	-
XIII. Tax expenses of discontinuing operations		-	-
XIV. Profit / (Loss) from discontinuing operations after tax	(XII-XIII)	-	-
XV. Profit (loss) for the period	(XI+XIV)	-1,296.24	1,369.65
XVI. Earning per equity share			
(1) Basic		-0.01	0.01
(2) Diluted		-0.01	0.01

The accompanying notes are an integral part of the financial statements.

As Per Our Report of Even Date
For B Chordia & Co.
Chartered Accountants

For Khemani Distributors and Marketing Limited

Sd/-
Vikas Chordia
Partner
M. NO.: 158536
FRN: 121083W

Sd/-
Vijaykumar Khemani
(Chairman &
Managing Director)
DIN: 02227389

Sd/-
Amitkumar Khemani
(Whole Time Director
& CFO)
DIN: 02227413

Sd/-
Charmi Soni
Company
Secretary
ACS: 72108

Place: Surat
Date: 28/05/2026

Place: Surat
Date: 28/05/2026

KHEMANI DISTRIBUTORS & MARKETING LIMITED
CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2026

		Rs. in Lakhs	
PARTICULARS		AS AT 31/03/2026	AS AT 31/03/2025
A	CASH INFLOW/(OUTFLOW) FROM OPERATING ACTIVITIES		
	Net Profit Before Tax and Extra-Ordinary Items	-1,734.86	1,807.80
	Adjustments for:	0.00	0.00
	Depreciation	21.81	12.81
	Profit & Loss on sal of Assets	0.00	-0.05
	Interest & Finance Charges	49.00	51.68
	Operating Profit before Working Capital Changes	-1,664.04	1,872.24
	Adjustments for:		
	(Increase)/Decrease in Trade Receivables	-74.77	-65.23
	(Increase)/Decrease in Inventories	86.75	1,037.15
	(Increase)/Decrease in Other Current assets	-53.01	-90.38
	(Increase)/Decrease in Long Term loans and advances	-794.75	-650.38
	(Increase)/Decrease in Short Term loans and advances	-	-
	(Increase)/Decrease in Other Non-current Assets	0.00	0.00
	Increase/(Decrease) in Trade Payables	437.10	93.86
	Increase/(Decrease) in Other Current Liabilities	-	-
	Increase/(Decrease) in Short term provision	10.75	-12.09
	Increase/(Decrease) in Other Long-Term Borrowings	-	-
	Increase/(Decrease) in Short-Term Borrowings	2,721.18	546.87
		2,333.24	859.79
	Cash generated from operations	669.20	2,732.03
	Less: Income Tax paid	0.00	438.00
	Less: Earlier provision	-6.11	114.76
	Net Cash generated from operations before extraordinary items	675.31	2,179.28
	Extraordinary items	-	-
	Net Cash Inflow / (Outflow) from Operating activities	(A) 675.31	2,179.28
B	CASH FLOW FROM INVESTING ACTIVITIES		
	(Purchase)/Sale of Fixed Assets	-76.11	-0.74
	Increase/(decrease) in Long term Loans & Advances	-	-
	Increase/(decrease) in Short term Loans & Advances	-	-
	(Purchase)/Sale of Investments	-589.21	-1,747.02
	Income from other activities	-	-
	Net Cash Inflow/(Outflow) from Investing activities	(B) -665.31	-1,747.76
C	CASH FLOW FROM FINANCING ACTIVITY		
	Proceeds from Shares Issued	-	-
	Proceeds / (Repayment) : Short Term Borrowing	-	-
	Proceeds / (Repayment) : Long Term Liabilities	-	-
	Proceeds / (Repayment) : Long Term Borrowing	43.47	-435.59
	Interest & Finance Charges	-49.00	-51.68
	Net Cash used in Financing activities	(C) -5.54	-487.27
	Net Change in Cash & Cash Equivalents	(A)+(B)+(C) 4.46	-55.76
	Cash and Cash equivalents as at the beginning of the period	134.73	190.49
	Cash and Cash equivalents as at the end of the period	139.19	134.73

Note:

As Per Our Report of Even Date
For B Chordia & Co.
Chartered Accountants

For Khemani Distributors and Marketing Limited

Sd/-
Vikas Chordia
Partner
M. NO.: 158536
FRN: 121083W

Sd/- Vijaykumar Khemani (Chairman & Managing Director) DIN: 02227389	Sd/- Amitkumar Khemani (Whole Time Director & CFO) DIN: 02227413	Sd/- Charmi Soni Company Secretary ACS: 72108
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Place: Surat
Date: 28/05/2026

Place: Surat
Date: 28/05/2026

NOTES TO BALANCE SHEET & PROFIT & LOSS STATEMENT

Rs. in Lakhs

PARTICULARS	AS AT 31/03/2026	AS AT 31/03/2025
NOTE-1		
SHARE CAPITAL		
<u>AUTHORISED SHARE CAPITAL</u>		
23000000 EQUITY SHARES OF RS. 5/- EACH	1,150.00	1,150.00
(PREVIOUS YEAR 23000000 EQUITY SHARES OF RS. 5/- EACH)	1,150.00	1,150.00
<u>ISSUED, SUBSCRIBED AND FULLY PAID UP</u>		
22974000 EQUITY SHARES OF RS. 5/- EACH	1,148.70	1,148.70
(PREVIOUS YEAR 22974000 EQUITY SHARES OF RS. 5/- EACH)	1,148.70	1,148.70

NOTE-1A RECONCILIATION OF SHARES OUTSTANDING OF RS. 5/-	EQUITY (NUMBER)	EQUITY (NUMBER)
SHARES OUTSTANDING	2,29,74,000	2,29,74,000
SHARES ISSUED DURING THE YEAR	-	0
SHARES BOUGHT BACK DURING THE YEAR	-	-
SHARES OUTSTANDING AT THE END OF YEAR	2,29,74,000	2,29,74,000

NOTE-1B SHAREHOLDERS HOLDING FOR THAN 5% SHARES	%			%
VIJAYKUMAR KHEMANI	51.64	1,18,64,800	1,18,58,800	51.61
GRYFFIN ADVISORY SERVICES PVT. LTD.	14.63	33,60,000	33,60,000	14.63
NATURAL SUPPLIERS PVT. LTD.	19.86	45,62,400	45,62,400	19.86
AZURA PROJECTS PVT. LTD.				

NOTE-1C
Shareholding of Promoters

Shares Held by Promoters & Promoter Group at the end of the year 31.03.2026			
Promoter Name	No. of Shares	% of Total Share	Change during The Year
Sushila Devi Khemani	4,49,280	1.96%	0.00%
Amit Vijaykumar Khemani	27,600	0.12%	0.00%
Vijaykumar Mangtaram Khemani	1,18,64,800	51.64%	0.03%
Dimple Pradeep Mansinghka	11,280	0.05%	0.00%
Anupa Amit Kumar Khemani	11,280	0.05%	0.00%
Avinash Vijaykumar Khemani	11,280	0.05%	0.00%
Sanju Avinash Khemani	11,280	0.05%	0.00%
Onyx Partners	4,05,600	1.77%	0.00%
Bsas Infotech Limited	10,77,600	4.69%	0.00%
Gryffin Advisory Services Pvt. Ltd.	33,60,000	14.63%	0.00%
Total	1,72,30,000	75.00%	0.03%

Shares Held by Promoters & Promoter Group at the end of the year 31.03.2025			
Promoter Name	No. of Shares	% of Total Share	Change during The Year
Sushila Devi Khemani	4,49,280	1.96%	0.00%
Amit Vijaykumar Khemani	27,600	0.12%	0.00%
Vijaykumar Mangtaram Khemani	1,18,58,800	51.62%	25.27%
Dimple Pradeep Mansinghka	11,280	0.05%	0.00%
Anupa Amit Kumar Khemani	11,280	0.05%	0.00%
Avinash Vijaykumar Khemani	11,280	0.05%	0.00%
Sanju Avinash Khemani	11,280	0.05%	0.00%
Onyx Partners	4,05,600	1.77%	0.00%
Bsas Infotech Limited	10,77,600	4.69%	0.00%
Gryffin Advisory Services Pvt. Ltd.	33,60,000	14.63%	0.00%
Total	1,72,24,000	74.97%	25.27%

TERMS / RIGHTS ATTACHED TO EQUITY SHARES

1. AT THE YEAR END COMPANY HAS ONE CLASS OF EQUITY SHARES HAVING A PAR VALUE OF RS. 5/- PER SHARE.
2. SHAREHOLDER IS ELIGIBLE FOR ONE VOTE PER SHARE HELD.
3. NO SHARES WERE BOUGHT BACK FOR LAST FIVE YEARS.
4. THERE IS NO UNPAID CALL ON SHARES FROM DIRECTORS AND OFFICERS.

NOTE-2		
RESERVES & SURPLUS		
A. SHARES PREMIUM ACCOUNT		
OPENING BALANCE	1,041.25	1,041.25
LESS: CAPITALIZED AND BONUS ISSUED	-	0.00
CLOSING BALANCE	1,041.25	1,041.25
B. PROFIT & LOSS A/C		
OPENING BALANCE	7,040.16	5,785.27
ADD: CURRENT YEAR PROFIT/(LOSS)	-1,296.24	1,369.65
ADD: NET OF EXCESS PROVISION OF TAX / TAX PAID OF FIRM	6.11	-114.76
CLOSING BALANCE	5,750.03	7,040.16
TOTAL	6,791.28	8,081.41
NOTE-3		
LONG TERM BORROWINGS		
(a) SECURED LOAN		
CAR LOAN FROM NBFC	43.47	0.00
(b) UNSECURED LOAN		
UNSECURED LOANS FROM DIRECTORS, RELATIVES, CORPRATES	0.00	0.00
TOTAL	43.47	0.00
NOTE-4		
SHORT TERM BORROWINGS		
(a) SECURED LOAN		
LOAN AGAINST SHARES & SECURITIES	0.00	9.87
CAR LOAN INSTALMMENT DUE WITHIN A YEAR	14.88	0.00
(b) UNSECURED LOAN		
UNSECURED LOANS FROM DIRECTORS, RELATIVES, CORPRATES	0.00	0.00
INTER-CORPORATE LOAN	3,253.16	537.00
TOTAL	3,268.05	546.87
NOTE-5		
(a) TRADE PAYABLES		
(i) TOTAL OUTSTANDING DUES OF MICRO ENTERPRISES AND SMALL ENTERPRISES	0.02	0.15
(ii) TOTAL OUTSTANDING DUES OF CREDITORS OTHER THAN MICRO ENTERPRISES AND SMALL ENTERPRISES	755.35	318.12
TOTAL	755.37	318.27

(b-1) TRADE PAYABLES AGEING SCHEDULE As on 31/03/2026

Particulars	Outstanding for following periods from due date of payment				
	Less than 1 Year	1-2 Year	2-3 Year	More Than 3 Year	Total
(i) MSME	0.02	0.00	0.00	0.00	0.02
(ii) OTHERS	755.35	0.00	0.00	0.00	755.35
(iii) DISPUTED DUES – MSME	0.00	0.00	0.00	0.00	0.00
(iv) DISPUTED DUES - OTHERS	0.00	0.00	0.00	0.00	0.00
TOTAL	755.37	0.00	0.00	0.00	755.37

(b-2) TRADE PAYABLES AGEING SCHEDULE As on 31/03/2025

Particulars	Outstanding for following periods from due date of payment				
	Less than 1 Year	1-2 Year	2-3 Year	More Than 3 Year	Total
(i) MSME	0.15	0.00	0.00	0.00	0.15
(ii) OTHERS	318.12	0.00	0.00	0.00	318.12
(iii) DISPUTED DUES – MSME	0.00	0.00	0.00	0.00	0.00
(iv) DISPUTED DUES - OTHERS	0.00	0.00	0.00	0.00	0.00
TOTAL	318.27	0.00	0.00	0.00	318.27

NOTE-6		
SHORT TERM PROVISIONS		
ESIC PF PAYABLE	0.21	0.17
PROFESSIONAL TAX PAYABLE	0.05	0.03
TAX PAYABLE	0.00	0.00
TDS/TCS PAYABLE	5.43	2.59
PROVISIONS FOR EXPENSES	17.78	9.93
TOTAL	23.47	12.73

NOTE-7 - PROPERTY, PLANT AND EQUIPMENT AND INTANGIBLE ASSETS:**STATEMENT OF DEPRECIATION FOR THE YEAR ENDED ON 31/03/2026
(AS PER THE COMPANIES ACT)**

		Rs. in Lakhs							
SR. NO.	PARTICULARS	GROSS BLOCK			DEPRICIATION			NET BLOCK	
		As on 01/04/2025	Addition/ Deletion during the year	Total As on 31/03/2026	As on 01/04/2025	During the year	Total As on 31/03/202 6	As on 31/03/2026	As on 01/04/2025
a	Tangible Assests								
1	OFFICE EQUIPMENTS	30.87	0.47	31.34	28.85	0.42	29.27	2.07	2.02
2	FURNITURE	27.76	0.00	27.76	22.36	1.34	23.70	4.06	5.40
3	COMPUTER	9.55	1.06	10.61	8.67	0.67	9.34	1.27	0.88
4	COMPUTER SERVER	0.96	0.00	0.96	0.91	0.00	0.91	0.05	0.05
5	VEHICLE	55.25	74.57	129.82	41.16	16.01	57.18	72.64	14.09
6	PLANT & MACHINERY	11.11	0.00	11.11	5.18	0.50	5.69	5.42	5.93
7	BUILDING	79.61	0.00	79.61	20.90	2.86	23.76	55.89	58.70
b	Intangible Assests	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
C	Capital Work In Progress	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
d	Intangible assets under development	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
	TOTAL	215.10	76.11	291.20	128.03	21.81	149.85	141.40	87.06
	PREVIOUS YEAR	219.48	(4.38)	215.10	115.22	12.81	128.03	87.06	99.08

NO ASSETS WERE IMPAIRED/REVALUED DURING LAST FIVE YEARS

NOTE-8		
NON-CURRENT INVESTMENTS		
INVESTMENTS IN QUOTED BONDS	70.13	70.13
INVESTMENT IN PMS	1,140.48	0.00
INVESTMENTS IN TRADED QUOTED SHARES		
OTHER THAN SUBSIDIARY / JV	5,294.33	5,864.82
INVESTMENT IN NON TRADED UNQUOTED SHARES	17.50	17.50
INVESTMENT IN PARTNERSHIP FIRM - ONYX PARTNERS	132.00	112.78
TOTAL	6,654.43	6,065.23

DETAIL OF PARTNERSHIP FIRM

ONYX PARTNERS

PARTNERS	%	CAPITAL BALANCE	CAPITAL BALANCE
VIJAY KHEMANI	50	-354.70	-418.76
AVINASH KHEMANI	35	151.56	97.32
KHEMANI DISTRIBUTORS & MARKETING LIMITED	15	132.00	112.78

NOTE-9		
LONG TERM LOANS & ADVANCES		
(a) SECURED		-
(b) UNSECURED, CONSIDERED GOOD		-
OTHER ADVANCES	3,043.93	2,249.18
TOTAL	3,043.93	2,249.18
NOTE-10		
OTHER NON-CURRENT ASSETS		
SECURITY DEPOSITS	1.00	1.00
TOTAL	1.00	1.00
NOTE-11		
INVENTORIES		
CLOSING STOCK-GOODS	287.92	279.79
CLOSING STOCK-BONDS/SHARES	2.13	97.01
TOTAL	290.05	376.80
NOTE-12		
(a) TRADE RECEIVABLES		
(UNSECURED, CONSIDERED GOOD)		
OTHERS	390.75	315.98
TOTAL	390.75	315.98

(b-1) TRADE RECEIVABLES AGEING SCHEDULE AS ON 31/03/2026

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 month	6 month - 1 Year	1-2 Year	2-3 Year	More Than 3 Year	
(i) UNDISPUTED TRADE RECEIVABLES - CONSIDERED GOOD	342.00	40.02	2.24	1.64	4.85	390.75
(ii) UNDISPUTED TRADE RECEIVABLES - CONSIDERED DOUBTFUL	0.00	0.00	0.00	0.00	0.00	0.00
(iii) DISPUTED TRADE RECEIVABLES - CONSIDERED GOOD	0.00	0.00	0.00	0.00	0.00	0.00
(iv) DISPUTED TRADE RECEIVABLES - CONSIDERED DOUBTFUL	0.00	0.00	0.00	0.00	0.00	0.00
TOTAL	342.00	40.02	2.24	1.64	4.85	390.75

(b-2) TRADE RECEIVABLES AGEING SCHEDULE AS ON 31/03/2025

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6month	6 month - 1 Year	1-2 Year	2-3 Year	More Than 3 Year	
(i) UNDISPUTED TRADE RECEIVABLES - CONSIDERED GOOD	304.76	1.01	2.75	4.20	3.26	315.98
(ii) UNDISPUTED TRADE RECEIVABLES - CONSIDERED DOUBTFUL	0.00	0.00	0.00	0.00	0.00	0.00
(iii) DISPUTED TRADE RECEIVABLES - CONSIDERED GOOD	0.00	0.00	0.00	0.00	0.00	0.00
(iv) DISPUTED TRADE RECEIVABLES - CONSIDERED DOUBTFUL	0.00	0.00	0.00	0.00	0.00	0.00
TOTAL	304.76	1.01	2.75	4.20	3.26	315.98

NOTE-13**CASH & CASH EQUIVALENTS**

CASH IN HAND	70.98	24.61
CHEQUES IN HAND	25.18	35.21
FIXED DEPOSITS WITH BANK	0.00	30.08
BANK BALANCE IN CURRENT A/C WITH BANKS	43.03	44.83
TOTAL	139.19	134.73

NOTE-14**OTHER CURRENT ASSETS**

GST BALANCE	112.00	69.95
CLAIM RECEIVABLE-NET	33.53	93.15
CURRENT ACCOUNT WITH ONYX PARTNERS	448.45	652.25
INCOME TAX REFUND AWAITED FOR A.Y. 2012-13	24.38	24.38
INCOME TAX REFUND AWAITED FOR A.Y. 2015-16	14.37	14.37
INCOME TAX PAID FOR A.Y. 2016-17	13.04	13.04
INCOME TAX PAID FOR A.Y. 2017-18	7.12	0.00
INCOME TAX PAID FOR A.Y. 2018-19	4.11	4.11
TDS RECEIVABLE/ADVANCE TAX FOR CURRENT YEAR	266.76	0.00
PRE-PAID INSURANCE	0.16	0.38
ADVANCE TO CREDITORS	3.75	3.02
TOTAL	927.66	874.65

(Rs. In Lakhs)

PARTICULARS	FOR THE YEAR	FOR THE YEAR
	ENDED 31/03/2026	ENDED 31/03/2025
NOTE-15		
REVENUE FROM OPERATIONS		
SALES OF TRADED GOODS	9,610.30	7,338.53
PROFIT/(LOSS) ON SALE OF BONDS/SHARES IN. DERIVATIVES	-2,840.52	1,417.71
TOTAL	6,769.78	8,756.24
NOTE-16		
OTHER INCOME		
CAPITAL GAIN/(LOSS) ON SHARES/MF	1,070.39	339.04
DIVIDEND	62.03	63.69
MISC INCOME	0.13	0.05
INTEREST INCOME	14.00	50.45
SHARE OF PROFIT FROM ONYX PARTNERS	19.96	2.38
TOTAL	1,166.51	455.60
NOTE-17		
PURCHASE OF STOCK-IN TRADE		
PURCHASES OF TRADED GOODS	9,058.96	6,868.42
TOTAL	9,058.96	6,868.42
NOTE-18		
CHANGES IN INVENTORY		
OPENING STOCK-GOODS	279.79	324.86
LESS: CLOSING STOCK-GOODS	287.92	279.79
TOTAL	-8.13	45.07
NOTE-19		
EMPLOYEE BENEFIT EXPENSES		
BONUS	10.21	10.47
ESI & PF EXPS	1.97	1.21
SALARY	73.03	57.24
REMUNERATION-DIRECTOR	15.00	10.80
STAFF WELFARE	2.25	2.75
TOTAL	102.46	82.47

NOTE-20		
FINANCIAL COST		
BANK CHARGES	0.46	0.41
INTEREST	48.55	51.27
TOTAL	49.00	51.68
NOTE-21		
OTHER EXPENSES		
ADVERTISMENT	0.03	0.05
AUDIT FEES	0.80	0.60
BUSINESS PROMOTION EXPS	0.00	0.67
COMPUTER & SOFTWARE EXPS	2.34	2.14
CONVEYANCE	4.48	8.70
CSR EXPS	41.00	35.00
DELIVERY CHARGES	80.47	63.64
DISCOUNT	219.32	123.35
ELECTRCITY EXPS	4.80	4.66
GST EXPS	0.00	0.21
INCENTIVE	0.33	6.09
INSURANCE	1.95	1.96
LEGAL AND PROFESSIONAL FEES	15.48	27.25
LOADING/UNLOADING EXPS	37.59	45.35
OFFICEE & MISC EXPS	3.31	3.87
PACKING EXPS	8.94	7.29
PRINTING & STATIONARY	2.63	2.42
PROFESSIONAL/SMC TAX	3.20	3.18
RENT	1.68	1.68
REPAIRS & MAINTENANCE	2.00	0.86
EXPENSES ON INVESTMENTS	0.29	0.00
STT ON SHARES	8.44	0.60
TELEPHONE & INTERNET EXPS	0.93	0.95
TRAVELLING EXPS	3.10	0.77
INTEREST ON TAXES/LATE FEES	0.01	0.01
VEHICLE EXPS	3.92	2.30
TOTAL	447.04	343.58

SR. NO.	TYPE OF RATIO	FORMULA	CURRENT YEAR	PREVIOUS YEAR	CHANGE	REMARKS
1	Current Ratio	Current Assets/ Current Liabilities	0.43	1.94	-78%	A
2	Debt Equity Ratio	Total Debts/ Total Equity Shareholders	0.52	0.10	415%	B
3	Debt Service Coverage Ratio	Earning available to Debt Service/ Debt Service	-34.96	35.23	-199%	C
4	Return on Equity Ratio	Net Income/Shareholders Equity	-0.10	0.10	-199%	C
5	Inventory Turnover Ratio	Cost of Goods/Average Inventory	184.67	13.25	1294%	
6	Trade Receivables Turnover Ratio	Net sales/Average accounts receivables	27.20	25.90	5%	
7	Trade Payables Turnover Ratio	Net Credit Purchase /Average Trade Payable	16.88	25.31	-33%	D
8	Net Capital Turnover ratio	Net annual sales/ Avg working capital	-13.03	4.57	-385%	C
9	Net Profit Ratio	Profit after tax/ Net Sales *100	-0.19	0.16	-220%	C
10	Return On Capital Employed	EBIT/Capital Employed*100	-0.14	0.18	-179%	C
11	Return on Investment	Profit after tax/Share Capital*100	-0.16	0.15	-209%	C

A	Increase in WC Gap
B	Increase in Debt
C	Decrease in Profitability
D	Increase in Trade Payable
E	Increase in Sales

SIGNIFICANT ACCOUNTING POLICIES AND NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31ST MARCH, 2026

1. Corporate Information:

Khemani Distributors & Marketing Limited [KDML] is an Indian Public Limited Company, incorporated in Surat, Gujarat in January, 2011. The Company has listed its Equity Shares on the SME Platform of BSE Limited.

KDML is engaged in the Business Trading in FMCG products of Hindustan Unilever Limited ("HUL") as a 'Redistribution Stockiest' in Surat, Gujarat. The Company's product portfolio includes: (a) Personal Care Products; (b) Home Care Products & (c) Food and Drinks Product. The Company is also involved in the business of carrying on trading activities by dealing in Stock Market in all kinds of Securities and other Financial Products.

2. Basis of Accounting:

The financial statements of the Company have been prepared in accordance with the generally accepted accounting principles in India ('Indian GAAP') to comply in all material respects with the notified Accounting Standards ('AS') under section 133 of the Companies Act, 2013 ('the Act'), read with rule 7 of the Companies (Accounts) Rules, 2014 as amended. The financial statements have been prepared on an accrual basis and under the historical cost convention. All amounts included in the financial statements are reported in absolute figures of Indian Rupees.

3. Use of Estimates:

The preparation of financial statements in conformity with Indian GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, reported amounts of revenues and expenses and the disclosure of contingent liabilities on the date of the financial statements. Actual results could differ from those estimates. Any revision to accounting estimates is recognized in the period in which such revisions are made.

4. Recognition of Income and Expenditure:

Revenue is recognized and expenditure is accounted for on their accrual except insurance claim, claims in respect of material purchased and sold which are accounted for on cash basis.

5. Fixed Assets and Depreciation:

Fixed assets are stated at cost of less accumulated depreciation.

Depreciation is provided on W.D.V. method at the rates and in the manner prescribed in Schedule II of the Companies Act, 2013 over their useful life. Depreciation on Assets acquired / disposed off during the year is provided on pro-rata basis with reference to the date of addition/disposal.

6. Foreign Currency Transactions:

There were no Foreign Transactions during the financial year 2024-25.

7. Current and Deferred Tax:

Tax expense for the period, comprising current tax and deferred tax, are included in the determination of the net profit or loss for the period. Current tax is measured at the amount expected to be paid to the tax authorities in accordance with the taxation laws prevailing in the respective jurisdictions.

Deferred tax is recognised for all the timing differences, subject to the consideration of prudence in respect of deferred tax assets. Deferred tax assets are recognised and carried forward only to the extent that there is a reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realised. Deferred tax assets and liabilities are measured using the tax rates and tax laws that have been enacted or substantively enacted by the Balance Sheet date. At each Balance Sheet date, the group re-assess unrecognised deferred tax assets, if any.

8. Inventories:

Inventories are valued at cost or market value, whichever is lower.

9. Investments:

Investments that are readily realizable and intended to be held for not more than a year from the date of acquisition are classified as current investments. All other Investments are classified as Non-Current Investments. Non-Current Investments are carried at cost.

10. Contingent Liabilities:

Contingent liabilities are recognized only when there is a possible obligation arising from past events, not wholly within the control of the Company, or where any present obligation cannot be measured in terms of future outflow of resources of, or where reliable estimate cannot be made. Obligations are assessed on going concern basis and only those having a largely probable outflow of resources are provided for. Contingent liabilities, if any, are not provided for in the financial statements but are separately shown by way of note. Contingent assets are neither recognized nor disclosed in the financial statements.

11. Trade Receivable and Payable:

Balances of trade payable and receivable are subject to confirmation, reconciliation and consequential adjustments, if any.

12. Earnings per Share:

The Company reports basic and diluted Earnings Per Share (EPS) in accordance with Accounting Standard 20 on Earnings Per Share. Basic EPS is computed by dividing the net profit or loss for the year by the weighted average number of Equity shares outstanding during the year.

13. Related Party Transactions:

The Disclosure required under Accounting Standard 18 in respect of Related Party transactions and balances is given in the table and explanations given hereunder:

(I) Nature of Relationship:

Description	Name of Related Parties	Designation
Directors / Key Management Personnel	Vijaykumar Khemani	Chairman & Managing Director
	Amitkumar Khemani	Whole Time Director & CFO
	Anupa Khemani	Non-Executive Director
	Charmi Soni	Company Secretary
Relatives of Key Management Personnel	Sushila Devi Khemani	
	Avinash Khemani	
	Sanju Khemani	
Related Group Company /	Onyx Partners	

Entity	Onyx SaaS Private Limited
	Khemani Enterprises
	Carnelian Assets Management & Advisory Pvt Ltd
	BSAS Infotech Ltd

Note: The list of Related Parties is as identified by the Management and relied upon by the Auditor.

(II) Details of Related Party Transactions:

a) Key Management Personnel / Directors

Sr. No.	Name	Nature of Transaction	Amount [In Lakhs.]	
			As at 31/03/2026	As at 31/03/2025
1	Vijaykumar Khemani	Remuneration	3.00	1.80
		Loan received	-	-
		Loan given	-	-
2	Amitkumar Khemani	Remuneration	12.00	9.00
		Loan received	18.25	33.00
		Loan given	18.25	39.36
		Interest Paid	-	0.12
3	Meghavi Gonawala	Remuneration	-	4.29
4	Charmi Soni	Remuneration	6.90	1.09

b) Relatives of Key Management Personnel

Sr. No.	Name	Nature of Transaction	Amount [In Lakhs.]	
			As at 31/03/2026	As at 31/03/2025
1	Sushila Devi Khemani	Rent	1.68	1.68
2	Avinash Khemani	Salary	9.00	7.05
3	Sanju Khemani	Rent/Service	5.44	1.44

c) Related Group Company / Entity

Sr. No.	Name	Nature of Transaction	Amount [In Lakhs.]	
			As at 31/03/2026	As at 31/03/2025
1	Onyx Partners	Loan given	25,33.50	21,79.00
		Loan Received	27,37.30	21,19.10
2	Onyx SaaS Private	Investment	0	0

	Limited	Inter-Corporate Loan given	9,57.50	8,25.40
		Inter-Corporate Loan received	1,62.75	1,75.02
3	Khemani Enterprises	Loan Received	1,03.25	6.50
		Loan re-paid	1,03.25	6.50
		Sale of Goods	-	4.93
4	BSAS Infotech Ltd	Loan Received	71,39.50	-
		Loan re-paid	4,461.10	-
		Interest paid	41.96	-
5	Carnelian Assets Management & Advisory Pvt Ltd	Money for Investment	1,70.00	-
		Service Charges	239.35	-

14. Payment to Auditors:

Particulars	As at 31/03/2026	As at 31/03/2025
Audit Fees	0.80	0.60

15. Disclosures required under Section 22 of the Micro, Small and Medium Enterprises Development Act, 2006:

Particulars	As at 31/03/2026	As at 31/03/2025
Principal amount remaining unpaid to any supplier as at the end of the accounting year	-	-
Interest due thereon remaining unpaid to any supplier as at the end of the accounting year	-	-
The amount of interest paid along with the amounts of the payment made to the supplier beyond the appointed day	-	-
the amount of interest due and payable for the year	-	-
The amount of interest accrued and remaining unpaid at the end of the accounting year	-	-
The amount of further interest due and payable even in the succeeding year, until such date when the interest dues as above are actually paid	-	-

Note: Dues to Micro and Small enterprises have been determined to the extent such parties have been identified on the basis of information collected by the management.

16. Segment Reporting:

Sr. No.	Particulars	As at 31/03/2026	As at 31/03/2025
1	Segment Revenue		
	(1) FMCG	9610.30	7338.53
	(2) Securities	(2840.52)	1417.71
	(3) Unallocated	0.00	0.45
	Total	6769.78	51.23
	Less: Inter Segment Revenue	0.00	0.00
	Net Sales from Operations	6769.78	8756.23
2	Segment Results (Profit Before Tax and Interest)		
	(1) FMCG	38.27	26.05
	(2) Securities	(1725.35)	1833.43
	(3) Unallocated	0.00	0.00
	Total	(1,687.08)	1859.48
	Less:		
	(a) Financial Cost		
	(1) FMCG	2.18	0.45
	(2) Securities	44.80	51.23
	(3) Unallocated	0.00	0.00
	(b) Other Unallocated Expenditure written off	0.00	0.00
	Add:		
	(c) Un-allocable income	0.00	0.00
	Total Profit Before Tax	(1,734.06)	1807.80
3	Capital Employed (Segment assets – Segment Liabilities)	7939.98	9230.11
	Segment Assets		
	(1) FMCG	2142.03	1577.88
	(2) Securities	9888.32	8530.40
	(3) Unallocated	0.00	0.00
	Total	12030.35	10107.98
	Segment Liabilities		
	(1) FMCG	266.83	329.79
	(2) Securities	3823.53	548.08
	(3) Unallocated	0.00	0.00
	Total	4090.36	877.87

17. Previous Year's Figures: Previous year's figures have been regrouped/reclassified wherever necessary to correspond with the current year's classification/disclosure.

18. Expenditure on Corporate Social Responsibility:

Sr. No.	Particulars	(Amt. in Lakhs)
		For the Year ended 31/03/2026
i.	Amount required to be spent by the Company during the year	40.92
ii.	Amount spent during the year	41.00
iii.	Amount remained unspent during the year	
iv.	Shortfall at the end of the year	
v.	Total of previous years Excess	
vi.	Reason for Shortfall / Excess	Refer Note below

19. Where the company has not used the borrowings from banks and financial institutions for the specific purpose for which it was taken at the balance sheet date, the company shall disclose the details of where they have been used: - **Not Applicable**

20. If, in the opinion of the Board, any of the assets other than Property, Plant and Equipment, Intangible Assets and non-current investments do not have a value on realization in the ordinary course of business at least equal to the amount at which they are stated, the fact that the Board is of that opinion, shall be stated: - **Not Applicable**

21. Where the Company has revalued its Property, Plant and Equipment, the company shall disclose as to whether the revaluation is based on the valuation by a registered valuer as defined under rule 2 of the Companies (Registered Valuers and Valuation) Rules, 2017: - **Not Applicable**

22. No Immovable Properties are held by the Company.

23. Loans & Advances to Promoters, Directors, KMP & Related parties.

Type of Borrowers	Amount of Loan in the nature of Loan Outstanding	% to the total Loans & Advances
Promoters	-	-
Directors	-	-
KMPS	-	-
Related Parties	3492.38	100%

24. CWIP Ageing: **Not Applicable**

25. CWIP Completion Schedule: **Not Applicable**

26. Intangible Tangible Assets under Development: **Not Applicable.**
27. The Company does not have any Benami property, and no proceeding has been initiated against the Company for holding any Benami property.
28. The Company has borrowings on the basis of security of Current Assets, but does not required quarterly returns or statement filed are in agreement with books.
29. The Company is not a **declared wilful defaulter** by any bank/ financial Institution/ other lender.
30. Relationship with Struck off Companies: - **Not Applicable**
31. Charges / Satisfaction yet to be registered with ROC beyond the statutory period along with details and reasons thereof: - **Not Applicable**
32. The Company has complied with number of layers prescribed under Section 2(87) of the Act, the name & CIN of such layer of companies along with relationship / extent of holding: - **Not Applicable**
33. Ratios: -

SR. NO.	TYPE OF RATIO	FORMULA	CURRENT YEAR	PREVIOUS YEAR	CHANGE	REMARKS
1	Current Ratio	Current Assets/ Current Liabilities	0.43	1.94	-78%	A
2	Debt Equity Ratio	Total Debts/ Total Equity Shareholders	0.52	0.10	415%	B
3	Debt Service Coverage Ratio	Earnings available to Debt Service/ Debt Service	(34.96)	35.23	-199%	C
4	Return on Equity Ratio	Net Income/Shareholders Equity	(0.10)	0.10	-199%	C
5	Inventory Turnover Ratio	Cost of Goods/Average Inventory	184.67	13.25	1294%	
6	Trade Receivables	Net sales/Average accounts	27.20	25.90	5%	

	Turnover Ratio	receivables				
7	Trade Payables Turnover Ratio	Net Credit Purchase /Average Trade Payable	16.88	25.31	-33%	D
8	Net Capital Turnover ratio	Net annual sales/ Avg working capital	(13.03)	4.57	-385%	C
9	Net Profit Ratio	Profit after tax/ Net Sales *100	(0.19)	0.16	-220%	C
10	Return on Capital Employed	EBIT/Capital Employed*100	(0.14)	0.18	-179%	C
11	Return on Investment	Profit after tax/Share Capital*100	(0.16)	0.15	-209%	C

A	Increase in WC Gap
B	Increase in Debt
C	Decrease in Profitability
D	Increase in Trade Payable
E	Increase in Sales

- 34.** Any Scheme of Arrangements has been approved by the Competent Authority in terms of sections 230 to 237 of the Companies Act, 2013, the company shall disclose that the effect of such Scheme of Arrangements have been accounted for in the books of account of the Company 'in accordance with the Scheme' and 'in accordance with accounting standards' and deviation in this regard shall be explained: - **Not Applicable**
- 35.** Company has Advanced/ Loaned/ Invested to any other person or entity, incl. foreign entities with the understanding (recorded or otherwise) that the Intermediary shall Lend or invest in Ultimate Beneficiaries Provide Guarantee/ Security/ etc. on behalf of Ultimate Beneficiaries: - **Not Applicable**
- 36.** Company has Received from any other person or entity, incl. foreign entities with the understanding (recorded or otherwise) that the Company shall Lend or invest in Ultimate Beneficiaries Provide Guarantee/ Security/ etc. on behalf of Ultimate Beneficiaries. **Not Applicable**
- 37.** Details of any transaction not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the

Income Tax Act, 1961), unless there is immunity for disclosure under any scheme: **-Not Applicable**

38. The Company has not traded or invested in Crypto Currency or Virtual Currency during the financial year.

As Per Our Report of Even Date

For B Chordia & Co.

Chartered Accountants

Khemani Distributors and Marketing Limited

Sd/-

Vikas Chordia

Partner

M. NO.: 158536

FRN: 121083W

Place: Surat

Date: 28/05/2026

Sd/-

**Vijaykumar Khemani
(Chairman & Managing
Director)**

DIN: 02227389

Place: Surat

Date: 28/05/2026

Sd/-

**Amitkumar Khemani
(Whole Time Director
& CFO)**

DIN: 02227413

Sd/-

**Charmi Soni
Company
Secretary**

ACS: 72108

KHEMANI

Attendance Slip

[Duly filled Attendance Slip to be submitted at the Entrance of the Meeting Hall]

Name of the Registered Shareholder	
DP. Id. / Client Id.	
Name of Proxy <i>[To be filled in if the Proxy attends the AGM instead of Shareholder]</i>	
No. of Shares held	

I certify that I am a Registered Shareholder/ Proxy for the Registered Shareholder of the Company.

I hereby record my presence at the 15th Annual General Meeting of the Company being held at the Registered Office of the Company on **Tuesday, the 04th August, 2026 at 11:00 AM.**

Name of Shareholder/Proxy: _____

Signature of Shareholder/ Proxy: _____

Form No. 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	: L74300GJ2011PLC063520
Name of the company	: Khemani Distributors & Marketing Limited
Registered office	: Plot No. D/91-92, Laxminarayan Industrial Park, BRC Compound, Udhna, Bhestan, Surat, Gujarat, India, 394210

Name of Member(s)	:	
Registered Address	:	
E-Mail Id	:	
DP. Id. - Client Id. / Folio	:	

I/We, being the Member of _____ Shares of the above-named Company, hereby appoint-

1.	Name -	
	Address -	
	E-mail Id -	
	Signature -	or failing him / her

2.	Name -	
	Address -	
	E-mail Id -	
	Signature -	

as my/our Proxy to attend and vote for me/us and on my/our behalf at the 15th AGM of the Company to be held on **Tuesday, the 04th August, 2026 at 11:00 AM** at the Registered Office of the Company situated at Plot No. D/91-92, Laxminarayan Industrial Park, BRC Compound, Udhana, Bhestan Road, Surat-394210, Gujarat and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution no.	Resolutions
	[Ordinary Business]
1	To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2026, together with the Reports of the Board of Directors and the Auditors thereon.
2	To consider and approve the re-appointment of Mrs. Anupa Amitkumar Khemani (DIN: 07360209) as a Director of the Company, who retires by rotation and being eligible offers himself for re-appointment.
3	To approve Re-Appointment of Statutory Auditor for the second term of 5 years

Signed this ____ day of _____ 2026.



Signature of Shareholder: _____

Signature of Proxy: _____

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.

Form No. 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]

Name of the Company: **Khemani Distributors and Marketing Limited**

Registered office: **Plot No.- D/91-92, Laxmi Narayan Industrial Park, BRC Compound, Udhna, Bhestan, Surat, Gujarat, India, 394210**

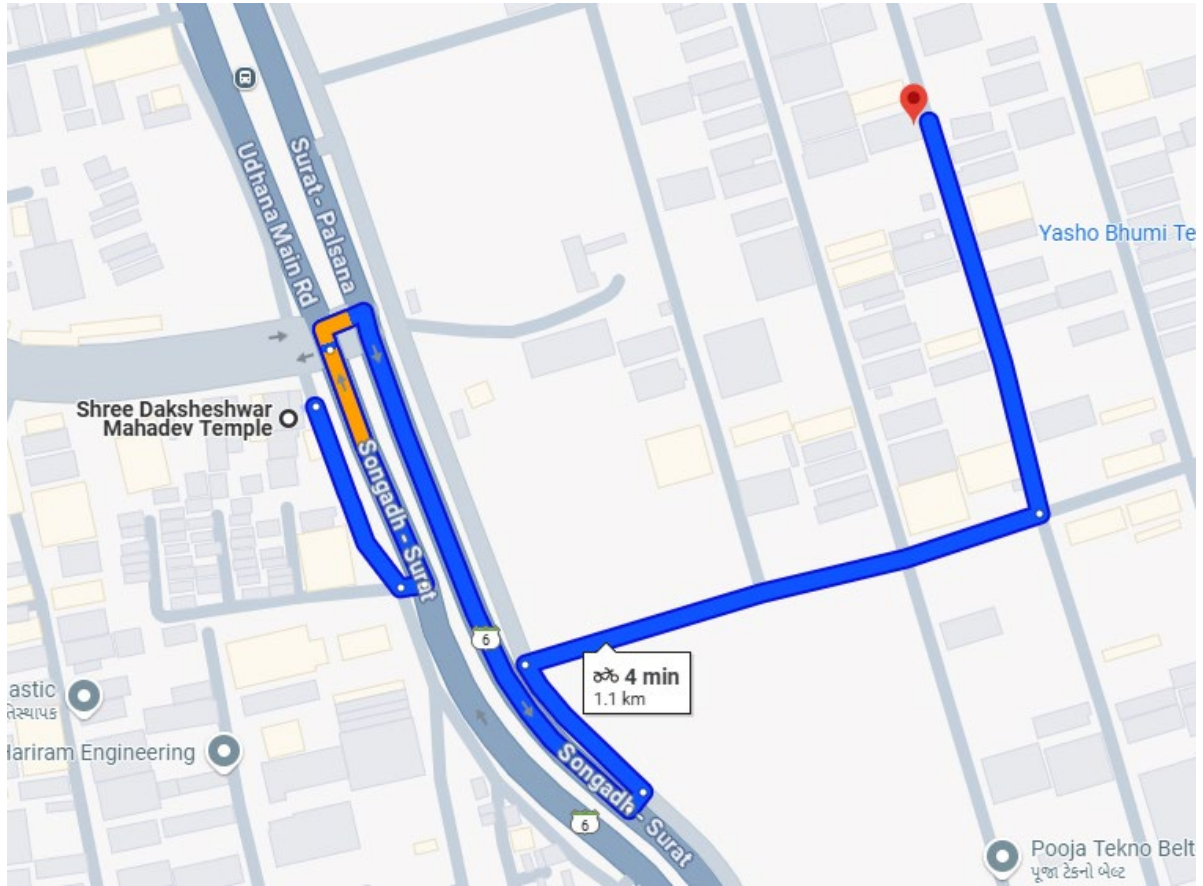
BALLOT PAPER

Sr. No.	Particulars	Details
1.	Name of the First Named Shareholder (In block letters)	
2.	Postal address	
3.	Registered folio No. / *Client ID No. (*Applicable to investors holding shares in dematerialized form)	
4.	Class of Share	

I hereby exercise my vote in respect of Ordinary/ Special resolution enumerated below by recording my assent or dissent to the said resolution in the following manner:

Sr. No.	Item No.	No. of shares held by me	I assent to the resolution	I dissent from the resolution
1.	Item No. 1			
2.	Item No. 2			
3.	Item No. 3			
Place:		(Signature of the shareholder)		
Date:				

ROUTE MAP
TO THE VENUE OF THE 15TH ANNUAL GENERAL MEETING



KHEMANI

IF UNDELIVERED; please return to:



KHEMANI DISTRIBUTORS AND MARKETING LIMITED
Plot No. D/91-92, Laxminarayan Industrial Park,
BRC Compound, Udhna, Bhestan Road,
Surat-394210, Gujarat
Contact: +91-9737747888