KHEMANI

KHEMANI DISTRIBUTORS AND MARKETING LIMITED

12TH ANNUAL REPORT

[2022-23]

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Message from the Desk of Chairman & Managing Director

Dear Shareholders,

I'm delighted to welcome you all to the 12th Annual General Meeting of the Company.

It gives me great pleasure to present to you the Integrated Annual Report of your Company for the financial year 2022-23. We have been able to build trust and deliver excellence to our valued clients over the years. Their sense of belongingness and relentless pursuit of quality have played a crucial role in driving our growth and delivering significant value to our stakeholders. Despite the challenges, your Company remained resilient and focused on strategic priorities.

At Khemani, being the Redistribution Stockiest of HUL (the leading FMCG Company, with brands that reach 9 out of 10 Indian households), we have always kept consumers at the heart of everything we do. The last few years of the pandemic coupled with the nation's rapid digitization journey have had a significant impact on consumers. With increased connectivity and access to information, consumers have become more discerning, looking for superior products that deliver value and demanding brands with a purpose.

In our workplace, we continue to foster equity, diversity & inclusion, and the overall engagement on gender diversity across the organisation has been strengthened. In fact, we strive to be a workplace where everyone feels they belong and are able to thrive. This means creating an inclusive culture free from the barriers that limit people in reaching their true potential.

At the same time, we believe that businesses must have a purpose beyond profits, and that brands with purpose grow, companies with purpose last and people with purpose thrive. We are committed of doing the things in right way, which includes taking business decisions and acting in ways that are ethical and in compliance with applicable legislation. This is our road to consistent, competitive, profitable, and responsible growth and to creating long-term value for our shareholders, our people, and our business partners.

We will continue to carry forward the core values of your Company, dedicating ourselves to growing and developing the business and bringing value to our shareholders and society.

In conclusion, I want to express my gratitude to our team, shareholders, customers and partners for their unwavering support of our Company.

Thank you for being a part of our journey, and I look forward to the exciting future that lies ahead.

Yours' Sincerely,
Vijaykumar Khemani
Chairman and Managing Director

Board of Directors and Key Managerial Personnels

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 5 Decades of rich experience across various Businesses. Under his Leadership, the entire Khemani Group is enjoying eminent, honored 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 10 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 Khemani | Non-Executive Director

Mrs. Anupa Amitkumar Khemani is the Non-Executive Director, associated with the Company since 2015. She 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.

Mr. Amit Jain | Independent Director

Mr. Amit Mahavirprasad Jain is an Independent Director, associated with the Company since 2016. He is Chartered Accountant by Profession. He began his career in Textiles and then have handled his Family Business of Textiles since 1998 till 2014. He is associated with Jay Bharat Group, Surat since 2015 and presently, acting as a Director in JB Ecotex Limited, which is India's Second Biggest Recycler of PET Plastic. He has overall experience of 25 Years into various Businesses.

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, a 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 practise of Accountancy and Auditing.

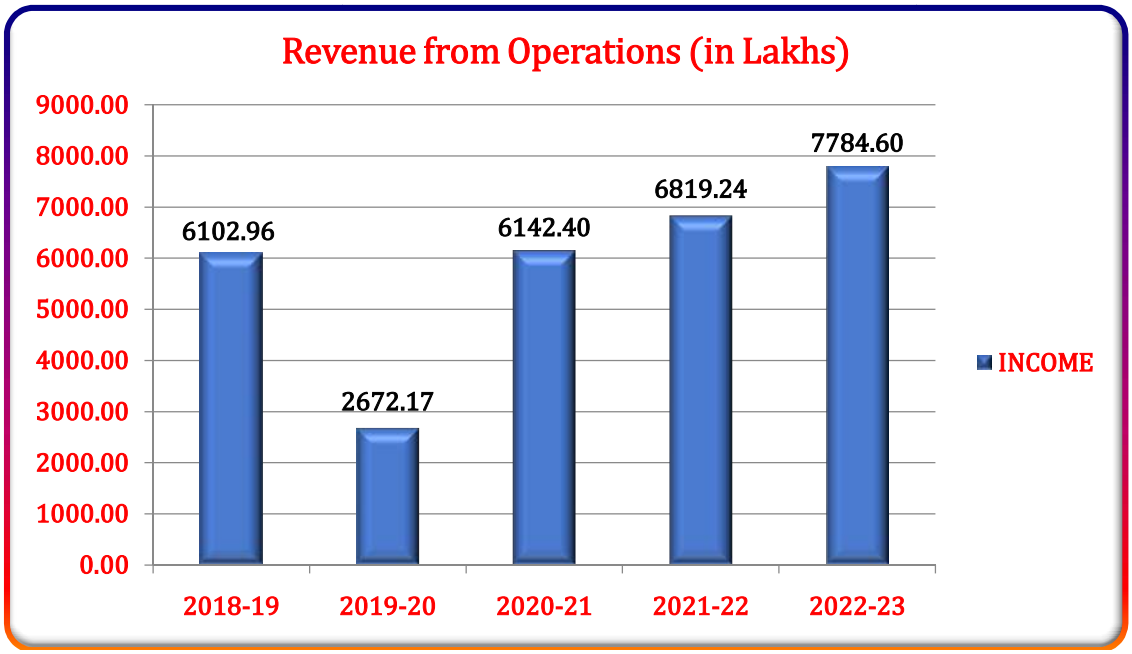
Mr. Mukeshkumar Kabra | Independent Director

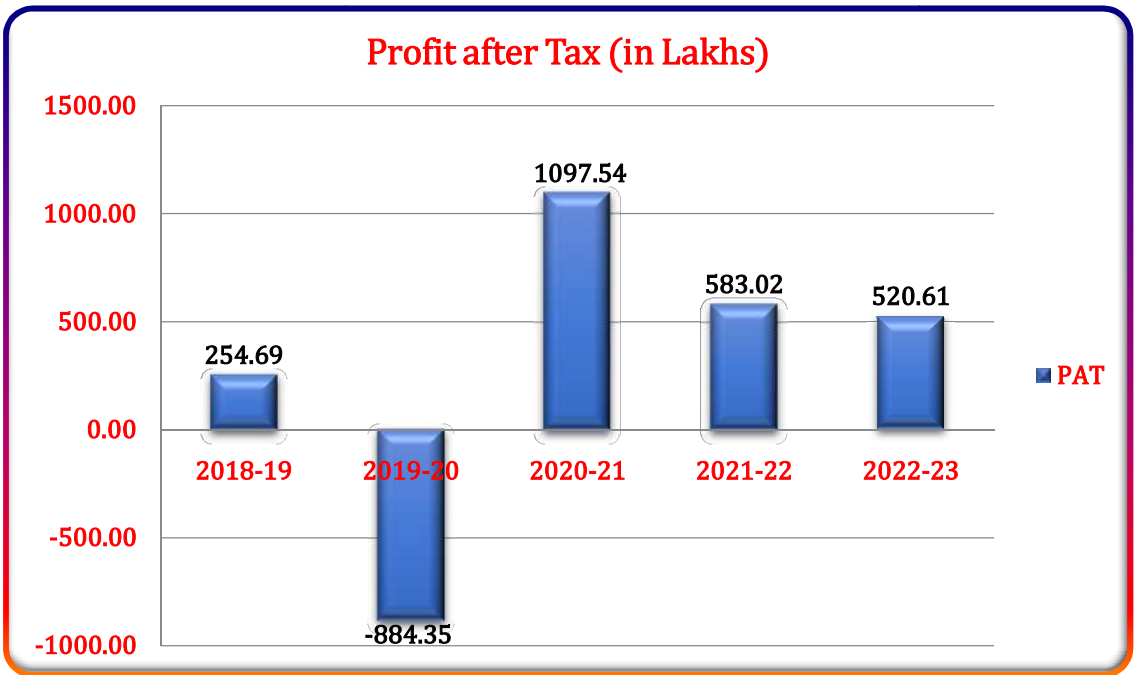
Mr. Mukeshkumar Devidutt Kabra is an Independent Director, associated with the Company since 2017. He is Chartered Accountant by Profession and cleared various certification courses of International Taxation and FAFD, conducted by ICAI. He is currently practicing with S.K. Kabra & Company, a Chartered Accountant Firm. He is serving as a Managing Committee Member 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.

Ms. Vaishali Punjabi | Company Secretary

Ms. Vaishali Vimalkumar Punjabi is the Qualified Company Secretary & Compliance Officer, associated with the Company w.e.f. 2020. She holds Bachelors' degree in Commerce and is an Associate Member of ICSI since December, 2016. She has more than 5 years of experience in Secretarial and Compliance work not limited to ROC, but also SEBI Regulations. She is responsible for all the Secretarial functions of the Company. She is looking after the compliance documents submissions with ROC and Stock Exchange, organising and conducting Meetings of the Company and Liasioning with stakeholders of the Company. She further involves herself in Accounting and GST work of the Company.

Results at Glance





Corporate Information

Board of Directors	
Shri Vijaykumar Khemani	Chairman & Managing Director
Mr. Amitkumar Khemani	Whole Time Director & CFO
Mrs. Anupa Khemani	Director
Mr. Amit Jain	Independent Director
Mr. Balkishan Agarwal	Independent Director
Mr. Mukeshkumar Kabra	Independent Director

Chief Financial Officer (CF0)

Mr. Amitkumar Khemani

Company Secretary and Compliance Officer (CS)

Ms. Vaishali Punjabi

Registered Office of Company

Khemani Distributors & Marketing Limited
Plot No. D/91-92, Laxminarayan Industrial Park, Near BRC Compound,
Udhna, Bhestan Road, Surat-394210, Gujarat
CIN: L74300GJ2011PLC063520
Contact: +91-9737747888 | Email: investors@khemanigroup.net
Website: www.khemanigroup.net

Statutory Auditors	Secretarial Auditors
B Chordia & Co.	**Mr. Bhaveshkumar Rawal**
Chartered Accountants	Company Secretary in Practice

Internal Auditors

Ravindra Dhakar & Associates
Chartered Accountants

Bankers to Company

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

Registrar and Share Transfer Agents

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

Khemani Distributors and Marketing Limited

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

Notice of 12th Annual General Meeting

NOTICE is hereby given that **12th Annual General Meeting** of Khemani Distributors and Marketing Limited (the "Company) will be held on **Friday, 29th September, 2023 at 4:00 p.m.** 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, 2023, together with the Reports of the Board of Directors and the Auditors thereon.

2. To appoint a Director in place of Mrs. Anupa Amitkumar Khemani (DIN: 07360209), who retires by rotation and being eligible, offers her candidature for re-appointment.

SPECIAL BUSINESS:

3. To re-appoint Mr. Amit Mahavirprasad Jain (DIN: 07368746) as an Independent Director of the Company:

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

   "RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013, the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force, as may be required), Articles of Association of the Company and pursuant to the recommendations made by the Nomination and Remuneration Committee and the Board of Directors of the Company, Mr. Amit Mahavirprasad Jain (DIN: 07368746), Independent Director of the Company, not liable to retire by rotation, who is eligible for re-appointment, be and is hereby re-appointed to hold office for five (5) consecutive years with effect from 2nd September, 2023 upto 1st September, 2028.

   RESOLVED FURTHER THAT any Director or Key Managerial Personnel of the Company, be and is hereby severally authorized to do all such acts, deeds and things and to sign all such documents and writings as may be necessary, expedient and incidental thereto to give effect to this resolution and for matter connected therewith or incidental thereto."

4. To re-appoint Mr. Balkishan Ramsnehi Agarwal (DIN: 07403295) as an Independent Director of the Company:

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013, the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force, as may be required), Articles of Association of the Company and pursuant to the recommendations made by the Nomination and Remuneration Committee and the Board of Directors of the Company, Mr. Balkishan Ramsnehi Agarwal (DIN: 07403295), Independent Director of the Company, not liable to retire by rotation, who is eligible for re-appointment, be and is hereby re-appointed to hold office for five (5) consecutive years with effect from 2nd September, 2023 upto 1st September, 2028.

RESOLVED FURTHER THAT any Director or Key Managerial Personnel of the Company, be and is hereby severally authorized to do all such acts, deeds and things and to sign all such documents and writings as may be necessary, expedient and incidental thereto to give effect to this resolution and for matter connected therewith or incidental thereto."

5. To re-appoint Mr. Mukeshkumar Devidutt Kabra (DIN: 07987025) as an Independent Director of the Company:

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013, the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force, as may be required), Articles of Association of the Company and pursuant to the recommendations made by the Nomination and Remuneration Committee and the Board of Directors of the Company, Mr. Mukeshkumar Devidutt Kabra (DIN: 07987025), Independent Director of the Company, not liable to retire by rotation, who is eligible for re-appointment, be and is hereby re-appointed to hold office for five (5) consecutive years with effect from 2nd September, 2023 upto 1st September, 2028.

RESOLVED FURTHER THAT any Director or Key Managerial Personnel of the Company, be and is hereby severally authorized to do all such acts, deeds and things and to sign all such documents and writings as may be necessary, expedient and incidental thereto to give effect to this resolution and for matter connected therewith or incidental thereto."

By Order of the Board of Directors
KHEMANI DISTRIBUTORS & MARKETING LIMITED

Sd/-
VAISHALI PUNJABI
Company Secretary
ACS: 48695

Place: Surat
Date: 02-09-2023

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 to 5 of the Notice dated 2nd September, 2023 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 **Friday, 22nd September, 2023**, 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 closed from **Saturday, 16th September, 2023, to Friday, 29th September, 2023** (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 2022-23 will also be available on the Company's Website at https://www.khemanigroup.net/annual_reports.html 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 alongwith the Consolidated Scrutinizer's Report shall be placed on the website of the Company https://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 12th AGM is given as per the requirement of the Secretarial Standards-2 on "General Meeting."

EXPLANATORY STATEMENT

Item No. 3:

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

In line with the aforesaid provisions of the Companies Act, 2013 and considering the performance, knowledge, acumen, expertise, experience and substantial contribution and time commitment, the Nomination and Remuneration (NRC) Committee has recommended to the Board, the re-appointment of Mr. Amit Mahavirprasad Jain (DIN: 07368746), for a second term of 5 years.

Based on the recommendation of the NRC Committee, the Board of Directors at its meeting held on 2nd September, 2023, has recommended the re-appointment of Mr. Amit Mahavirprasad Jain, for the term of five (5) years i.e. from 2nd September, 2023 till 1st September, 2028 (both days inclusive), for approval of the Members.

The Board considers that the continued association of Mr. Jain would be benefited to the Company and is desirable to continue to avail his services as an Independent Director.

The information 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 is provided in annexure to this notice.

The Company has received from Mr. Jain, a consent in writing to act as Director in form DIR - 2 pursuant to Rule 8 of Companies (Appointment and Qualification of Directors) Rules, 2014 and intimation in Form DIR-8 in terms of Companies (Appointment and Qualification of Directors) Rules, 2014 to the effect that he is not disqualified under sub-section 2 of Section 164 of the Companies Act, 2013 and a declaration to the Board that he meets the criteria of independence as provided under Section149(6) of the Companies Act, 2013. In the opinion of the Board, Mr. Jain fulfils the conditions specified in the Companies Act, 2013 and the Rules framed thereunder for appointment as Independent Director and he is independent of the management.

Except Mr. Jain, no Director, KMP of the Company or their relatives, is interested in or concerned, financially or otherwise, in passing the proposed resolution set out in Item No. 3.

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

Item No. 4:

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

In line with the aforesaid provisions of the Companies Act, 2013 and considering the performance, knowledge, acumen, expertise, experience and substantial contribution and time commitment, the Nomination and Remuneration (NRC) Committee has recommended to the Board, the re-appointment of Mr. Balkishan Ramsnehi Agarwal (DIN: 07403295), for a second term of 5 years.

Based on the recommendation of the NRC Committee, the Board of Directors at its meeting held on 2nd September, 2023, has recommended the re-appointment of Mr. Balkishan Ramsnehi Agarwal, for the term of five (5) years i.e. from 2nd September, 2023 till 1st September, 2028 (both days inclusive), for approval of the Members.

The Board considers that the continued association of Mr. Agarwal would be benefited to the Company and is desirable to continue to avail his services as an Independent Director.

The information 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 is provided in annexure to this notice.

The Company has received from Mr. Agarwal, a consent in writing to act as Director in form DIR - 2 pursuant to Rule 8 of Companies (Appointment and Qualification of Directors) Rules, 2014 and intimation in Form DIR-8 in terms of Companies (Appointment and Qualification of Directors) Rules, 2014 to the effect that he is not disqualified under sub-section 2 of Section 164 of the Companies Act, 2013 and a declaration to the Board that he meets the criteria of independence as provided under Section149(6) of the Companies Act, 2013. In the opinion of the Board, Mr. Agarwal fulfils the conditions specified in the Companies Act, 2013 and the Rules framed thereunder for appointment as Independent Director and he is independent of the management.

Except Mr. Agarwal, no Director, KMP of the Company or their relatives, is interested in or concerned, financially or otherwise, in passing the proposed resolution set out in Item No. 4.

The Board of Directors recommends the Special Resolution set out at Item No. 4 of the accompanying Notice for the approval of the Members.

Item No. 5:

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

In line with the aforesaid provisions of the Companies Act, 2013 and considering the performance, knowledge, acumen, expertise, experience and substantial contribution and time commitment, the Nomination and Remuneration (NRC) Committee has recommended to the Board, the re-appointment of Mr. Mukeshkumar Devidutt Kabra (DIN: 07987025), for a second term of 5 years.

Based on the recommendation of the NRC Committee, the Board of Directors at its meeting held on 2nd September, 2023, has recommended the re-appointment of Mr. Mukeshkumar Devidutt Kabra for the term of five (5) years i.e. from 2nd September, 2023 till 1st September, 2028 (both days inclusive), for approval of the Members.

The Board considers that the continued association of Mr. Kabra would be benefited to the Company and is desirable to continue to avail his services as an Independent Director.

The information 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 is provided in annexure to this notice.

The Company has received from Mr. Kabra, a consent in writing to act as Director in form DIR - 2 pursuant to Rule 8 of Companies (Appointment and Qualification of Directors) Rules, 2014 and intimation in Form DIR-8 in terms of Companies (Appointment and Qualification of Directors) Rules, 2014 to the effect that he is not disqualified under sub-section 2 of

Section 164 of the Companies Act, 2013 and a declaration to the Board that he meets the criteria of independence as provided under Section149(6) of the Companies Act, 2013. In the opinion of the Board, Mr. Kabra fulfils the conditions specified in the Companies Act, 2013 and the Rules framed thereunder for appointment as Independent Director and he is independent of the management.

Except Mr. Kabra, no Director, KMP of the Company or their relatives, is interested in or concerned, financially or otherwise, in passing the proposed resolution set out in Item No. 5.

The Board of Directors recommends the Special Resolution set out at Item No. 5 of the accompanying Notice for the approval of the Members.

By Order of the Board of Directors
KHEMANI DISTRIBUTORS & MARKETING LIMITED

Sd/-
VAISHALI PUNJABI
Company Secretary
ACS: 48695

Place: Surat
Date: 02-09-2023

ANNEXURE TO NOTICE

Details of Directors seeking Appointment / Re-Appointment at the AGM:

(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)

Particulars	**Item No. 2**	**Item No. 3**
Name of the Director	Anupa Amitkumar Khemani	Amit Mahavirprasad Jain
Designation / Category	Non-Executive Director	Non-Executive–Independent Director
Director Identification Number (DIN)	07360209	07368746
Date of Birth / Age	08/02/1982 [41 Years]	15/09/1976 [46 Years]
Nationality	Indian	Indian
Qualification	MBA (Marketing)	Chartered Accountant
Experience (Approx.)	8 Years	25 Years
Brief resume and nature of expertise in specific functional areas	Mrs. 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.	Mr. Jain is Chartered Accountant by Profession. He began his career in Textiles and then have handled his Family Business of Textiles since 1998 till 2014. He is associated with Jay Bharat Group, Surat since 2015 and presently, acting as a Director in JB Ecotex Limited, which is India's Second Biggest Recycler of PET Plastic. He has overall experience of 25 Years into various Businesses. He is associated with Company since 2016.
Details of remuneration sought to be paid / Remuneration last drawn	NIL	NIL
Disclosure of relationship with other Directors/KMP	Mrs. Anupa Khemani is the Wife of Mr. Amitkumar Khemani, who is the Whole Time Director & CFO of the Company.	N.A.
Number of Equity Shares held in the Company	11,280 Shares (0.05%)	NIL
Number of Equity Shares held in the Company for any other person on a beneficial basis	NIL	NIL
List of Directorship in other Companies as on 31st March, 2023	NIL	JB Ecotex Limited
List of Companies from which resigned in the past three years	NIL	NIL

Memberships/Chairmanships across Listed Entities	Member in Nomination & Remuneration Committee (KDML)	As mentioned below
Details of Board Meetings attended by the Directors during the year	3 out of 4	4 out of 4

Particulars	**Item No. 4**	**Item No. 5**
Name of the Director	Balkishan Ramsnehi Agarwal	Mukeshkumar Devidutt Kabra
Designation / Category	Non-Executive – Independent Director	Non-Executive – Independent Director
Director Identification Number (DIN)	07403295	07987025
Date of Birth / Age	25/01/1980 [43 Years]	17/12/1974 [48 Years]
Nationality	Indian	Indian
Qualification	Chartered Accountant	Chartered Accountant
Experience (Approx.)	20 Years	27 Years
Brief resume and nature of expertise in specific functional areas	Mr. Agarwal 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 was the Chairman of Surat branch of ICAI in the year 2015-16 and then he was elected as Regional Council Member of WIRC of ICAI for consecutive 6 years. He was the President of Yuwa Shakha of Agarwal Vikas Trust & Founder President of Ekal Yuwa Surat Chapter. He is actively associated with SHANTAM, a NGO who is working for the welfare of Senior Citizens and had conducted Vaccination Program of more than 85 Thousand Citizens during COVID at SHANTAM. 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. He is associated with Company since 2017.	Mr. Kabra 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 Managing Committee Member 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. He is associated with Company since 2017.

Details of remuneration sought to be paid / Remuneration last drawn	NIL	NIL
Disclosure of relationship with other Directors/KMP	NIL	NIL
Number of Equity Shares held in the Company	NIL	NIL
Number of Equity Shares held in the Company for any other person on a beneficial basis	NIL	NIL
List of Directorship in other Companies as on 31st March, 2023	NIL	NIL
List of Companies from which resigned in the past three years	NIL	NIL
Memberships/Chairmanships across Listed Entities	As mentioned below	As mentioned below
Details of Board Meetings attended by the Directors during the year	3 out of 4	4 out of 4

Memberships/Chairmanships across Listed Entities of Mr. Amit Mahavirprasad Jain:

Sr. No.	Name of the Company	Name of the Committee	Whether Chairman / Member
1	Khemani Distributors & Marketing Limited	Nomination & Remuneration Committee	Chairman & Member
		Stakeholder Relationship Committee	Member
		Independent Director Committee	Chairman & Member

Memberships/Chairmanships across Listed Entities of Mr. Balkishan Ramsnehi Agarwal:

Sr. No.	Name of the Company	Name of the Committee	Whether Chairman / Member
1	Khemani Distributors & Marketing Limited	Audit Committee	Member
		Nomination & Remuneration Committee	Member
		Independent Director Committee	Member

Memberships/Chairmanships across Listed Entities of Mr. Mukeshkumar Devidutt Kabra:

Sr. No.	Name of the Company	Name of the Committee	Whether Chairman / Member
1	Khemani Distributors & Marketing Limited	Audit Committee	Chairman & Member
		Stakeholder Relationship Committee	Chairman & Member
		Corporate Social Responsibility Committee	Chairman & Member
		Independent Director Committee	Member

Board's Report

Dear Members,
Khemani Distributors & Marketing Limited

Your Directors are pleased to present the 12th Annual Report of the Company together with the Audited Financial Statements and Auditors' Report for the financial year 2022-23.

1. FINANCIAL PERFORMANCE AND STATE OF AFFAIRS:-

The Standalone Financial Statements for the F.Y. ended 31st March, 2023, 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 Hundreds)

Particulars	F.Y. 2022-23	F.Y. 2021-22
Revenue from Operations	77,84,596.74	68,19,240.92
Other Income	3,52,802.74	66,309.95
Total Income	**81,37,399.48**	**68,85,550.87**
Total Expenses	**75,08,659.15**	**61,14,752.26**
Profit / (Loss) Before Tax & Exceptional Items	6,28,740.33	7,70,798.61
Less: Exceptional items	0.00	0.00
Profit / (Loss) Before Tax	**6,28,740.33**	**7,70,798.61**
Less: Tax Expense:		
- Current Tax	87,071.18	1,78,040.82
- Deferred Tax	21,062.06	9,740.49
Net Profit / (Loss) After Tax	**5,20,607.09**	**5,83,017.30**

During the year, your Company has recorded a Total Income of Rs. 81,37,39,948/- as compared to that of the previous year which was Rs. 68,85,55,087/-. Accordingly, the Profit after tax of the Company was Rs. 5,20,60,709/- as compared to the Profit after tax of the previous year ofRs. 5,83,01,730/-.

Your Directors are hopeful and committed to improve the profitability of the Company in the coming year. The Directors are aiming to achieve this by the provision of quality services, wide-spreading its services, the addition of new services into its portfolio, and capitalizing on the opportunities provided by the industry and the market.

2. TRANSFER TO RESERVES:-

The Board of Directors of your Company has decided to retain the entire amount of Profit for the financial year 2022-23 in the statement of Profit & Loss.

3. DIVIDEND:-

The Board of Directors of your Company has not recommended any Dividend for the financial year 2022-23.

4. DEPOSITS:-

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

5. 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.

During the year under review, there has been no change in the Board of Directors of the Company. As on 31st March, 2023, the Board of your Company consists of Six (6) Directors as follows:

Executive Directors:

I. Mr. Vijaykumar Mangturam Khemani (DIN: 02227389)
II. Mr. Amitkumar Vijaykumar Khemani (DIN: 02227413)

Non-Executive Directors:

Non-Independent Director (Woman Director)
I. Mrs. Anupa Amitkumar Khemani (DIN: 07360209)

Independent Directors
I. Mr. Amit Mahavirprasad Jain (DIN: 07368746)
II. Mr. Balkishan Ramsnehi Agarwal (DIN: 07403295)
III. Mr. Mukeshkumar Devidutt Kabra (DIN: 07987025)

The Chairman of the Company is an Executive Director.

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

Considering the relevant knowledge, expertise, and experience of Mr. Amit Mahavirprasad Jain, Mr. Balkishan Ramsnehi Agarwal and Mr. Mukeshkumar Devidutt Kabra, during their current tenure as an Independent Director, the Board of Directors proposed re-appointment of Mr. Amit Mahavirprasad Jain, Mr. Balkishan Ramsnehi Agarwal and Mr. Mukeshkumar Devidutt Kabra as an Independent Director of the Company for a further period of five (5) consecutive years, w.e.f. 2nd September, 2023 till 1st September, 2028 subject to Shareholders' approval. The Company has received the necessary declaration from all three Independent Directors that they continue to fulfil the criteria of independence as prescribed under the relevant provisions of the Act and the SEBI Listing Regulations.

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, 2023.

6. KEY MANAGERIAL PERSONNEL:-

Pursuant to the provisions of Section 203 of the Act, the Key Managerial Personnel of the Company as on 31st March, 2023, are:

I. Mr. Vijaykumar Mangturam Khemani, Chairman & Managing Director
II. Mr. Amitkumar Vijaykumar Khemani, Whole Time Director & CFO
III. Ms. Vaishali Vimalkumar Punjabi, Company Secretary & Compliance Officer

During the Year under review, there has been no change in the Key Managerial Personnel of the Company.

7. 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.

8. MEETINGS OF BOARD OF DIRECTORS / COMMITTEES / MEMBERS:-

During the financial year ended on 31st March, 2023, four (4) Board meetings were held. The maximum interval between any two meetings did not exceed 120 days. The prescribed quorum was presented 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.

During the year under review, 11th Annual General Meeting of the Company was held on 28th September, 2022. No Extra-Ordinary General Meeting was held during the year.

Details of Board Meetings held during the year:

Sr. No.	Date of Meetings	Board Strength	Directors' Present
1	10-05-2022	6	6
2	29-08-2022	6	5
3	09-11-2022	6	5
4	06-03-2023	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 F.Y. 2022-23		Whether Last AGM attended
	Held	Attended	
Vijaykumar Khemani	4	4	Yes
Amitkumar Khemani	4	4	Yes
Anupa Khemani	4	3	Yes
Amit Jain	4	4	Yes
Balkishan Agarwal	4	3	Yes
Mukeshkumar Kabra	4	4	Yes

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

9. BOARD EVALUATION:-

Pursuant to the provisions of Section 134 of Companies Act, 2013 read with Companies Accounts Rules, 2014 and SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015, annual evaluation of the performance of the Board, its Committees and of Individual Directors was undertaken.

During the year, the Evaluation cycle was completed by the Company internally which included the evaluation of the Board as a whole, Board Committees and Directors. The Evaluation process focused on various aspects of the Board and Committees functioning such as composition of the Board and Committees, experience, performance of duties and governance issues etc. Separate exercise was carried out to evaluate the performance of individual Directors on parameters such as contribution, independent judgment and guidance and support provided to the Management, presence at the Board meeting, general meetings and inputs in the discussion of the meeting and decision taking power, roles played as per their designation in the Company.

10. DIRECTORS' RESPONSIBILITY STATEMENT:-

Pursuant to the provisions of Section 134 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, 2023, 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, 2023 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.

11. 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. There has been no change in the Authorized Share Capital of the Company during the financial year ended 31st March, 2023.

- **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, 2023.

12. 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.**

13. 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.

14. RATIO OF DIRECTORS' REMUNERATION TO MEDIAN EMPLOYEES' REMUNERATION AND OTHER 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.

15. 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 following class of the Companies:

A. The Listed Entity having Paid up Equity Share Capital not exceeding Rupees Ten Crore and Net Worth not exceeding Rupees Twenty Five Crore, as on the last day of the previous Financial Year;
B. The Listed Entity which has listed its specified securities on the SME Exchange.

Since, our Company falls within the ambit of aforesaid exemption (b); 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 2022-23.

However, It is pertinent to mention that the Company follows majority of the provisions of the corporate governance voluntarily as a part of Good Corporate Governance.

16. AUDITORS AND AUDITORS REPORT:-

(A) 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.

M/s. B Chordia & Co. is a Partnership and Peer Review Certified Chartered Accountants Firm. The Firm/Partners have rich experience in Statutory, Concurrent, Revenue & Inspection Audits among Banking Sector and other Private/Listed Companies.

The Auditors have issued an unmodified opinion on the Financial Statements for the financial year ended 31st March, 2023. 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, 2023 on the financial statements of the Company forms part of this Annual Report.

The Auditors' Report does not contain any reservations, qualifications or adverse remarks. However, there are observations in the Statutory Audit Report stating that-

(i) *"The Company have pending Litigation which is pending before Appellant Authorities."*
Management Reply in this regard: The Management is of the view that Demand from Income Tax Department is unjustified, against which Company has filed appeal before Appellant Authorities against the pending litigation.

(ii) *"CSR amount upto the extent of Rs. 6,32,950/- as per CSR Liability is unspent during the F.Y. 2022-23."*
Management Reply in this regard: The Management is of the view that the Company will transfer the amounts of Unspent CSR activities as mentioned in Schedule VII of the Companies Act, 2013 till 30th September, 2023.

(B) INTERNAL AUDITORS:-

Mr. Ravindra Dhakar & Associates, Chartered Accountants, Surat were appointed as the Internal Auditors of the Company for the F.Y. 2022-23 in the Board Meeting held on 10th May 2022, 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 F.Y. 2022-23. Their reports were reviewed by the Audit Committee.

(C) SECRETARIAL AUDITORS:-

Pursuant to the provisions of Section 204 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Mr.

Bhaveshkumar Rawal, Company Secretary in Practice, Surat, were appointed as the Secretarial Auditors of the Company for the F.Y. 2022-23 by the Board of Directors at its meeting held on 10th May, 2022.

The Report of the Secretarial Auditor in form MR-3 for the Financial Year 2022-23 is annexed to this report as **Annexure-4**. The Company has complied with Secretarial Standards issued by the Institute of Company Secretaries of India on Meetings of the Board of Directors, Committees and General Meetings. There are no adverse remarks or qualifications in the Secretarial Audit Report, hence do not call for any further explanation/s by the Company.

(D) COST AUDITORS:-

Provisions related to Cost Auditor are not applicable to the Company.

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.

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 F.Y. under review.

17. 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	F.Y. 2022-23	F.Y. 2021-22
Conservation of Energy	• 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	

18. 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.

19. CORPORATE SOCIAL RESPONSIBILITY [CSR]:-

Your Company has adopted and formulated a Corporate Social Responsibility Policy and has also constituted Corporate Social Responsibility Committee in compliance with the provisions of Section 135 of the Act read with the Companies (Corporate Social Responsibility Policy) Rules, 2014. Further, the CSR Committee assures implementation and

monitoring the CSR Policy as per requirement of the Act. The CSR activities recommended by the Committee as mentioned in the CSR Policy are reviewed by the Board from time to time.

It is committed to ensure the social wellbeing of the communities through its CSR initiatives, in alignment with the Company's key priorities. The Policy is also available on website of the Company at https://www.khemanigroup.net.

The brief outline of the CSR Policy of the Company and the report on CSR activities is attached to this report as **Annexure-5.** The total obligation of the Company towards CSR Expenditure is Rs. 6,40,150/- against which the Company has spent Rs. 7,200/-. Due to unavailability of local sources for implementation of CSR projects in rightful manner, the Company was not able to spend the amount on CSR activities. The Company is committed to spend the entire unspent CSR obligation amount within due time period as prescribed under the provisions of Section 135 of the Companies Act, 2013.

20. 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 https://www.khemanigroup.net. During the year under review, there were no instances of whistle blowers.

21. MANAGERIAL REMUNERATION:-

The Company has paid Rs. 10,80,000/- as Remuneration to the Directors during the year:

Sr. No.	Name of Directors	Designation	Remuneration (in Rs.)
1	Mr. Vijaykumar Khemani	Chairman & Managing Director	1,80,000/-
2	Mr. Amitkumar Khemani	Whole Time Director & CFO	9,00,000/-

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

As per requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act,2013, the Company has already maintained an internal policy to prevent women's harassment at work and covered all employees so they could directly make complaints to the management or Board of Directors if such situation arises.Further, the Company ensures that there is a healthy and safe atmosphere for every women employee at the workplace.

The Management and Board of Directors together with confirm a total number of complaints received and resolved during the year is as follows:

- No. of Complaints received : NIL
- No. of Complaints disposed : NIL

23. MANAGEMENT'S 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**.

24. MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY BETWEEN THE END OF THE FINANCIAL YEAR AND THE DATE OF THE BOARD REPORT:-

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.

25. 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.

Your Company's risk management is embedded in the business processes. Your company has identified the certain risk like price risk, uncertain global economic environment, human resource, competition, compliance and industrial health and safety risk and also planned to manage such risk by leveraging on their expertise and experience. Every step has taken to adhere to the risk evaluation and reduction before every crucial business decisions.

The Company has been exempt under Regulation 21 of the SEBI (Listing Obligation and Disclosure requirements) Regulations, 2015 from reporting of risk management.

26. 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.

27. INSURANCE:-

Your Company has taken appropriate insurance for all assets against foreseeable perils.

28. 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.

29. JOINT VENTURES, SUBSIDIARIES AND ASSOCIATES:-

As on 31st March, 2023, 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.

30. CREDIT RATING:-

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

31. EXTRACT OF 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, 2023 is available on the Company's website https://www.khemanigroup.net.

32. 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.

33. DECLARATION REGARDING COMPLIANCE BY BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL WITH THE 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-7**.

34. MD / CFO CERTIFICATION:-

In terms of Regulation 17(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, the Managing Director and CFO have certified the accuracy of the Financial Statements and adequacy of Internal Control Systems for financial reporting for the year ended 31st March, 2023. The certificate is attached herewith as per **Annexure-8**.

35. AWARDS AND RECOGNITION:-

During the year under review, your Company has achieved following awards by Hindustan Unilever Limited:

- 10 Years of Excellence Award;
- Excellence Growth Award in 'Modern Trade Division'.

36. SECRETARIAL STANDARDS COMPLIANCE:-

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.

37. 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.

38. 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.

39. 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 12th 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, physical copies will be sent through the permitted mode.

40. 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.

41. 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 Members 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

Sd/-	Sd/-
VIJAYKUMAR KHEMANI	**AMITKUMAR KHEMANI**
Chairman & Managing Director	Whole Time Director & CFO
DIN: 02227389	DIN: 02227413

Place: Surat
Date: 02-09-2023

ANNEXURE–1

(Constitution & Composition of Board Committees)

1. Committees of the Board:-

The Committees constituted by the Board focus on specific areas and take informed decisions within the framework designed by the Board. They also provide specific recommendations to the Board on matters in their areas or purview. All decisions and recommendations of the Committees are placed before the Board for information or for approval, as required. To enable better and more focused attention on the affairs of the Company, the Board has delegated particular matters to the Committees of the Board set up for the purpose as under:

Your Company has in place, all the Committee(s) as mandated under the provisions of the Act and Listing Regulations. Currently, there are 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 and Regulation 18 of the SEBI Listing Regulations.

During the financial year 2022-23, four (4) Audit Committee Meetings were held:

1.	10-05-2022	**2.**	29-08-2022	**3.**	09-11-2022	**4.**	06-03-2023

Attendance of Committee Members at respective Meetings is as under:

Name	Designation	No. of Meetings attended	
		Held	Attended
Mr. Mukeshkumar Kabra	Chairman& Member	4	4
Mr. Balkishan Agarwal	Member	4	3
Mr. Amitkumar Khemani	Member	4	4

B. Nomination and Remuneration Committee:-

The Nomination and Remuneration Committee comprises of:

- Mr. Amit Jain
- Mr. Balkishan Agarwal
- Mrs. Anupa Khemani

The composition of the Committee is in compliance with the requirements of Section 178 of the Act and Regulation 19 of the SEBI Listing Regulations.

During the financial year 2022-23, two (2) Nomination and Remuneration Committee Meetings were held:

1.	10-05-2022	**2.**	29-08-2022

Attendance of Committee Members at respective Meetings is as under:

Name	Designation	No. of Meetings attended	
		Held	Attended
Mr. Amit Jain	Chairman& Member	2	2
Mr. Balkishan Agarwal	Member	2	1
Mrs. Anupa Khemani	Member	2	2

C. Stakeholders' Relationship Committee:-

The Stakeholders' Relationship Committee comprises of:

- Mr. Mukeshkumar Kabra
- Mr. Amit Jain
- 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 2022-23, four (4) Stakeholders' Relationship Committee Meetings were held:

1.	10-05-2022	**2.**	29-08-2022	**3.**	09-11-2022	**4.**	06-03-2023

Attendance of Committee Members at respective Meetings is as under:

Name	Designation	No. of Meetings attended	
		Held	Attended
Mr. Mukeshkumar Kabra	Chairman& Member	4	4
Mr. Amit Jain	Member	4	4
Mrs. Vijaykumar Khemani	Member	4	4

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, 2023.

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 2022-23, one (1) Corporate Social Responsibility Committee Meeting was held on 29th August, 2022 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 9th November, 2022 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/-	Sd/-
VIJAYKUMAR KHEMANI	**AMITKUMAR KHEMANI**
Chairman & Managing Director	Whole Time Director & CFO
DIN: 02227389	DIN: 02227413

Place: Surat
Date: 02-09-2023

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:

The Company has taken the Approval of Members by passing Ordinary Resolution in the previous AGM held on 28th September, 2022 for entering into the Related Party Transactions exceeding 10% of the Turnover of the Company as per last audited financial statement or materiality threshold as may be applicable from time to time, provided that the said contracts/arrangements/transactions shall be carried out on an arm's length basis and in the ordinary course of business of the Company.

The Company has availed the Approval of carrying out Related Party Transactions of an amount not exceeding Rs. 15 Crore in a Financial Year with its Entities; M/s. Khemani Enterprises, M/s. Khemani Marketing and M/s. Salasar Distribution Solutions, for the period of three financial years commencing from financial year 2022-23 till financial year 2024-25.

During the financial year ended 31st March, 2023, the Company has carried out Purchase/Sale of Goods transactions as per the provisions of Section 188 of Companies Act, 2013 with M/s. Khemani Enterprises worth Rs. 23,29,203/- which are below the limits approved. Accordingly, the same are not material in nature. Further more details are provided in the Notes to the Financial Statements forming part of this Annual Report.

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

Sr. No.	Particulars	Details		
a.	Name(s) of the Related Party and	Sushila Devi Khemani	Sanju Khemani	Swati Khemani

b.	Nature of Relationship with Related Party	Wife of Shri Vijaykumar Khemani	Daughter in Law of Shri Vijaykumar Khemani	Daughter in Law of Shri Vijaykumar Khemani
c.	Nature of contracts / arrangements / transactions	Rent Agreement	Rent Agreement	Purchase of Securities
d.	Duration of the contracts / arrangements / transactions	10 Years	10 Years	N.A.
e.	Salient terms of the contracts or arrangements or transactions including the value, if any	Rs. 1,68,000/- p.a.	Rs. 1,44,000/- p.a.	10 Debentures of Rs. 4,67,780/- each amounting to Rs. 46,77,800/-
f.	Date of approval by the Board	06-09-2017	28-07-2016	06-03-2023
g.	Amount paid as advances, if any	Nil	Nil	Nil

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: 02-09-2023

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 2022-23 and the percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary in the financial year 2022-23:-

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	0.72	0.00
2.	Amitkumar Khemani	Whole-time Director & CFO	3.59	0.00
3.	Anupa Khemani	Director	0.00	0.00
4.	Amit Jain	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.	Vaishali Punjabi	Company Secretary	1.65	2.38

**Note: The median is calculated on gross annual salary on the basis of salary of March-2023 of the employee.*

(ii) the percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year is 2.38.

(iii) the percentage increase in the median remuneration of employees in the financial year is 26.29.

(iv) the number of permanent employees on the rolls of Company is 20 as on 31st March, 2023.

(v) average percentile increase 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: 23.65%
- Average increase in remuneration of KMPs: 2.94%

(vi) Affirmation:
The Company has 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: 02-09-2023

ANNEXURE–4

Secretarial Audit Report [Form - MR-3]

For the Financial Year ended 31st March, 2023

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members
KHEMANI DISTRIBUTORS & 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 & 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 & 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 authorised 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, 2023 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, 2023 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;
   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 2022-23.**
   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 2022-23.**

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 2022-23; and**
h. The Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018; **The regulation is not applicable during the Financial Year 2022-23.**

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. 2015-16 Rs. 86,13,007/-

A.Y. 2016-17 Rs. 10,48,416/-

A.Y. 2017-18 Rs. 90,99,530/-

A.Y. 2018-19 Rs. 37,40,667/-, (Income Tax)."

(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.

I further report that based on the information provided by the company, its officers and authorised 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, the total obligation of the Company towards CSR (Corporate Social Responsibility) Expenditure was Rs. 6,40,150/- against which the Company has spent Rs. 7,200/-. **Further, As per the explanations and information's provided by the management of the Company**:- "*Due to unavailability of local sources for implementation of CSR projects in rightful manner, the company was unable to spend the amount of Rs. 6,32,950/- on CSR activities for the F.Y. 2022-23. However as per the requirement of Section 135(5) of the Companies Act, 2013, unspent amount will be transfer/spend as mentioned in schedule VII of the Companies Act, 2013 within stipulated time period.*"

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.

BHAVESHKUMAR RAWAL
COMPANY SECRETARY
M. No.:- F-8812, CP No.:- 10257
UDIN:- F008812E000922890
Peer Review Certificate No.: 1041/2020

Date:- 02/09/2023
Place:- Surat

"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."

"Annexure A"

To,
The Members
KHEMANI DISTRIBUTORS & 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.

BHAVESHKUMAR RAWAL
COMPANY SECRETARY
M. No.:- F-8812, CP No.:- 10257
UDIN:- F008812E000922890
Peer Review Certificate No.: 1041/2020

Date:- 02/09/2023
Place:- Surat

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 well being 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: http://khemanigroup.net.

2. Composition of CSR Committee:

Sr. No.	Name of Directors	Designation	No. of Meetings of CSR Committee during F.Y. 2022-23	
			Held	Attended
1	Mr. Mukeshkumar Kabra	Chairman & Member	1	1
2	Mr. Vijaykumar Khemani	Member	1	1
3	Mr. Amitkumar Khemani	Member	1	1

3. 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. – http://khemanigroup.net.

4. 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 F.Y. 2022-23:

a.	Average Net Profit of the Company as per section 135(5)	-	Rs. 3,20,06,745/-
b.	Two percent of Average Net Profit of the Company as per Section 135(5)	-	Rs. 6,40,150/-
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 F.Y., if any	-	NIL
e.	Total CSR obligation for the F.Y. (6b+6c-6d)	-	Rs. 6,40,150/-

7. (a) CSR amount Spent or Unspent during F.Y. 2022-23:

Total Amount Spent for the F.Y.	Amount unspent (in F.Y. 2022-23)*				
	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
7200	N.A.	N.A.	NIL	NIL	N.A.

** The total obligation of the Company towards CSR Expenditure is Rs. 6,40,150/- against which the Company has spent Rs. 7,200/-. Due to unavailability of local sources for implementation of CSR projects in rightful manner, the Company was not able to spend the amount on CSR activities. The Company is committed to spend the entire unspent CSR obligation amount within due time period as prescribed under the provisions of Section 135 of the Companies Act, 2013.*

(b) Details of CSR amount spent against ongoing projects for the F.Y. 2022-23: Not Applicable

(c) Details of CSR amount spent against other than ongoing projects for the F.Y. 2022-23:

Sr. No.	Name of the Project	Item from the list of activities in Schedule VII to the Act	Local area (Yes/ No)	Location of the project		Amt. spent for the project	Mode of Imple-menta tion - Direct (Yes/No)	Mode of Implementation - Through Implementing Agency	
				State	District			Name	CSR Registration Number
1	Animal Welfare	Ensuring Environmental Sustainability	Yes	Gujarat	Surat	7200/-	Yes	Shree Goseva Samitee	CSR00032692

(d) Amount spent in Administrative Overheads - NIL
(e) Amount spent on Impact Assessment, if applicable - NIL
(f) Total amount spent for the F.Y. (7b+7c+7d+7e) – Rs. 7,200/-
(g) Excess amount for set off, if any - NIL

8. (a) Details of Unspent CSR amount for the preceding three F.Y's.:

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	
1	2021-22	-	-	-	-	-	-
2	2020-21	-	-	-	-	-	-
3	2019-20	-	-	-	-	-	-

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

Sr. No.	Name of the Project	Financial Year in which the project was commenced	Project Duration (From date of sanction till date of Payment in days)	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
-	-	-	-	-	-	-	-

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) – Refer point 7(a) above.

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: 02-09-2023

ANNEXURE–6

Management Discussion & Analysis Report

➢ INDUSTRY STRUCTURE AND DEVELOPMENTS

The FMCG opportunity

Fast-Moving Consumer Goods (FMCG) industry continues to be one of the biggest long-term sustainable business opportunities that our country offers. Despite being one of the fastest growing markets globally for FMCG products, India's per capita FMCG consumption is still amongst the lowest in the world, offering a huge runway for growth.

Indian FMCG Sector

The Consumer Packaged Goods (CPG), or Fast-Moving Consumer Goods (FMCG), industry in India is one of the main drivers of the Indian economy. This sector has been reporting good growth even during the COVID years, when most other industries were reeling under a demand crunch, riding on strong consumer shift in favour of natural healthcare products. While the sector continued to move forward on the growth track in the new fiscal, the operating environment turned challenging as the year progressed, marked by unprecedented inflation and its consequential impact on consumption. The frequent price increases and an overall slump in economic activity put pressure on the purchasing power of consumers. The Central bank's decision to increase interest rates during the quarter to tame Inflation added to the slowdown. Volume growths were heavily impacted by high rates of inflation.

The slump was more pronounced in the heartland or rural India where consumers downgraded to affordable and lower priced packs, and rural growth rates remained below urban growths for all four quarters of the year. The emergence of new-age channels like Modern trade and e-Commerce helped urban markets report strong growth even as traditional channels witnessed a slight slowdown.

Rapid digital transformation

India continues to undergo rapid digitization with new-age technologies transforming the FMCG market, bringing opportunities for brands, consumers, and customers alike. Digital commerce is gaining more relevance as consumers seamlessly move between online and offline channels of trade. Traditional trade players are reinventing their business models to play a key role in the new digital India.

Operating environment

The operating environment this year continued to remain challenging. Geopolitical conflict in Europe and the global supply chain disruptions led to an unprecedented inflation in food, energy, and commodity prices. Aggressive monetary tightening measures from central banks worldwide led to further pressure on emerging economies. The widespread inflation posed major challenges for the country and for the FMCG industry specifically with prices of several commodities inflating to their decadal highs.

This had a significant impact on FMCG consumption as consumers tried to manage their household budgets by adjusting volumes and prioritising essentials over discretionary categories. The impact of slowdown in FMCG market was more pronounced in rural markets. However, urban markets led growth for FMCG supported by normalisation in economic activities after a couple of years of COVID induced disruptions.

Creating categories of the future

Urbanisation, increasing nuclear-family structures, and rising affluence is leading to the growth of new demand spaces and the premium segment. Leveraging our proven model of market development, we strive to address real and unmet consumer needs and, at the same time, build our portfolio across several categories. Our efforts in market development, over the last decade, have helped us create new segments.

- **STRENGTHS, OPPORTUNITIES, RISKS AND CONCERNS**

STRENGTH

Our core purpose is to serve our Customers with better Quality Products with On-time Delivery. We understand the customer needs, market trends mapping and provide value for money products. Our diversified product portfolio enables us to cater a wide range of preferences & consumer segment.

OPPORTUNITIES

Chemist Pharma Stores falls under the Organized Sector in Retail Channels. More after the COVID pandemic, these stores not only focus into the Medicines and OTC Category, but also diversify various range of products pertaining to Healthcare and Personal care; thus increasing the demand of these products rapidly on the stores.

Your Company is focusing to expand its Modern Trade Outlet Channel Business in South Gujarat Region and on Pharma Wholesale Channel, which will help us to reach untapped chemist retail outlets. This will leads to increase in Sales Volume of the Company. Your Company is further more approaching to explore opportunity by adding new distribution business as C&F and Super Stockiest in the basket.

There is huge demand of Indian FMCG Products in the International Market, which is fulfilled by the Merchant Exporters. To extend its sales to a Global scale, your Company is trying to tap this opportunity to supply these Merchant Exporters.

Apart from this, your Company is exploring for the acquisitions of Distress Companies. Investing and growing up distress companies benefits the Business of the Company as it gets better financing options, already an established brand, existing customers, well-established supply chain, access to trained staff and proven internal processes, more financial reward in growth and greater likelihood of success. Your Company alongwith the Khemani Group enjoys a good financial backing which can turn around distressed business into a profitable one.

RISKS AND CONCERNS

- 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.
- The loss of management or other key personnel or the inability to identify, attract, and retain qualified personnel could make it difficult to manage the business and could adversely affect operations and financial results.
- Climate change may impact our business in various ways through increased costs or reduced growth and profitability.
- Increased frequency of extreme weather events such as high temperatures, hurricanes, or floods could cause increased incidence of disruption to our supply chain and distribution network.

THREATS

India is undergoing rapid digital transformation, new-age technologies are transforming the landscape of consumer goods market, bringing opportunities for brands, consumers, and customers alike. E-Commerce continues to gain traction as more consumers shop online and with more digital-first brands entering the market. With a technology-focused approach, retailers are reinventing their business models to stay more connected in the digital world.

- **FINANCIAL AND OPERATIONAL PERFORMANCE**

The key highlights of the standalone financials are:

Amount (in Hundreds)

Particulars	2022-23	2021-22
Revenue from Operations	77,84,596.74	68,19,240.92
Profit Before Tax	6,28,740.33	7,70,798.61
Net Profit	5,20,607.09	5,83,017.30

- **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.

- **HEALTH AND SAFETY**

We are committed towards safety of our people and assets and towards the protection of the environment through a variety of initiatives. The Company follows good business practices in health, safety, and environment related aspects to constantly set higher benchmarks and strives to exceed the same. Your Company being involved in the FMCG Industry, dealing with various kinds of essential services, had provided all the essential items. Our employees did take risk to keep our operations going and supplied essential goods to consumers so that the impact of the crisis can be reduced. While every business has its own highs and lows, the success of the Company in longer run depends on its ability to innovate to meet the evolving needs of customers and remain competitive.

- **INFRA-STRUCTURE**

The offices are well equipped with computer systems, internet connectivity, other communication equipment, security and other facilities which are required for our business operations to function smoothly.

- **HUMAN RESOURCES**

During the year under review, industrial relations of the Company continued to be cordial and peaceful. We believe that our employees are key contributors to our business success. We focus on attracting and retaining the best possible talent. Our Company looks for specific skill-sets, interests and background that would be an asset for our business. Our employees look after administrative, secretarial, legal, marketing and accounting functions. 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.

➢ CAUTIONARY STATEMENT

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.

For and on behalf of the Board
KHEMANI DISTRIBUTORS AND MARKETING LIMITED

Sd/-	Sd/-
VIJAYKUMAR KHEMANI	**AMITKUMAR KHEMANI**
Chairman & Managing Director	Whole Time Director & CFO
DIN: 02227389	DIN: 02227413

Place: Surat
Date: 02-09-2023

ANNEXURE–7

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, 2023.

For and on behalf of the Board
KHEMANI DISTRIBUTORS AND MARKETING LIMITED

Sd/-
VIJAYKUMAR KHEMANI
Chairman & Managing Director
DIN: 02227389

Place: Surat
Date: 02-09-2023

ANNEXURE–8

MD / CFO Certification

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

To,
The Board of Directors of
Khemani Distributors & Marketing Limited

(A) We have reviewed the Financial Statements and the Cash Flow Statement of Khemani Distributors & Marketing Limited for the year ended 31st March, 2023 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, 2023 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

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: 02-09-2023

Independent Auditors' 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: 23158536BGWOJR2983

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:

Sr. 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

Description of property	Gross carrying value	Held in the name of	Whether promoter, directors or their relative or employee	Period held – indicate range, where appropriate	Reason for not being held in the 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 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;	Yes
	(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);	A.Y. 16-17 10,48,416/- A.Y. 15-16 86,13,007/- A.Y. 17-18 90,99,530/- A.Y. 18-19 37,40,677/- 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 utilized 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 losses	No
(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;	CSR amount upto the extent of Rs. 6,32,950/- as per CSR Liability is unspent during the F.Y. 2022-23 and the Company will transfer the amounts as mentioned in Schedule VII till 30-Sept-2023.
	(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	22,20,09,000	5,24,02,742
2	Onyx SaaS Private Limited	13,46,00,000	13,97,50,000

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

Vikas Chordia
(Partner)
M.N. – 158536

DATE: 29/05/2023
PLACE: Surat

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 2023 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 Controlling(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 o 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 responsible 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 2023, 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 Accountants
F.R.N. – 121083W

Vikas Chordia
(Partner)
M.N. – 158536
DATE: 29/05/2023
PLACE: Surat

Balance Sheet as at 31st March, 2023

(Rs. in Hundreds)

PARTICULARS	NOTE NO.	AS AT 31/03/2023	AS AT 31/03/2022
I. EQUITY AND LIABILITIES			
(1) Shareholder's Fund			
(a) Share Capital	1	11,48,700.00	11,48,700.00
(b) Reserves and Surplus	2	37,14,707.79	31,98,194.67
(c) Money received against share warrants		-	-
(2) Share Application money pending allotment		-	-
(3) Non-current Liabilities			
(a) Long-Term Borrowings	3	7,18,534.36	1,24,652.95
(b) Deferred Tax Liabilities (Net)		-	-
(c) Other Long Term Liabilities		-	-
(d) Long Term Provisions		-	-
(4) Current Liabilities			
(a) Short Term Borrowings	4	3,48,888.31	3,63,422.01
(b) Trade Payables	5		
(i) Total outstanding dues of Micro Enterprises and Small Enterprises		1,906.40	1,683.93
(ii) Total outstanding dues of Creditors other than Micro Enterprises and Small Enterprises		2,73,127.77	1,31,976.02
(c) Other Current Liabilities		-	-
(d) Short-Term Provisions	6	98,674.20	12,061.49
Total		**63,04,538.83**	**49,80,691.07**
II.ASSETS			
(1) Non-Current Assets			
(a) Property, Plant and Equipment and Intangible Assets	7		
(i) Property, Plant and Equipment		1,03,019.62	1,20,555.61
(ii) Intangible Assets		-	-
(iii) Capital work-in-progress		-	-
(iv) Intangible assets under development		-	-
(b) Non-Current Investments	8	10,35,709.44	9,50,578.61
(c) Deferred tax Assets (Net)		3,827.34	24,889.40
(d) Long Term loans and advances	9	14,07,883.97	1,08,820.20
(e) Other Non-Current assets	10	1,202.08	1,202.08
(2) Current Assets			
(a) Current Investments		-	-
(b) Inventories	11	20,95,754.24	18,71,478.23
(c) Trade receivables	12	3,15,485.63	3,10,880.39
(d) Cash & Cash equivalents	13	5,71,610.42	5,46,997.19
(e) Short term loans & advances		-	-
(f) Other Current Assets	14	7,70,046.09	10,45,289.29
Total		**63,04,538.83**	**49,80,691.07**

The accompanying notes are an Integral part of the Financial Statements.

AS PER OUR REPORT OF EVEN DATE
FOR B CHORDIA & CO.
CHARTERED ACCOUNTANTS

KHEMANI DISTRIBUTORS AND MARKETING LIMITED

VIKAS CHORDIA
PARTNER
M. NO.: 158536
FRN: 121083W

PLACE: SURAT
DATE: 29/05/2023

VIJAYKUMAR KHEMANI
CHAIRMAN & MANAGING DIRECTOR
DIN: 02227389
PLACE: SURAT
DATE: 29/05/2023

AMITKUMAR KHEMANI
WHOLE TIME DIRECTOR & CFO
DIN: 02227413

VAISHALI PUNJABI
COMPANY SECRETARY
ACS: 48695

Statement of Profit and Loss for the year ended 31st March, 2023

(Rs. in Hundreds)

PARTICULARS	NOTE NO.	AS AT 31/03/2023	AS AT 31/03/2022
I. Revenue from operations	15	77,84,596.74	68,19,240.92
II. Other Income	16	3,52,802.74	66,309.95
III. Total Income	**(I+ II)**	**81,37,399.48**	**68,85,550.87**
IV. Expenses			
Cost of Material Consumed		-	-
Purchase of Stock-in-trade	17	72,04,176.82	57,33,615.08
Changes in inventories of finished goods, work-in progress and stock-in trade	18	(1,31,627.42)	30,114.41
Employee benefit Expenses	19	82,100.90	71,897.56
Finance costs	20	46,714.47	29,714.08
Depreciation & Amortization Expenses	7	17,837.72	16,947.98
Other expenses	21	2,89,456.66	2,32,463.15
IV. Total Expenses		**75,08,659.15**	**61,14,752.26**
V. Profit before exceptional and extraordinary items & Tax	(III-IV)	6,28,740.33	7,70,798.61
VI. Exceptional Items		-	-
VII. Profit before extraordinary items & Tax	(V-VI)	6,28,740.33	7,70,798.61
VIII. Extraordinary items		-	-
IX. Profit before tax	(VII-VIII)	6,28,740.33	7,70,798.61
X. Tax Expenses			
(1) Current Tax		87,071.18	1,78,040.82
(2) Deferred Tax		21,062.06	9,740.49
XI. Profit (loss) from the period from continuing operations after tax	(IX-X)	5,20,607.09	5,83,017.30
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)**	**5,20,607.09**	**5,83,017.30**
XVI. Earning per equity share			
(1) Basic		2.27	2.54
(2) Diluted		2.27	2.54

The accompanying notes are an Integral part of the Financial Statements.

AS PER OUR REPORT OF EVEN DATE
FOR B CHORDIA & CO.
CHARTERED ACCOUNTANTS

KHEMANI DISTRIBUTORS AND MARKETING LIMITED

VIKAS CHORDIA
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M. NO.: 158536
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VAISHALI PUNJABI
COMPANY SECRETARY
ACS: 48695

PLACE: SURAT
DATE: 29/05/2023

PLACE: SURAT
DATE: 29/05/2023

Cash Flow Statement for the year ended 31st March, 2023

(Rs. in Hundreds)

PARTICULARS		AS AT 31/03/2023	AS AT 31/03/2022
A. CASH INFLOW / (OUTFLOW) FROM OPERATING ACTIVITIES			
Net Profit Before Tax and Extra-Ordinary Items		**6,28,740.33**	**7,70,798.61**
Adjustments for:		-	-
Depreciation		17,837.72	16,947.98
Preliminary Expenses Written Off		-	-
Interest & Finance Charges		46,714.47	29,714.08
Operating Profit before working capital changes		6,93,292.52	8,17,460.67
Adjustments for:			
(Increase)/Decrease in Trade Receivables		(4,605.24)	(1,61,264.25)
(Increase)/Decrease in Inventories		(2,24,276.01)	(5,12,328.96)
(Increase)/Decrease in Other Current assets		2,75,243.20	2,41,575.04
(Increase)/Decrease in Long Term loans and advances		12,99,063.77	39,887.98
(Increase)/Decrease in Short Term loans and advances		-	-
(Increase)/Decrease in Non-current Assets		-	-
Increase/(Decrease) in Trade Payables		1,41,374.22	96,626.60
Increase/(Decrease) in Other Current Liabilities			-
Increase/(Decrease) in Short term provision		86,612.71	1,519.27
Increase/(Decrease) in Other Long-Term Borrowings		-	-
Increase/(Decrease) in Short-Term Borrowings		14,533.70	3,63,422.01
		(10,39,248.59)	**69,437.69**
Cash generated from Operations		**(3,45,956.07)**	**8,86,898.36**
Less: Income Tax paid		87,071.18	1,78,040.82
Less: Earlier provision		4,093.97	1,28,449.01
Net Cash generated from operations before extraordinary items		**4,37,121.22**	**5,80,408.53**
Extraordinary items		-	-
Net Cash Inflow/(Outflow) from operating activities	**(A)**	**4,37,121.22**	**5,80,408.53**
B. CASH FLOW FROM INVESTING ACTIVITIES			
(Purchase)/Sale of Fixed Assets		(301.73)	(21,828.40)
Increase/(decrease) in Long term Loans & Advances		-	-
Increase/(decrease) in Short term Loans & Advances		-	-
(Purchase)/Sale of Investments		(85,130.76)	1,05,412.41
Income from other activities		-	-
Net Cash Inflow/(Outflow) from Investing activities	**(B)**	**(85,432.49)**	**83,584.01**
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		5,93,881.41	(1,99,968.04)
Interest & Finance Charges		(46,714.47)	(29,714.08)
Net Cash used in Financing activities	**(C)**	**5,47,166.94**	**(2,29,682.12)**
Net change in Cash and Cash Equivalents (A) + (B) + (C)		**24,613.23**	**4,34,310.42**

Cash and Cash Equivalents as at the beginning of the period		5,46,997.19	1,12,686.77
Cash and Cash Equivalents as at the end of the period		**5,71,610.42**	**5,46,997.19**

Note:- The above Cash Flow Statement has been prepared under the "Indirect Method" as set out in the Accounting Standard (AS) - 3 on "Cash Flow Statements".

AS PER OUR REPORT OF EVEN DATE
FOR B CHORDIA & CO.
CHARTERED ACCOUNTANTS

KHEMANI DISTRIBUTORS AND MARKETING LIMITED

VIKAS CHORDIA
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VAISHALI PUNJABI
COMPANY SECRETARY
ACS: 48695

PLACE: SURAT
DATE: 29/05/2023

PLACE: SURAT
DATE: 29/05/2023

Notes to Balance Sheet and Profit & Loss Statement

(Rs. In Hundreds)

Particulars	31/03/2023	31/03/2022
Note – 1		
Share Capital		
Authorised Share Capital		
23000000 Equity Shares Of Rs.5/-Each	11,50,000.00	11,50,000.00
(Previous Year 12400000 Equity Shares Of Rs. 5/-Each)	**11,50,000.00**	**11,50,000.00**
Issued, Subscribed And Fully Paid Up		
22974000 Equity Shares Of Rs 5/- Each	11,48,700.00	11,48,700.00
(Previous Year 22974000 Equity Shares Of Rs 5/- Each)	**11,48,700.00**	**11,48,700.00**

Note-1A

Reconciliation Of Shares Outstanding Of Rs. 5/-	Equity (Number)	Equity (Number)
Shares Outstanding	22,974,000	2,29,74,000
Shared Issued During This Year	-	-
Shares Bought Back During The Year	-	-
Shares Outstanding At The End Of Year	**22,974,000**	**2,29,74,000**

Note-1B

Shareholder Holding For Than 5% Shares	31/03/2023		31/03/2022	
	%	Value	%	Value
Vijaykumar Khemani	23.39	53,73,600	20.87	47,94,000
Gryffin Advisory Services Private Limited	14.63	33,60,000	14.63	33,60,000
Natural Suppliers Private Limited	19.86	45,62,400	19.86	45,62,400
Azura Projects Private Limited	8.35	19,19,200	8.35	19,19,200

NOTE-1C

Shares Held By Promoters & Promoters Group at the end of the year 31.03.2023			Change During The Year
Promoters Name	**No. Of Shares**	**% Of Total Shares**	
Sushiladevi Khemani	4,49,280	1.96%	191%
Amit Khemani	27,600	0.12%	0.00%
Vijaykumar Khemani	53,73,600	23.39%	2.52%
Dimple Mansinghka	11,280	0.05%	0.00%
Anupa Khemani	11,280	0.05%	0.00%
Avinash Khemani	11,280	0.05%	0.00%
Sanju Khemani	11,280	0.05%	0.00%
Onyx Partners (Rep.: Vijaykumar Khemani)	4,05,600	1.77%	0.00%
BSAS Infotech Limited	10,77,600	4.69%	0.23%
Total	**73,78,800**	**32.13%**	**4.66%**

Shares Held By Promoters & Promoters Group at the end of the year 31.03.2022			Change During The Year
Promoters Name	**No. Of Shares**	**% Of Total Shares**	
Sushiladevi Khemani	11,280	0.05%	0.00%
Amit Khemani	27,600	0.12%	0.00%

Vijaykumar Khemani	47,94,000	20.87%	-6.40%
Dimple Mansinghka	11,280	0.05%	0.00%
Anupa Khemani	11,280	0.05%	0.00%
Avinash Khemani	11,280	0.05%	0.00%
Sanju Khemani	11,280	0.05%	0.00%
Onyx Partners (Rep.: Vijaykumar Khemani)	405,600	1.77%	-1.64%
BSAS Infotech Limited	10,23,600	4.46%	4.46%
TOTAL	**63,07,200**	**27.46%**	**-358%**

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	10,41,250.00	10,41,250.00
Less: Capitalized And Bonus Issued	-	-
Closing Balance	**10,41,250.00**	**10,41,250.00**
B. Profit & Loss A/C		
Opening Balance	21,56,944.67	17,02,376.38
Add: Current Year Profit/(Loss)	5,20,607.09	5,83,017.30
Add: Net Of Excess Provision Of Tax / Tax Paid Of Firm	(4,093.97)	(1,28,449.01)
Closing Balance	26,73,457.79	21,56,944.67
Total	**37,14,707.79**	**31,98,194.67**
Note – 3		
Long Term Borrowings		
(a) Secured Loan		
Loan Against Shares & Securities	7,14,749.28	4,550.87
(b) Unsecured Loan		
Unsecured Loans From Directors, Relatives, Corporates	3,625.85	3,313.59
Inter-Corporate Loan	159.23	1,16,788.49
Total	**7,18,534.36**	**1,24,652.95**
Note – 4		
Short Term Borrowings		
OD Against Fixed Deposit	3,48,888.31	3,63,422.01
Total	**3,48,888.31**	**3,63,422.01**
Note – 5		
Trade Payables		
(i) Total Outstanding Dues Of Micro Enterprises And Small Enterprises	1,906.40	1,683.93
(ii) Total Outstanding Dues Of Creditors Other Than Micro Enterprises And Small Enterprises	2,73,127.77	1,31,976.02
Total	**2,75,034.17**	**1,33,659.95**

(B-1) Trade Payables Ageing Schedule As On 31/03/2023

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
1. MSME	1,906.40	0.00	0.00	0.00	**1,906.40**
2. Others	2,72,662.77	465.00	0.00	0.00	**2,73,127.77**
3. Disputes Dues – MSME	0.00	0.00	0.00	0.00	**0.00**
4. Disputes Dues – Others	0.00	0.00	0.00	0.00	**0.00**
TOTAL	**2,74,569.17**	**465.00**	**0.00**	**0.00**	**2,75,034.17**

(B-2) Trade Payables Ageing Schedule As On 31/03/2022

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
1. MSME	1,683.93	0.00	0.00	0.00	**1,683.93**
2. Others	1,28,908.70	1,680.00	1,387.32	0.00	**1,31,976.02**
3. Disputes Dues – MSME	0.00	0.00	0.00	0.00	**0.00**
4. Disputes Dues – Others	0.00	0.00	0.00	0.00	**0.00**
TOTAL	**1,30,592.63**	**1,680.00**	**1,387.32**	**0.00**	**1,33,659.95**

Note – 6		
Short Term Provisions		
ESIC Payable	199.15	222.58
Professional Tax Payable	28.00	34.50
Provisions For Income Tax	74,923.76	0.00
TDS/TCS Payable	4,918.09	2289.95
Provisions For Expenses	18,605.20	9514.46
Total	**98,674.20**	**12061.49**

Note-7 - Property, Plant And Equipment and Intangible Assets:

Statement Of Depreciation For The Year Ended On 31/03/2023 (As Per The Companies Act)

(Rs. In Hundreds)

Sr. No.	Particulars	Gross Block			Depreciation			Net Block	
		As On 01-Apr-2022	Addition/ Deletion During The Year	Total As On 31-Mar-2023	As On 01-Apr-2022	During The Year	Total As On 31-Mar-2023	As On 31-Mar-2023	As On 01-Apr-2022
A	Tangible Assets								
1	Office Equipments	30025.30	0.00	30025.30	23830.00	2530.99	26360.99	3664.31	6195.30
2	Furniture	27759.48	0.00	27759.48	14659.23	3393.72	18052.95	9706.52	13100.24
3	Computer	8507.06	301.69	8808.75	7802.70	316.15	8118.85	689.89	704.35
4	Computer Server	956.77	0.00	956.77	908.94	0.00	908.94	47.83	47.83

5	Vehicle	51994.05	0.00	51994.05	27883.53	7348.45	35231.98	16762.07	24110.52
6	Plant & Machinery	11108.87	0.00	11108.87	2902.11	927.36	3829.47	7279.40	8206.76
7	Building	79606.14	0.00	79606.14	11415.54	3321.05	14736.59	64869.59	68190.60
B	**Intangible Assets**	**0.00**	**0.00**	**0.00**	**0.00**	**0.00**	**0.00**	**0.00**	**000**
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		**209957.67**	**301.69**	**210259.36**	**89402.06**	**17837.72**	**107239.78**	**103019.62**	**120555.61**
Previous Year		188129.27	21828.40	209957.67	72454.08	16947.98	89402.06	120555.61	115675.19

No Assets Were Impaired/Revalued During Last Five Years.

Note – 8		
Non-Current Investments		
Investments In Quoted Bonds	93,539.45	0.00
Investments In Traded Quoted Shares Others Than Subsidiary / JV	8,14,853.93	8,38,375.28
Investment In Non Traded Unquoted Shares	17,498.24	17,498.24
Investment In Partnership Firm – ONYX Partners	1,09,817.82	94,705.16
Total	**10,35,709.44**	**9,50,578.68**

Details Of Partnership Firm - Onyx Partners

Partners	**%**	**Capital Balance**	**Capital Balance**
Vijaykumar Khemani	50	(1,92,530.97)	(4,47,906.54)
Avinash Khemani	35	2,47,409.23	2,14,646.33
Khemani Distributors & Marketing Limited	15	1,09,817.82	94,705.16

Note – 9		
Long Term Loans & Advances		
(a) Secured	-	-
(b) Unsecured, Considered Good		
Other Advances	14,07,883.97	1,08,820.20
Total	**14,07,883.97**	**1,08,820.20**
Note – 10		
Others Non – Current Assets		
Security Deposit	1,202.08	1,202.08
Total	**1,202.08**	**1,202.08**
Note – 11		
Inventories		
Closing Stock Goods	3,10,796.76	1,79,169.34
Closing Stock – Bonds / Shares	17,84,957.48	16,92,308.89
Total	**20,95,754.24**	**18,71,478.23**
Note – 12		
(a) Trade Receivables		
(Unsecured, Considered Goods)		
Periods Exceeding Six Months From Due Dates	6,697.90	2,409.36
Others	3,08,787.73	3,08,471.03
Total	**3,15,485.63**	**3,10,880.39**

(B – 1) Trade Receivables Ageing Schedule As On 31/03/2023

Particulars	Outstanding For Following Periods From Due Date Of Payment					
	Less Than 6 Month	6 Month - 1 Year	1 - 2 Year	2 - 3 Year	More Than 3 Year	Total
(i) Undisputed Trade Receivables - Considered Goods	3,08,787.73	3,370.86	990.28	1,405.05	931.71	**3,15,485.63**
(ii) Undisputed Trade Receivables - Considered Doubtful	0.00	0.00	0.00	0.00	0.00	**0.00**
(iii) Disputed Trade Receivables - Considered Goods	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	**3,08,787.73**	**3,370.86**	**990.28**	**1,405.05**	**931.71**	**3,15,485.63**

(B – 2) Trade Receivables Ageing Schedule As On 31/03/2022

Particulars	Outstanding for following periods from due date of payment					
	Less than 6 month	6 month - 1 year	1 - 2 year	2 - 3 year	More than 3 year	Total
(i) Undisputed Trade Receivables - Considered Goods	3,08,471.03	752.56	1,171.37	0.00	485.43	**3,10,880.39**
(ii) Undisputed Trade Receivables - Considered Doubtful	0.00	0.00	0.00	0.00	0.00	**0.00**
(iii) Disputed Trade Receivables - Considered Goods	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	**3,08,471.03**	**752.56**	**1,171.37**	**0.00**	**485.43**	**3,10,880.39**

Note – 13		
Cash & Cash Equivalents		
Cash In Hand	28,975.94	96,927.27
Cheques In Hand	40,308.02	31,670.56
Fixed Deposits With Banks	4,15,523.33	3,83,000.00
Bank Balance In Current A/C With Banks	86,803.13	35,399.36
Total	**5,71,610.42**	**5,46,997.19**

Note -14		
Other Current Assets		
GST Balance	3,991.70	17,719.36
Claim Receivable - Net	30,273.06	40,080.77
Current Account With Onyx Partners	5,24,027.42	9,00,127.42
Income Tax Paid For A.Y. 2012-13 To 2017-18	98059.63	69,243.33
TDS Receivable A.Y 2021-22	0.00	6,054.09
TDS/Advance Tax 22-23	0.00	11,872.15
Prepaid Insurance	269.04	118.35
Advance To Creditors	77,425.24	73.82
Total	**7,70,046.09**	**10,45,289.29**

(Rs. In Hundreds)

	For The Year Ended 31/03/2023	For The Year Ended 31/03/2022
Note – 15		
Revenue From Operations		
Sales Of Traded Goods	75,20,564.56	61,15,910.52
Profit /(Loss) On Sale Of Bonds / Shares In Derivatives	2,10,917.28	6,95,738.65
Dividend	53,114.90	7,591.75
Total	**77,84,596.74**	**68,19,240.92**
Note – 16		
Other Incomes		
Capital Gain/Loss On Shares/MF	2,79,642.63	16,158.08
Dividend	18,491.72	8,118.77
Interest Income	39,372.10	4,980.33
Share Of Profit From Onyx Partners	15,296.29	37,052.77
Total	**3,52,802.74**	**66,309.95**
Note-17		
Purchase Of Stock In Trades		
Purchases Of Traded Goods	72,04,176.82	57,33,615.08
Total	**72,04,176.82**	**57,33,615.08**
Note-18		
Changes In Inventory		
Opening Stock-Goods	1,79,169.34	2,09,283.75
Less: Closing Stock-Goods	3,10,796.76	(1,79,169.34)
Total	**1,31,627.42**	**30,114.41**
Note-19		
Employee Benefit Expenses		
Bonus	10,800.00	6,062.00
ESI &PF Expenses	1,621.98	1,554.27
Salary	55,895.54	51,940.12
Remuneration-Director	10,800.00	10,800.00
Staff Welfare	2,983.38	1,541.17
Total	**82,100.90**	**71,897.56**

Note – 20		
Financial Cost		
Bank Charges	515.17	2,074.28
Interest	46,199.30	27,639.80
Total	**46,714.47**	**29,714.08**
Note – 21		
Other Expenses		
Advertisement	101.99	22.91
Audit Fees	500.00	500.0
Computer & Software Expenses	2,054.79	1,168.19
Conveyance	3,975.30	3,367.53
Donation	72.00	0.00
Delivery Charges	74,552.32	55,270.42
Discount	1,19,897.72	96,661.25
Electricity Expenses	5,230.05	4,365.30
Godown Expenses	47.35	47.50
Incentive	3,042.50	1,902.69
Insurance	1,487.94	1,533.25
Legal And Professional Fees	5,412.30	21,762.45
Loading / Unloading Expenses	41,208.88	31,518.68
Office & Misc. Expenses	2,124.36	1,675.11
Packing Expenses	3,380.71	1,618.25
Printing & Stationary	3,920.14	4,338.56
Professional / SMC Tax	2,406.06	1,800.14
Registrar & Web Service	440.00	450.00
Rent	1,680.00	1,680.00
Repairs & Maintenance	3,130.95	372.45
Short Claim Written Off	10,017.95	0.00
Telephone & Internet Expenses	947.82	646.21
Travelling Expenses	1,103.25	665.60
Interest On Taxes / Late Fees	33.31	147.46
Vehicle Expenses	2,688.97	949.20
Total	**2,89,456.66**	**2,32,463.15**

Significant Accounting Policies and Notes to the Financial Statements for the year ended 31st March, 2023

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 2022-23.

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 Investmentsare 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	
Directors / Key Management Personnel	Vijaykumar Khemani	Chairman & Managing Director
	Amitkumar Khemani	Whole Time Director & CFO
	Anupa Khemani	Non-Executive Director
	Vaishali Punjabi	Company Secretary
Relatives of Key Management Personnel	Sushila Devi Khemani	
	Avinash Khemani	
	Sanju Khemani	
	Dimple Mansinghka	
	Kapeesh Mansinghka	
	Swati Khemani	
Related Group Company / Entity	Onyx Partners	
	Onyx SaaS Private Limited	
	Khemani Enterprises	

Note: The list of Related Parties are 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 Rs.]	
			As at 31/03/2023	As at 31/03/2022
1	Vijaykumar Khemani	Remuneration	1,80,000	1,80,000
		Loan received	10,00,000	10,00,000
		Loan given	10,00,000	10,00,000
2	Amitkumar Khemani	Remuneration	9,00,000	9,00,000
		Loan received	34,45,000	59,90,000
		Loan given	34,50,000	64,22,000
		Interest Paid	30,411	40,100
3	Vaishali Punjabi	Salary	4,11,184	3,96,886

b) Relatives of Key Management Personnel

Sr. No.	Name	Nature of Transaction	Amount [In Rs.]	
			As at 31/03/2023	As at 31/03/2022
1	Sushila Devi Khemani	Rent	1,68,000	1,68,000
2	Dimple Mansinghka	Salary	2,000	2,70,000
3	Avinash Khemani	Salary	6,00,000	6,00,000
4	Sanju Khemani	Rent	1,44,000	1,44,000
5	Kapeesh Mansinghka	Salary	3,60,000	1,50,000
6	Swati Khemani	Purchase of Securities	46,77,800	0

c) Related Group Company / Entity

Sr. No.	Name	Nature of Transaction	Amount [In Rs.]	
			As at 31/03/2023	As at 31/03/2022
1	Onyx Partners	Loan given	22,20,90,000	34,25,00,000
		Loan Received	25,97,00,000	36,12,85,000

2	Onyx SaaS Private Limited	Investment	50,000	50,000
		Inter-Corporate Loan given	13,97,50,000	62,00,000
		Inter-Corporate Loan received	10,00,000	50,000
3	Khemani Enterprises	Advance received from Debtors	9,00,000	5,00,000
		Advance re-paid	9,00,000	5,00,000
		Sale of Goods	2329203	-

14. Payment to Auditors:

Particulars	**As at 31/03/2023**	**As at 31/03/2022**
Audit Fees	50,000	50,000

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

Particulars	**As at 31/03/2023**	**As at 31/03/2022**
Principal amount remaining unpaid to any supplier as at the end of the accounting year	1,90,640	1,68,393
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 31/03/2023**	**As at 31/03/2022**
1	**Segment Revenue**		
	(1) FMCG	7520.56	6115.91
	(2) Securities	264.32	769.64
	(3) Unallocated	0.00	0.00
	Total	**7784.88**	**6885.55**
	Less: Inter Segment Revenue	0.00	0.00
	Net Sales from Operations	**7784.88**	**6885.55**
2	**Segment Results (Profit Before Tax and Interest)**		
	(1) FMCG	95.52	32.20
	(2) Securities	579.94	768.29
	(3) Unallocated	0.00	0.00
	Total	**675.46**	**800.49**

	Less:		
	(a) Financial Cost		
	(1) FMCG	20.40	2.75
	(2) Securities	26.32	26.94
	(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	**628.74**	**770.80**
3	**Capital Employed** (Segment assets – Segment Liabilities)	**4863.41**	**4346.89**
	Segment Assets		
	(1) FMCG	1969.42	1480.18
	(2) Securities	4335.11	3500.01
	(3) Unallocated	0.00	0.00
	Total	**6304.54**	**4980.69**
	Segment Liabilities		
	(1) FMCG	678.30	503.22
	(2) Securities	762.83	130.57
	(3) Unallocated	0.00	0.00
	Total	**1441.13**	**633.80**

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:

(Amt. in Hundreds)

Sr. No.	Particulars	For the Year ended 31/03/2023
i.	Amount required to be spent by the Company during the year	6401.50
ii.	Amount spent during the year	72.00
iii.	Amount remained unspent during the year	6329.50
iv.	Shortfall at the end of the year	0.00
v.	Total of previous years Excess	0.00
vi.	Reason for Shortfall / Excess	Refer Note below

Notes:

(a) Nature of CSR activity undertaken during the F.Y. 2022-23 includes Animal Welfare (Welfare of Cows).

(b) Due to unavailability of local sources for implementation of CSR projects in rightful manner, the Company was unable to spend the amount on CSR activities. The Company is committed to spend the entire unspent CSR obligation amount as per the requirement of Section 135(5) of the Companies Act, 2013.

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	192,152,742.00	99.46%

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	5.19	7.41	-30%	**A**
2	Debt Equity Ratio	Total Debts/ Total Equity Shareholders	0.30	0.15	98%	**B**
3	Debt Service Coverage Ratio	Earning available to Debt Service/ Debt Service	13.84	26.51	-48%	**C**
4	Return on Equity Ratio	Net Income/Shareholders Equity	0.07	0.09	-20%	**C**
5	Inventory Turnover Ratio	Cost of Goods/Average Inventory	6.07	4.22	44%	
6	Trade Receivables Turnover Ratio	Net sales/Average accounts receivables	24.01	26.56	-10%	
7	Trade Payables Turnover Ratio	Net Credit Purchase /Average Trade Payable	35.25	67.18	-48%	**D**

8	Net Capital Turnover ratio	Net annual sales/ Avg working capital	3.40	2.23	52%	**E**
9	Net Profit Ratio	Profit after tax/ Net Sales *100	0.07	0.09	-22%	**C**
10	Return On Capital Employed	EBIT/Capital Employed*100	0.10	0.16	-35%	**C**
11	Return on Investment	Profit after tax/Share Capital*100	0.11	0.13	-20%	**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**

35A. 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**

36. 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**

37. 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

VIKAS CHORDIA
PARTNER
M. NO.: 158536
FRN: 121083W

VIJAYKUMAR KHEMANI
CHAIRMAN & MANAGING DIRECTOR
DIN: 02227389

AMITKUMAR KHEMANI
WHOLE TIME DIRECTOR & CFO
DIN: 02227413

VAISHALI PUNJABI
COMPANY SECRETARY
ACS: 48695

PLACE: SURAT
DATE: 29/05/2023

PLACE: SURAT
DATE: 29/05/2023

Khemani Distributors and Marketing Limited

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

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. / Folio No.	
Name of Proxy *[To be filled in if the Proxy attends the AGM instead of Shareholder]*	
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 12th Annual General Meeting of the Company being held at the Registered Office of the Company on Friday, the 29th September, 2023 at 4:00 p.m.

Name of Shareholder/Proxy: _____

Signature of Shareholder/ Proxy: _____

Khemani Distributors and Marketing Limited

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

Form MGT-11 | Proxy Form

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

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	or failing him / her

as my/our Proxy to attend and vote for me/us and on my/our behalf at the 12th AGM of the Company to be held on Friday, the 29th September, 2023 at 4:00 p.m. at the Registered Office of the Company situated at Plot No. D/91-92, Laxminarayan Industrial Park, BRC Compound, Udhana, Bhestan Road, Surat-394210, Gujaratand at any adjournment thereof in respect of Resolutions indicated below:

Resolution	Resolutions
	[Ordinary Business]
1	To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2023, together with the Reports of the Board of Directors and the Auditors thereon.
2	To appoint a Director in place of Mrs. Anupa Amitkumar Khemani (DIN: 07360209), who retires by rotation and being eligible, offers her candidature for re-appointment.
	[Special Business]
3	To re-appoint Mr. Amit Mahavirprasad Jain (DIN: 07368746) as an Independent Director of the Company.
4	To re-appoint Mr. Balkishan Ramsnehi Agarwal (DIN: 07403295) as an Independent Director of the Company.
5	To re-appoint Mr. Mukeshkumar Devidutt Kabra (DIN: 07987025) as an Independent Director of the Company.

Signed this _____day of_____2023.

Signature of Shareholder: _____ Signature of Proxy: _____

Affix a Rs. 1/- Revenue Stamp

NOTE:
The proxy form duly stamped, completed and signed must be deposited at the Registered Office of the Company not less than 48 hours before the time for holding of the aforesaid meeting. The Proxy need not be a member of the Company.

Write Up:

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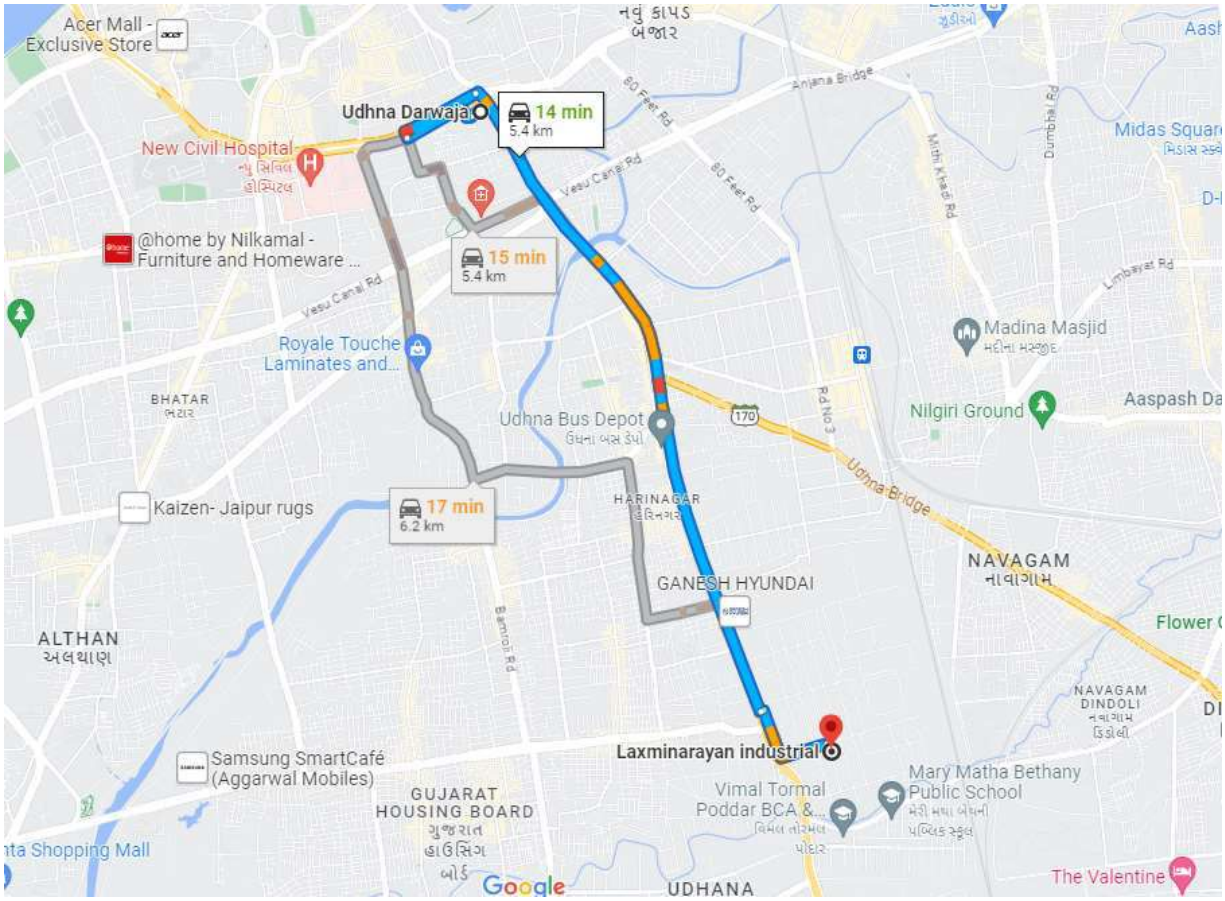
ROUTE MAP

TO THE VENUE OF THE 12TH ANNUAL GENERAL MEETING



IF UNDELIVERED; please return to:

KHEMANI

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