

29th May, 2023

To,
BSE Limited,
Phirozen Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400 001, Maharashtra

Scrip ID / Code: KDML / 539788

Subject: Outcome of Board Meeting held on 29th May, 2023

Dear Sir / Madam,

Pursuant to the provisions of Regulation 30 and 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are pleased to inform you that the Board of Directors of the Company in their meeting held today i.e., Monday, 29th May, 2023 have inter-alia, considered and approved the following major businesses:


1. The Audited Financial Results of the Company for the half year and year ended 31st March, 2023 and Auditors' Report thereon. A copy of the Audited Financial Results along with Auditors Report received from M/s. B Chordia & Co., Statutory Auditors of the Company are enclosed herewith.
2. As per Regulation 33(3)(d) of the Listing Regulations, the Statutory Auditors have given Unmodified Opinion on the Annual Audited Financial Results of the Company for the half year and year ended 31st March, 2023 and the declaration to that effect is also enclosed as **Annexure-A**.
3. Appointment of Mr. Bhaveshkumar Rawal, Practicing Company Secretary as a Secretarial Auditor of the Company for the Financial Year 2023-24;
4. Appointment of Ravindra Dhakar & Associates, Chartered Accountants, as Internal Auditors of the Company for the Financial Year 2023-24;

The Board Meeting commenced at 4:00 p.m. and concluded at 5:45 p.m.

Kindly take the same on your record and oblige.

Thanking you,

For **KHEMANI DISTRIBUTORS & MARKETING LIMITED**


VAISHALI PUNJABI
Company Secretary
ACS: 48695



Encl.: as above

Khemani Distributors & Marketing Limited

Registered Office: Plot No. D/91-92, Laxminarayan Industrial Park, BRC Compound, Udhana-Bhestan Road, Surat-394210, Gujarat
Tel. No.: 9737747888, Email: investors@khemanigroup.net, Website: www.khemanigroup.net, CIN: L74300GJ2011PLC063520



INDEPENDENT AUDITOR'S REPORT

To the Members

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 2023, 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.

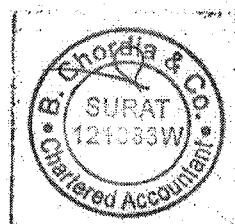
In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2023, and profit, and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the 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.

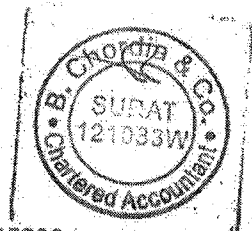
Management's Responsibility for the Standalone Financial Statements

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



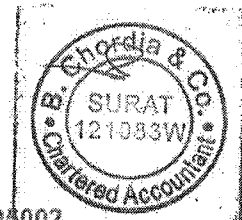


reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

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, 2023 and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2023 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. 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.

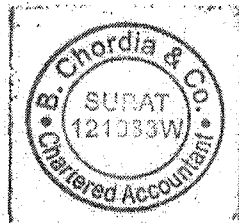
For B Chordia & Co.
Chartered Accountants
F.R.N. - 121083W

Vikas Chordia
(Partner)

M.N. - 158536

Date: 29/05/2023

Place: Surat



UDIN: 23158536 B6W0JR2983

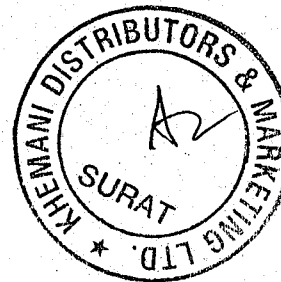
Standalone Audited Financial Results for the Half Year and Year Ended 31-03-2023

Sr. No.	Particulars	Half Year Ended			Year Ended	
		31.03.2023	30.09.2022	31.03.2022	31.03.2023	31.03.2022
		(Audited)	(Unaudited)	(Audited)	(Audited)	(Audited)
1	Income					
	(a) Revenue from Operations	4267.60	3516.99	2882.21	7784.59	6819.24
	(b) Other Operating Income	24.36	328.44	1.11	352.80	66.31
	Total Income (a+b)	4291.96	3845.43	2883.32	8137.39	6885.55
2	Expenses					
	(a) Cost of materials consumed	0.00	0.00	0.00	0.00	0.00
	(b) Purchases of stock-in-trade	3901.95	3302.22	3105.60	7204.17	5733.62
	(c) Changes in inventories of finished goods, work-in-progress and stock-in-trade	(150.25)	18.63	36.83	(131.62)	30.11
	(d) Employee benefits expense	48.72	33.38	40.51	82.10	71.90
	(e) Finance costs	29.01	17.70	9.50	46.71	29.71
	(f) Depreciation and amortisation expense	8.84	9.00	8.60	17.84	16.95
	(g) Other expenses	187.46	101.99	144.67	289.45	232.46
	Total expenses	4025.72	3482.93	3345.71	7508.65	6114.75
3	Profit/(Loss) before exceptional and extraordinary items and tax	266.24	362.50	(462.40)	628.74	770.80
4	Exceptional items	0.00	0.00	0.00	0.00	0.00
5	Profit/(Loss) before extraordinary items and tax (3-4)	266.24	362.50	(462.40)	628.74	770.80
6	Extraordinary items	0.00	0.00	0.00	0.00	0.00
7	Profit/(Loss) before tax (5-6)	266.24	362.50	(462.40)	628.74	770.80
8	Tax Expenses					
	(a) Current tax	64.57	22.50	149.04	87.07	178.04
	(b) Deferred tax	(0.26)	21.32	(1.01)	21.06	9.74
	Total Tax Expenses (a+b)	64.31	43.82	148.03	108.13	187.78
9	Profit/(Loss) for the period from Continuing Operations (7-8)	201.93	318.68	(610.43)	520.61	583.02
10	Profit/(Loss) for the period from discontinuing Operations	0.00	0.00	0.00	0.00	0.00
11	Tax Expenses of discontinuing operations	0.00	0.00	0.00	0.00	0.00
12	Profit/(Loss) from discontinuing operation after tax (10-11)	0.00	0.00	0.00	0.00	0.00
13	Net Profit/(Loss) for the period (9+12)	201.93	318.68	(610.43)	520.61	583.02
14	Details of Equity Share capital					
	Paid Up Share Capital	1148.70	1148.70	1148.70	1148.70	1148.70
	Face value of Equity Share Capital	5/-	5/-	5/-	5/-	5/-
	Reserves excluding revaluation reserves	3714.71	3512.79	3198.19	3714.71	3198.19
15	(i) Earning per share (before extraordinary items) (of Rs. 5/- each) (not annualised):					
	(a) Basic EPS	0.88	1.39	(2.66)	2.27	2.54
	(b) Diluted EPS	0.88	1.39	(2.66)	2.27	2.54
	(ii) Earning per share (after extraordinary items) (of Rs. 5/- each) (not annualised):					
	(a) Basic EPS	0.88	1.39	(2.66)	2.27	2.54
	(b) Diluted EPS	0.88	1.39	(2.66)	2.27	2.54
See accompanying Notes to the Financial Results						

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FOR KHEMANI DISTRIBUTORS & MARKETING LIMITED

Place: Surat
Date: 29/05/2023



AK

AMITKUMAR KHEMANI
Whole Time Director and CFO
(DIN: 02227413)

Khemani Distributors & Marketing Limited

Registered Office: Plot No. D/91-92, Laxminarayan Industrial Park, BRC Compound, Udhana-Bhestan Road, Surat-394210, Gujarat
Tel. No.: 9737747888, Email: investors@khemanigroup.net, Website: www.khemanigroup.net, CIN: L74300GJ2011PLC063520

**KHEMANI**

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Standalone Audited Statement of Assets and Liabilities for the Year Ended 31-03-2023

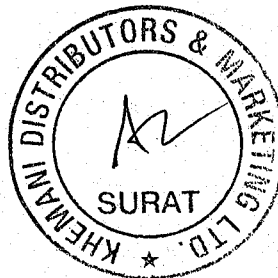
Particulars		(Rs. in lakh)	
		As at 31.03.2023 (Audited)	As at 31.03.2022 (Audited)
A	EQUITY AND LIABILITIES		
1	Shareholder's Funds		
	(a) Share Capital	1148.70	1148.70
	(b) Reserves and Surplus	3714.71	3198.19
	(c) Money received against share warrants	0.00	0.00
	Total Shareholders' Funds	4863.41	4346.89
2	Share application money pending allotment	0.00	0.00
3	Non- Current liabilities		
	(a) Long-Term borrowings	718.53	124.65
	(b) Deferred tax liabilities (net)	0.00	0.00
	(c) Other Long-Term liabilities	0.00	0.00
	(d) Long- term Provisions	0.00	0.00
	Total Non- Current Liabilities	718.53	124.65
4	Current liabilities		
	(a) Short- term borrowings	348.89	363.42
	(b) Trade Payables		
	(i) Total outstanding dues of micro enterprises and small enterprises	1.91	1.68
	(ii) Total outstanding dues of creditors other than micro enterprises and small enterprises	273.13	131.97
	(c) Other current liabilities	0.00	0.00
	(d) Short- term provisions	98.67	12.06
	Total- Current Liabilities	722.60	509.13
	Total- Equity and Liabilities	6304.54	4980.68
B	ASSETS		
1	Non- Current assets		
	(a) Property, Plant and Equipments and Intangible Assets		
	(i) Tangible assets		
	Gross fixed assets	210.26	209.96
	less-Depreciation	107.24	89.40
	Net fixed Assets	103.02	120.56
	(ii) Intangible assets	0.00	0.00
	(iii) Intangible assets under development	0.00	0.00
	(iv) Capital Work in Progress	0.00	0.00
	Total Property, Plant & Equipment	103.02	120.56
	(b) Non-current investments	1035.71	950.58
	(c) Deferred tax assets (net)	3.83	24.89
	(d) Long-term loans and advances	1407.88	108.82
	(e) Other non-current assets	1.20	1.20
	Total Non-current assets	2551.64	1206.04
2	Current assets		
	(a) Current Investments		0.00
	(b) Inventories	2095.75	1871.48
	(c) Trade Receivables	315.49	310.88
	(d) Cash and Cash equivalents	571.61	547.00
	(e) Bank Balance other than Cash and Cash equivalents	0.00	0.00
	(f) Short- term loans and advances	0.00	0.00
	(g) Other Current Assets	770.05	1045.28
	Total Current assets	3752.90	3774.64
	Total - Assets	6304.54	4980.68

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FOR KHEMANI DISTRIBUTORS & MARKETING LIMITED

Place: Surat

Date: 29/05/2023



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AMITKUMAR KHEMANI
Whole Time Director & CFO
(DIN: 02227413)

Khemani Distributors & Marketing Limited

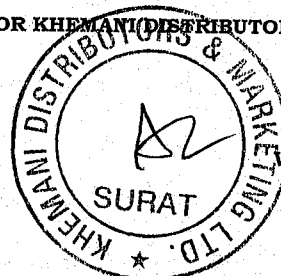
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Tel. No.: 9737747888, Email: investors@khemanigroup.net, Website: www.khemanigroup.net, CIN: L74300GJ2011PLC063520

Standalone Audited Cash Flow Statement for the Year Ended 31-03-2023

Particulars	(Rs. in lakh)	
	As at 31.03.2023 (Audited)	As at 31.03.2022 (Audited)
A CASH INFLOW/(OUTFLOW) FROM OPERATING ACTIVITIES		
Net Profit Before Tax and Extra-Ordinary Items	628.74	770.80
Adjustments for:		
Depreciation	17.84	16.95
Preliminary Expenses Written Off	-	-
Interest & Finance Charges	46.71	29.71
Operating Profit before Working Capital Changes	693.29	817.46
Adjustments for:		
(Increase)/Decrease in Trade Receivables	(4.61)	(161.26)
(Increase)/Decrease in Inventories	(224.28)	(512.33)
(Increase)/Decrease in Other Current assets	275.24	241.58
(Increase)/Decrease in Long Term loans and advances	(1,299.06)	39.89
(Increase)/Decrease in Non-current Assets	-	-
Increase/(Decrease) in Trade Payables	141.37	96.63
Increase/(Decrease) in Other Current Liabilities	-	-
Increase/(Decrease) in Short term provision	86.61	1.52
Increase/(Decrease) in Other Long-Term Borrowings	-	-
Increase/(Decrease) in Short-Term Borrowings	(14.53)	363.42
Cash generated from operations	(1,039.25)	69.44
Less: Income Tax paid	(345.95)	886.89
Less: Earlier provision	87.07	178.04
Net Cash generated from operations before extraordinary items	4.09	128.45
Extraordinary items	(437.12)	580.40
Net Cash Inflow / (Outflow) from Operating activities (A)	(437.12)	580.40
B CASH FLOW FROM INVESTING ACTIVITIES		
(Purchase)/Sale of Fixed Assets		
Increase/(decrease) in Long term Loans & Advances	(0.30)	(21.83)
Increase/(decrease) in Short term Loans & Advances	-	-
(Purchase)/Sale of Investments	(85.13)	105.41
Income from other activities	-	-
Net Cash Inflow/(Outflow) from Investing activities (B)	(85.43)	83.58
C CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds from Shares Issued	-	-
Proceeds / (Repayment) : Short Term Borrowing	-	-
Proceeds / (Repayment) : Long Term Liabilities	-	-
Proceeds / (Repayment) : Long Term Borrowing	593.88	(199.97)
Interest & Finance Charges	(46.71)	(29.71)
Net Cash used in Financing activities (C)	547.17	(229.68)
Net Change in Cash & Cash Equivalents (A) + (B) + (C)	24.62	434.31
Cash and Cash equivalents as at the beginning of the period	547.00	112.69
Cash and Cash equivalents as at the end of the period	571.62	547.00

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FOR KHEMANI DISTRIBUTORS & MARKETING LIMITED



AMITKUMAR KHEMANI
Whole Time Director & CFO
(DIN: 02227413)

Place: Surat
Date: 29/05/2023

Khemani Distributors & Marketing Limited

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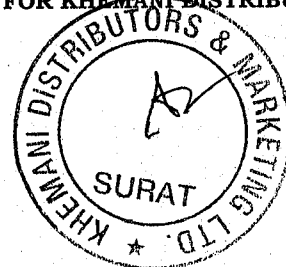
Segment wise Revenue, Results and Capital Employed

(Rs. in lakh)

Sr. No.	Particulars	Half Year Ended			Year ended
		31.03.2023	30.09.2022	31.03.2022	31.03.2023
		Audited	Unaudited	Audited	Audited
1	Segment Revenue				
	(1) FMCG	3992.42	3528.15	3350.31	7520.56
	(2) Securities	275.48	(11.16)	(467.00)	264.32
	(3) Unallocated	0.00	0.00	0.00	0.00
	Total	4267.90	3516.99	2883.31	7784.88
	Less: Inter Segment Revenue	0.00	0.00	0.00	0.00
	Net Sales from Operations	4267.90	3516.99	2883.31	7784.88
2	Segment Results (Profit Before Tax and Interest)				
	(1) FMCG	5.26	90.26	15.08	95.52
	(2) Securities	290.00	289.94	(467.99)	579.94
	(3) Unallocated	0.00	0.00	0.00	0.00
	Total	295.26	380.20	(452.91)	675.46
	Less:				
	(a) Financial Cost				
	(1) FMCG	10.62	9.78	0.99	20.40
	(2) Securities	18.40	7.92	8.49	26.32
	(3) Unallocated	0.00	0.00	0.00	0.00
	(b) Other Unallocated Expenditure written off	0.00	0.00	0.00	0.00
	Add:				
	(c) Un-allocable income	0.00	0.00	0.00	0.00
	Total Profit/(Loss) Before Tax	266.24	362.50	(462.39)	628.74
3	Capital Employed				
	(Segment Assets – Segment Liabilities)	4863.41	4661.49	4346.89	4863.41
	Segment Assets				
	(1) FMCG	1969.42	1682.50	1480.18	1969.42
	(2) Securities	4335.11	4128.28	3500.51	4335.11
	(3) Unallocated	0.00	0.00	0.00	0.00
	Total	6304.54	5810.78	4980.69	6304.54
	Segment Liabilities				
	(1) FMCG	678.30	408.53	503.22	678.30
	(2) Securities	762.83	740.76	130.57	762.83
	(3) Unallocated	0.00	0.00	0.00	0.00
	Total	1441.13	1149.29	633.80	1441.13

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FOR KHEMANI DISTRIBUTORS & MARKETING LIMITED



(Signature)
AMITKUMAR KHEMANI
 Whole Time Director & CFO
 (DIN: 02227413)

Place: Surat
 Date: 29/05/2023

Khemani Distributors & Marketing Limited

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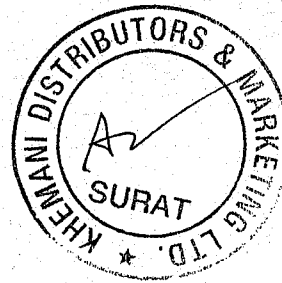
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Notes:-

- 1 The above Audited Standalone Financial Results for the Half Year and Year ended 31-03-2023 have been reviewed by the Audit Committee and subsequently approved by the Board of Directors at their respective meetings held on 29-05-2023.
- 2 The Company has adopted Accounting Standards as notified by Ministry of Corporate Affairs. Accordingly, these financial results have been prepared in accordance with the Accounting Standards prescribed under Section 133 of the Companies Act, 2013 and other accounting principles generally accepted in India.
- 3 These results have been subjected to Audit by the Statutory Auditors of the Company who have issued Audit Report with Unmodified Opinion on the Standalone Annual Financial Results for the half year and year ended 31-03-2023 in terms of Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- 4 The Company has not adopted the Indian Accounting Standards (IND AS) in terms of Exemptions available to the Companies Listed with SME Exchange.
- 5 The above Cash flow statement has been prepared under the "Indirect Method" as set out in Accounting Standard-3, "Cash Flow Statements" issued under the Companies (Accounting Standard) Rules, 2006.
- 6 The Figures for the previous year/period have been regrouped/reclassified, wherever necessary to make it comparable with current period.
- 7 The aforesaid Financial Results will be uploaded on the Company's website (www.khemanigroup.net) and will also be available on website of BSE Limited (www.bseindia.com).
- 8 Figures of the Half Year ended 31-03-2023 as reported in the financial results are the balancing figures between audited figures in respect of the full year and the year to date figures upto to the half year ended 30-09-2022.

Place: Surat
Date : 29/05/2023

FOR KHEMANI DISTRIBUTORS & MARKETING LIMITED




AMITKUMAR KHEMANI
Whole Time Director & CFO
(DIN: 02227413)

Khemani Distributors & Marketing Limited

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Tel. No.: 9737747888, Email: investors@khemanigroup.net, Website: www.khemanigroup.net, CIN: L74300GJ2011PLC063520

29th May, 2023

To,
BSE Limited,
Phirozen Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400 001, Maharashtra

Scrip ID / Code: KDML / 539788

Sub: Declaration in terms of Regulation 33(3)(d) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir / Madam,

In terms of Regulation 33(3)(d) of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, I, Amitkumar Khemani, Whole Time Director & CFO of the Company, hereby declare that the Statutory Auditors of the Company, B Chordia & Co., Chartered Accountants, Surat (FRN No. 121083W) has issued an Audit Report with unmodified opinion on Standalone Audited Financial Results for the Financial Year ended 31st March, 2023.

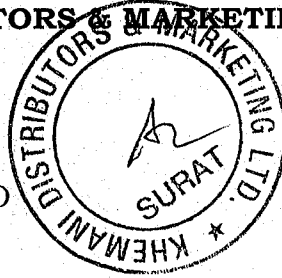
Kindly take the same on your record and oblige.

Thanking you,

For KHEMANI DISTRIBUTORS & MARKETING LIMITED



AMITKUMAR KHEMANI
Whole Time Director & CFO
DIN: 02227413



Khemani Distributors & Marketing Limited

Registered Office: Plot No. D/91-92, Laxminarayan Industrial Park, BRC Compound, Udhana-Bhestan Road, Surat-394210, Gujarat.
Tel. No.: 9737747888, Email: investors@khemanigroup.net, Website: www.khemanigroup.net, CIN: L74300GJ2011PLC063520