

ANNUAL REPORT

FY 2024-25



KHEMANI

**KHEMANI
DISTRIBUTORS AND
MARKETING LIMITED**

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KHEMANI

ABOUT THE COMPANY

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

As a key channel partner of Hindustan Unilever Limited (HUL), Khemani plays a pivotal role in ensuring the seamless availability of HUL's diverse product portfolio across General trade and Modern trade. With a robust supply chain network and deep market penetration, the company effectively bridges the gap between top FMCG brands and thousands of retail outlets.

Driven by a commitment to innovation and customer-centricity, Khemani has been at the forefront of adopting digital tools and smart distribution practices. From actively promoting HUL's e-B2B platform Shikhar to enabling digitisation at the kirana level, Khemani continuously works to modernise retail experiences and strengthen last-mile delivery.

At Khemani, we are proactively aligning our distribution strategy to stay ahead of this shift. We are evolving its strategy by deepening engagement with key retailers, ensuring channel-specific execution.

Through digital tools and a strong local network, Khemani is proud to be making traditional trade smarter, faster, and future-ready.

Khemani's efforts and excellence in execution have been consistently recognised by Hindustan Unilever through multiple performance awards, reinforcing its position as a high-performing and reliable distribution partner.

With a passionate team, forward-thinking leadership, and a vision rooted in sustainable growth, Khemani continues to evolve as a key player in India's FMCG distribution ecosystem - delivering value to its partners, customers, and the communities it serves.

AWARDS AND RECOGNITION OVER THE YEARS

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

10 years of excellence presented by HUL



Certificate of Appreciation for massive performance in 2021.



Award for Excellence in growth – MT



Message from the Desk of Chairman & Managing Director

Dear Shareholders,

With great honor, I once again present to you the Annual Report for the Financial Year 2024 - 25.

This has been a significant year for Khemani, marked by strong performance and substantial achievements. We concluded the year with impressive results, a testament to our unwavering commitment to aligning with our valued clients' vision, pursuing sustainable growth, and delivering long-term value to all our stakeholders.

We are proud to be a re-distribution stockiest of Hindustan Unilever Limited (HUL), one of India's leading FMCG companies, whose brands reach 9 out of 10 Indian households and 8 brands in the Kantar list of most valued brands in India. At Khemani, we are dedicated to serving the needs of our customers our most important stakeholders by consistently strengthening our distribution systems and enhancing our delivery processes to ensure operational excellence.

Within our organization, we continue to foster a culture of equity, diversity, and inclusion. Our focus on gender diversity and inclusive engagement has grown stronger, and we remain committed to building a workplace where everyone feels respected, supported, and empowered to reach their full potential.

While Corporate Social Responsibility (CSR) is a statutory requirement, we view it as a moral imperative. During FY 2024 - 25, we have continued our initiatives to support society through impactful programs in healthcare, education, and other areas of social development. We believe CSR is not just a project, but an integral part of our purpose contributing positively to the communities we serve.

Looking ahead, we remain committed to upholding the core values of the Company, driving responsible growth, and creating enduring value for our shareholders and society at large.

In conclusion, I extend my heartfelt appreciation to our dedicated team, valued shareholders, loyal customers, and trusted partners. Your support has been instrumental in our journey, and I look forward to the continued progress and promising opportunities that lie ahead.

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

Yours' Sincerely,

Vijaykumar Khemani

Chairman and Managing Director

Board of Directors and Key Managerial Personnel's

Shri Vijaykumar Khemani
Chairman & Managing Director



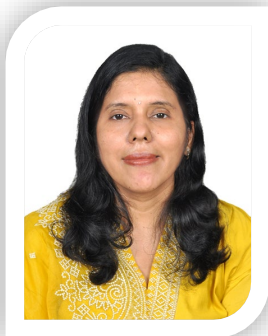
Shri Vijaykumar Mangtaram Khemani is the Pioneer of the Company and has been on Board since Inception. Presently, he is the Chairman and Managing Director of the Company. He has over 20 years of rich experience across various Businesses. Under his Leadership, the entire Khemani Group is enjoying eminent, 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 Amitkumar Khemani
Non-Executive Director

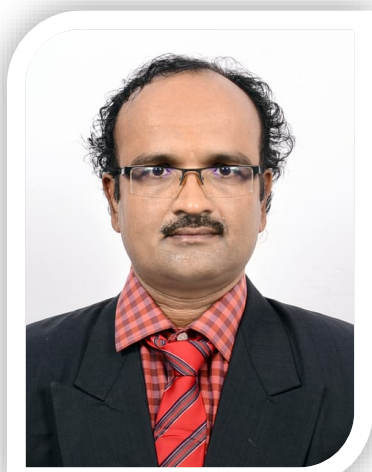


Mrs. Anupa Amitkumar Khemani is the Non-Executive Director, associated with the Company since 2015. She holds a Master Degree in Management and Business Administration (Marketing). She is responsible for identifying new targets. She adds her Marketing Skills for the Development of the Company.



Mr. Amit Mahavirprasad 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. He has overall experience of 25 Years into various Businesses.



Mr. Mukeshkumar Kabra
Independent Director

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



Mr. Balkishan Agarwal
Independent Director

Mr. Balkishan Ramsnehi Agarwal is an Independent Director, associated with the Company since 2017. He is Chartered Accountant by Profession. He is the Founder Partner in DBS & Associates, a Chartered Accountant Firm. Presently, He is a Senate Member in VNSGU appointed by Education Dept. of Govt. of Gujarat. He is actively associated with SHANTAM, an NGO who is working for the welfare of Senior Citizens. He is associated with few more NGOs as a Board Member and working for the betterment of Society. He has 20 Years of refined knowledge and proficiency into his core practice of Accountancy and Auditing.

Mrs. Pratibha Pankaj Gulgulia
Additional Independent Director



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

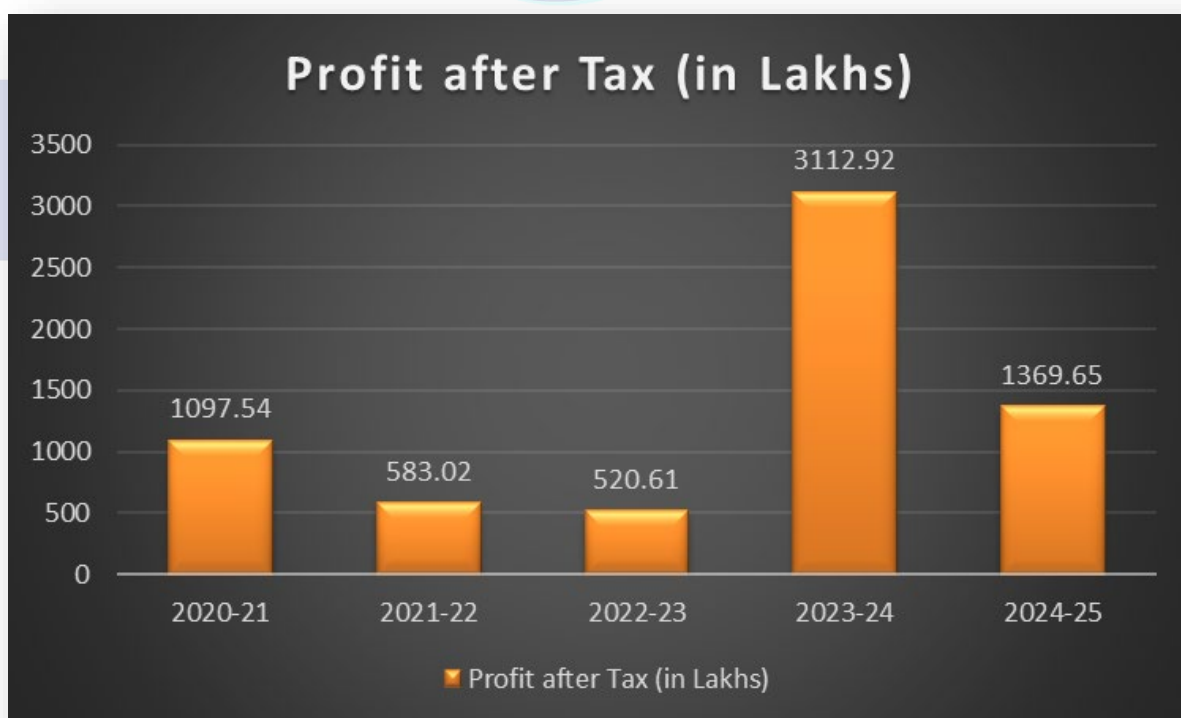
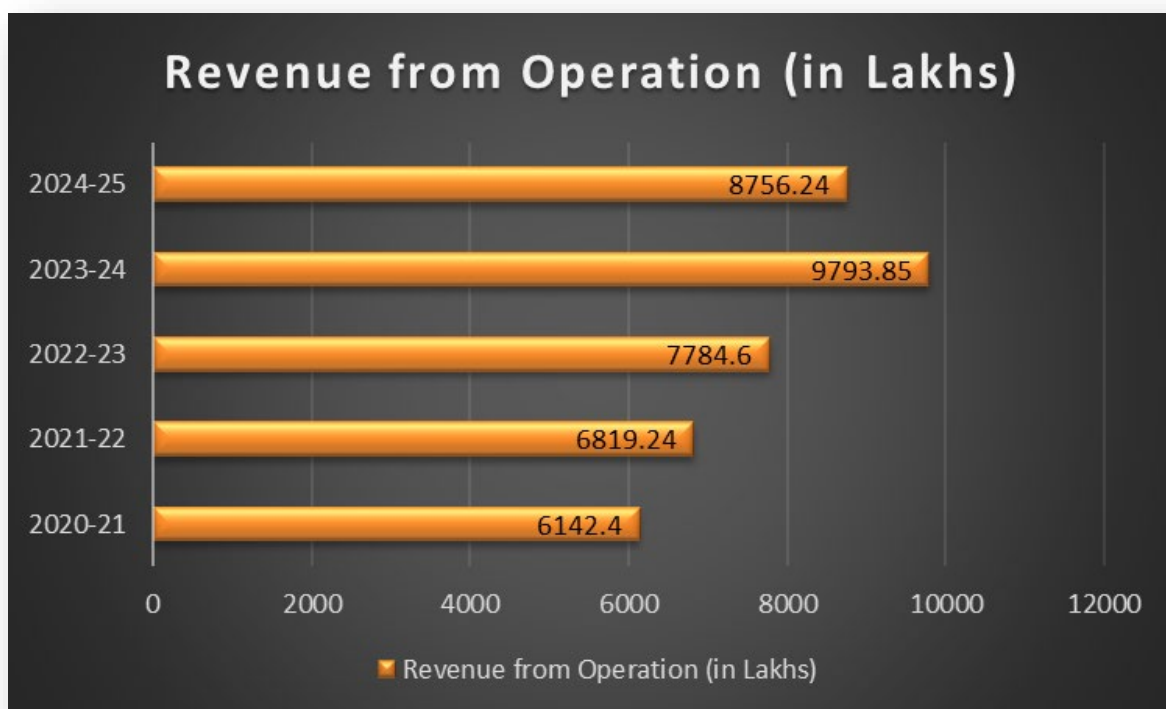
Ms. Charmi Soni
Company Secretary and Compliance Officer



Charmi Soni is an Associate Member of the Institute of Company Secretaries of India (ICSI) with around 2 years of post-membership experience. She has demonstrated expertise in corporate governance, secretarial compliance, and legal advisory across diverse sectors including textiles, logistics, and the paper industry.

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

Results at Glance



Corporate Information

BOARD OF DIRECTORS & KEY MANAGERIAL PERSONNEL

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

AUDITORS OF THE COMPANY

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

BANKERS TO COMPANY

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

REGISTERED OFFICE OF COMPANY Khemani Distributors & Marketing Limited CIN: L74300GJ2011PLC063520 Plot No. D/91-92, Laxminarayan Industrial Park, Near BRC Compound, Udhna, Bhestan Road, Surat-394210, Gujarat Contact: +91-9737747888 Email: investors@khemanigroup.net Website: www.khemanigroup.net	REGISTRAR AND SHARE TRANSFER AGENT Bigshare Services Private Limited Office No. S6-2, 6th Floor, 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
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Book Closure: 03/09/2025 – 17/09/2025 Scrip Code: 539788 ISIN: INE030U01025	14th Annual General Meeting Date: 17th September, 2025 Time: 11:00 AM Venue: Registered Office
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ANNUAL REPORT

FY 2024-25

NOTICE OF 14TH ANNUAL GENERAL MEETING

NOTICE OF 14TH ANNUAL GENERAL MEETING

NOTICE is hereby given that **14th Annual General Meeting** of Khemani Distributors and Marketing Limited (CIN: L74300GJ2011PLC063520) (the “Company”) will be held on **Wednesday, 17th September, 2025 at 11:00 AM** at **Registered Office** of the Company situated at Plot No. D/91-92, Laxminarayan Industrial Park, BRC Compound, Udhna, Bhestan Road, Surat-394210, Gujarat to transact the following matters and if thought fit, to pass the following resolutions. This notice of meeting is being given pursuant to Section 101 read with the rules made thereunder (the “Companies Act, 2013”) (including any statutory modification(s) or reenactment(s) thereof for the time being in force) and in accordance with the Articles of Association of the Company.

ORDINARY BUSINESS:

- 1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2025, together with the Reports of the Board of Directors and the Auditors thereon.**

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

“RESOLVED THAT the Audited Balance Sheet, Statement of Profit & Loss and Cash Flow Statement together with accounting policies and notes forming part of the accounts for the year ended March 31, 2025 along with the Auditors’ Report and Directors’ Report, be and are hereby considered, adopted and approved”

- 2. To consider and approve the re-appointment of Mr. Amitkumar Vijaykumarji Khemani (DIN: 02227413) as a Director of the Company, who retires by rotation and being eligible offers himself for re-appointment.**

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

“RESOLVED THAT in accordance with the provision of Section 152(6) and all other applicable provisions, if any, of the Companies Act, 2013, Mr. Amitkumar Vijaykumarji Khemani (DIN: 02227413), Whole Time Director, who retires by rotation at this annual general meeting, be and is hereby reappointed as a Whole Time Director of the Company, liable to retire by rotation.”

SPECIAL BUSINESS:

- 3. Regularization of Appointment of Mrs. Pratibha Pankaj Gulgulia (DIN: 07121815), as a Non-Executive Independent Director of the Company.**

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

“RESOLVED THAT pursuant to the provisions of Section 149, 150, 152, read with Schedule IV and any other applicable provisions if any, of the Companies Act, 2013 and the rules made thereunder including Companies (Appointment and Qualification of Directors) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and subject to such other laws, rules and regulations as may be applicable in this regard, and Articles of Association of the Company and as recommended by Nomination and Remuneration Committee of the Company, Mrs. Pratibha Pankaj Gulgulia (DIN: 07121815) who was appointed as an Additional Director in the capacity of Non-Executive Independent director by the Board of Directors of the Company, with effect from 20th August, 2025 pursuant to the provisions of section 161 of the Act, and who has submitted a declaration that she meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1) (b) of the SEBI Listing Regulations and is eligible for appointment under the provisions of the Act, the Rules made thereunder and the SEBI Listing Regulations, approval of the shareholders of the Company be and is hereby accorded to appoint Mrs. Pratibha Pankaj Gulgulia (DIN: 07121815) as Non-Executive Independent Director of the Company, not liable to retire by rotation, for a term of five (5) consecutive years starting from **20th August, 2025 to 19th August, 2030 (both days inclusive).**”

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

4. Approve appointment of Mr. Bhaveshkumar Rawal as a Secretarial Auditor of the Company.

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

“RESOLVED THAT pursuant to the provisions of Section 204 of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rule 2014, and Regulation 24A(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s), amendment(s), variation(s) or re-enactment thereof for the time being in force), **Mr. Bhaveshkumar Rawal, Company Secretary in Practice, Surat (FCS 8812; CP No. 10257)**, and a Peer Reviewed Company Secretary, be and is hereby appointed as the Secretarial Auditor of the Company, for performing audit of the Company’s secretarial records for the financial year beginning from April 1, 2025, for a period of one term of five consecutive years, that will conclude on March 31, 2030, at such remuneration plus applicable taxes thereon and such increase in audit fees till the conclusion of their term, plus reimbursement of actual out of pocket and travelling expenses, as recommended by the Audit Committee and as may be mutually agreed between the Board of Directors of the Company and the Secretarial Auditor.

RESOLVED FURTHER THAT any one Director and/or Company Secretary of the Company be and are hereby severally authorised to do all the acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to sign and execute all necessary documents, applications, returns, e-forms and writings as may be necessary, proper, desirable or expedient to give effect to this resolution.”

5. To approve Increase in the Remuneration of Mr. Amitkumar Khemani, Whole Time Director & CFO of the Company:

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

“RESOLVED THAT in accordance with the provisions of Sections 196, 197, 198 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), approval of the Members of the Company be and is hereby accorded for revision in the remuneration of Mr. Amitkumar Khemani, Whole Time Director and CFO of the Company for the on the terms and conditions as set out below:

Name	Amitkumar Khemani
Designation	Whole Time Director and CFO
Remuneration	Upto Rs. 24,00,000/- p.a. (Rupees Twenty-Four Lakh only)

In addition to the above, he shall also be entitled to receive the following:

- (a) Car for use on Company's business;
- (b) Reimbursement of entertainment expense actually and properly incurred in the course of business of the Company.

RESOLVED FURTHER THAT Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include the Nomination and Remuneration Committee of the Board) be and is hereby authorised to amend, alter, modify or otherwise vary the said remuneration as it may deem fit and as may be acceptable to Mr. Amitkumar Khemani, subject to the same not exceeding the amounts fixed herein and those specified under Section 197 read with Schedule V of the Act.

RESOLVED FURTHER THAT notwithstanding anything to the contrary herein contained where in any financial year during the continuity of tenure of Mr. Amitkumar Khemani, the Company has no profits or inadequate profits, the Company will pay remuneration by way of salary, perquisites, and allowances to him subject to compliance with the applicable provisions of Schedule V of the Act.

RESOLVED FURTHER THAT the other terms and conditions of appointment of Mr. Amitkumar Khemani shall remain unchanged for the remaining tenure of his appointment.

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

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

Sd/-
Charmi Soni
Company Secretary

Place: Surat
Date: 20/08/2025

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 & 3 of the Notice dated 20th August, 2025 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, 12th September, 2025**, being the **cut-off date**, are entitled to Vote on the Resolutions set forth in this Notice. The voting rights of Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date. A person who is not a Member as on the cut-off date should treat this Notice of AGM for information purpose only.
8. Pursuant to the provisions of Section 91 of the Companies Act, 2013 read with Rule 10 of the Companies (Management and Administration) Rules, 2014, the Register of Members of the Company will remain close from **Wednesday, 03rd September, 2025, to Wednesday, 17th September, 2025** (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 2024-25 will also be available on the Company's Website at www.khemanigroup.net and on Website of the Stock Exchange, i.e. BSE Limited at www.bseindia.com.
12. The attention of the Members of the Company is invited that pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2015 as amended from time to time, the exemption with respect to Voting by Electronic Means is available to the Company which are referred to in Chapter XB or Chapter XC of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 and Accordingly, your Company has opted to hold this AGM and providing Voting facility to the Members physically only.
13. The facility for voting through Ballot Paper shall be made available at AGM and the Members attending the AGM shall be able to exercise their right at the meeting through Ballot Paper.
14. The Board of Directors of the Company has appointed Mr. Bhaveshkumar Rawal, Company Secretary in Practice, Surat, as the Scrutinizer to conduct and provide voting and poll facility to the Members at the AGM.

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



KHEMANI

EXPLANATORY STATEMENT

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

In compliance with the provisions of Section 102 of the Companies Act, 2013 ("the Act") and Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the following Explanatory Statement sets out the material facts concerning the items of business set out under Item Nos. 3 to 5 of the accompanying Notice.

Item No. 3: Regularization of Appointment of Mrs. Pratibha Pankaj Gulgulia (DIN: 07121815), as a Non-Executive Independent Director of the Company.

Pursuant to Section 161 of the Companies Act, 2013 and other applicable provisions and based on the recommendation of Nomination and Remuneration Committee, the Board, at its meeting held on **20th August, 2025** appointed Mrs. Pratibha Pankaj Gulgulia (DIN: 07121815) as an Additional Director in the capacity of Non-Executive Independent Director of the company to hold office only upto the date of this Annual General Meeting and subject to the approval of shareholders at the ensuing Annual General Meeting through a special resolution for a term of five (5) consecutive years starting from **20th August, 2025 to 19th August, 2030 (both days inclusive)**.

The Company has received all statutory disclosures / declarations, including:

- (i) Consent in writing to act as director in Form DIR-2;
- (ii) Intimation in Form DIR 8 to the effect that she is not disqualified under sub-section (2) of Section 164 of the Act,
- (iii) Declaration to the effect that she meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act and under LODR Regulations,
- (iv) Confirmation that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge duties as an Independent Director of the Company;

In the opinion of the Board, Mrs. Pratibha Pankaj Gulgulia fulfils the conditions for independence specified in the Act, the Rules made thereunder and the LODR Regulations and such other laws / regulations for the time being in force, to the extent applicable to the Company and she is independent of the Management. The Board noted that the background and experience of Mrs. Pratibha Pankaj Gulgulia are aligned to the role and capabilities identified by the NRC and that he is eligible for appointment as an Independent Director.

Statement under Schedule IV of the companies Act, 2013 - In the opinion of the Board, the independent director proposed to be appointed fulfils the conditions specified in the Act and the rules made thereunder and that the proposed director is independent of the management.

The Board was satisfied that the appointment is justified as she holds a Commerce degree with a specialization in Accountancy. Her expertise in corporate governance and management, coupled with strong networking and relationship-building skills, positions her to contribute significantly to the Company's growth and development through her strategic vision and leadership.

Particulars of Mrs. Pratibha Pankaj Gulgulia for regularization of his appointment are attached herewith as annexure to notice.

Accordingly, the Board recommends the special resolution set out at Item No. 3 of this notice for your approval. None of the Directors or Key Managerial Personnel of the company or their relatives except Mrs. Pratibha Pankaj Gulgulia, to whom the resolution relates, is interested in or concerned, financially or otherwise, in passing the proposed resolution as set out in Item no. 3.

Item No. 4: Approve appointment of Mr. Bhaveshkumar Rawal as a Secretarial Auditor of the Company.

Pursuant to the amendment introduced via the SEBI (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2024, which amended Regulation 24A and became effective from April 01, 2025, every listed entity is required to appoint a Secretarial Auditor who holds a valid Peer Review Certificate issued by the Institute of Company Secretaries of India.

In compliance with the aforesaid regulatory requirement and based on the recommendation of the Audit Committee, the Board of Directors of the Company, at its meeting held on May 21, 2025, has proposed the appointment of Mr. Bhaveshkumar Rawal, Practicing Company Secretary (FCS 8812; CP No. 10257), who holds a valid Peer Review Certificate, as the Secretarial Auditor of the Company, to undertake the Secretarial Audit for a continuous period of five financial years commencing from April 01, 2025, and ending on March 31, 2030.

The proposed Secretarial Auditor shall be entitled to such remuneration, as may be mutually agreed upon by the Board of Directors and Mr. Bhaveshkumar Rawal, on the recommendation of the Audit Committee, along with applicable taxes and reimbursement of actual out-of-pocket expenses. The remuneration may be subject to annual revision during the tenure of appointment.

Mr. Bhaveshkumar Rawal is a seasoned professional with over 15 years of experience in secretarial practice. He offers a wide range of services including Company Law, Secretarial Compliance, Capital Markets, Corporate Restructuring, Due Diligence, FDI (Inbound/Outbound), Audits, Takeovers, Litigation, and Arbitration. With a strong focus on professional ethics, the firm is committed to delivering timely, practical, and strategic advice. Its multidisciplinary team ensures comprehensive solutions to complex business and legal challenges. The firm prides itself on combining technical knowledge with real-world experience to help clients grow and maintain regulatory credibility.

He has confirmed that he possesses a valid Peer Review Certificate issued by the Institute of Company Secretaries of India and has not incurred any disqualification under the provisions of the Companies Act, 2013 or the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In terms of Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with applicable provisions of the Companies Act, 2013, the approval of the shareholders is required for such appointment.

Accordingly, the Board recommends the Ordinary Resolution as set out at Item No. 4 of the Notice for the approval of the members. None of the Directors, Key Managerial Personnel, or their respective relatives are in any way concerned or interested, financially or otherwise, in the said resolution.

Item No. 6: To approve Increase in the Remuneration of Mr. Amitkumar Khemani, Whole Time Director & Chief Financial Officer (CFO) of the Company:

The Board of Directors of the Company, on the recommendation of the Nomination and Remuneration Committee, approved the revision in remuneration payable to Mr. Amitkumar Khemani (DIN: 02227413), Whole Time Director & CFO of the Company, with effect from April 01, 2025, subject to the approval of members of the Company.

Mr. Amitkumar Khemani was re-appointed as the Whole Time Director & CFO of the Company, which was approved by the shareholders at the Annual General Meeting held on 20/09/2024. The current remuneration was last revised on 20/09/2024 and considering the overall performance of the Company, industry benchmarks, and the increased role and responsibilities undertaken by the Managing Director, the Board has deemed it appropriate to revise the remuneration.

The proposed revision is within the overall limits prescribed under Sections 196, 197, and Schedule V of the Companies Act, 2013. The revised remuneration details are as under:

Revised Remuneration Structure:

Salary: Upto ₹ 2,00,000 per month

Allowances and Perquisites:

- (a) Car for use on Company's business;
- (b) Reimbursement of entertainment expense actually and properly incurred in the course of business of the Company.

Except Mr. Vijaykumar Khemani and Anupa Khemani, none of the Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution.

The Board recommends the Special Resolution set out at Item No. 6 of the accompanying Notice for approval of the members.

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

Sd/-
Charmi Soni
Company Secretary

Place: Surat

Date: 20/08/2025

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

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

1. AMITKUMAR VIJAYKUMARJI KHEMANI

Particulars	Item No. 2
Name of the Director	Amitkumar Vijaykumarji Khemani
Designation / Category	Whole Time Director - Executive
Director Identification Number (DIN)	02227413
Date of Birth	05/10/1978 (46 years)
Initial Date of appointment on the Board	06/01/2011 (Since inception)
Nationality	Indian
Qualification	Bachelor of Commerce
Experience (including expertise in specific functional area)	He has more than 15 years of experience in food industry and its distributorship.
Brief resume and nature of expertise in specific functional areas	He is the guiding force behind the financial decisions of our Company and has been instrumental in planning and formulating the financial analysis and strategy for our Company. He is presently looking after the overall finance and accounts of our Company. He is actively involved in the marketing of our products and the operational activities of our business. He handles the entire process of procurement, management and execution.
Remuneration last drawn	Rs. 9,00,000/- p.a
Disclosure of relationship with Directors inter-se	Mr. Vijaykumar Khemani and Mrs. Anupa Amit Khemani being relatives of director and are interested in this resolution.
Number of Equity Shares held in the Company	27600
Membership / Chairmanship in Committee of the Company	Audit Committee and Corporate Social Responsibility Committee
Names of listed entities in which the person also holds the directorship and the membership of Committees of the board along with listed entities from which the person has resigned in the past three years;	Laxmipati Engineering Works Limited Committee Membership: Audit Committee - Member, Nomination and Remuneration Committee - Member, Stakeholder & Investor Grievance Committee - Member

2. PRATIBHA PANKAJ GULGULIA

Particulars	Item No. 3
Name of the Director	Pratibha Pankaj Gulgulia
Designation / Category	Additional Independent Director
Director Identification Number (DIN)	07121815
Date of Birth	18/02/1980 (45 years)
Initial Date of appointment on the Board	20 th August, 2025
Nationality	Indian
Qualification	Bachelor of Commerce
Experience (including expertise in specific functional area)	More than 10 years as independent director and expertise in governance, management, and relationship-building.
Remuneration last drawn	Nil
Disclosure of relationship with Directors inter-se	She is not related to any of the Directors of the Company.
Number of Equity Shares held in the Company	0
Membership / Chairmanship in Committee of the Company	Nil
Names of listed entities in which the person also holds the directorship and the membership of Committees of the board along with listed entities from which the person has resigned in the past three years;	She has completed her 10-year tenure in the Laxmipati Engineering Works Limited w.e.f. 23/07/2025.
In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	As set out in item no. 3 of the Explanatory Statement.

ANNUAL REPORT

FY 2024-25

BOARD'S REPORT

Board's Report

Dear Members of,
Khemani Distributors & Marketing Limited

Your Directors are pleased to present the 14th Annual Report of the Company together with the Audited Financial Statements and Auditors' Report for the Financial Year 2024-25.

1. FINANCIAL PERFORMANCE AND STATE OF AFFAIRS: -

The Standalone Financial Statements for the F.Y. ended 31st March, 2025, 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:

<i>(Amount in lacs)</i>		
Particulars	FY - 2024-25	FY - 2023-24
Revenue from Operations	8756.24	9793.85
Other Income	455.60	1401.93
Total Income	9211.84	11195.78
Total Expenses	7404.04	7359.40
Profit / (Loss) Before Tax & Exceptional Items	1807.80	3836.38
Less: Exceptional items	0.00	0.00
Profit / (Loss) Before Tax	1807.80	3836.38
Less: Tax Expense:		
- Current Tax	438.00	723.13
- Deferred Tax	0.15	0.32
Net Profit / (Loss) After Tax	1369.65	3112.92

During the year, your Company has recorded a Total Income of **Rs. 9211.84 Lacs** as compared to that of the previous year which was Rs. 11,195.78 Lacs. Accordingly, the Profit after tax of the Company was **Rs. 1369.65 Lacs** as compared to the Profit after tax of the previous year Rs. 3112.92 Lacs.

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: -

Total of profit amounting to **Rs. 1369.65 Lacs** has been transferred to Reserves.

3. DIVIDEND: -

With the company currently in a growth phase and focused on expanding its operations, the Board of Directors believes it is prudent to reinvest the earnings into business. Therefore, no dividend has been proposed for the year ended March 31, 2025.

4. UNCLAIMED DIVIDEND:

There is no balance lying in unpaid equity dividend account.

5. DEPOSITS: -

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

6. BOARD OF DIRECTORS: -

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

During the year under review, there has been no change in the Board of Directors of the Company.

As on 31st March, 2025, the Board of your Company consists of Six (6) Directors as follows:

Sr. No.	Name of Director and DIN	Status
1.	Mr. Vijaykumar Mangturan Khemani (DIN: 02227389)	Chairman Executive Director
2.	Mr. Amitkumar Vijaykumar Khemani (DIN: 02227413)	Executive Director
3.	Mrs. Anupa Amitkumar Khemani (DIN: 07360209)	Non-Executive Director Non-Independent Director (Woman Director)
4.	Mr. Amit Mahavirprasad Jain (DIN: 07368746)	Independent Director
5.	Mr. Balkishan Ramsnehi Agarwal (DIN: 07403295)	Independent Director
6.	Mr. Mukeshkumar Devidutt Kabra (DIN: 07987025)	Independent Director

- ✓ Mr. Amitkumar Vijaykumarji Khemani (DIN: 02227413), retires by rotation at the ensuing Annual General Meeting and being eligible offers himself for re-appointment.
- ✓ Appointment of Mrs. Pratibha Pankaj Gulgulia (07121815) was made after the completion of financial year and is proposed to be regularized as an Independent Director in the ensuing Annual General Meeting.

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, 2025.

7. KEY MANAGERIAL PERSONNEL: -

Pursuant to the provisions of Section 203 of the Act, the Key Managerial Personnel of the Company as on 31st March, 2025, are:

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

During the Year under review, Ms. Meghavi Gonawala has resigned from the post of Company Secretary and Compliance Officer with effect from 14th February, 2025.

Further **Ms. Charmi Soni** who is an associate member of the Institute of Company Secretaries of India appointed as a Company Secretary and Compliance Officer with effect from 15th February, 2025.

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

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

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

During the financial year ended on 31st March, 2025, 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.

Details of Board Meetings held during the year:

Sr. No.	Date of Meetings	Board Strength	Directors' Present
1	02/05/2024	6	6
2	26/08/2024	6	5
3	24/10/2024	6	6
4	15/02/2025	6	5

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

Name of Directors	No. of Board Meetings held and attended during the FY - 2024-25		Whether Last AGM attended
	Held	Attended	
Vijaykumar Khemani	4	3	Yes
Amitkumar Khemani	4	4	Yes
Anupa Khemani	4	4	Yes
Amit Jain	4	4	Yes
Balkishan Agarwal	4	4	Yes
Mukeshkumar Kabra	4	3	Yes

10. GENERAL MEETINGS: -

During the year under review, 13th Annual General Meeting of the Company was held on 20th September, 2024. No Extra-Ordinary General Meeting was held during the year.

11. DECLARATION FROM INDEPENDENT DIRECTORS: -

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

- they meet the criteria of independence as prescribed under the provisions of the Companies Act, read with the Schedule and Rules issued thereunder, and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. There has been no change in the circumstances affecting their status as Independent Directors of the Company; and
- they have complied with the Code for Independent Directors prescribed under Schedule IV to the Act and formulated by the Company; and

- they have registered their names in the databank of Independent Directors as being maintained by the Indian Institute of Corporate Affairs in terms of Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014.

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

12. SEPARATE MEETING OF INDEPENDENT DIRECTORS:-

In terms of requirement of Schedule IV of the Companies Act, 2013, the Independent Directors of the company have complied with the code of Independent Director. Independent Directors met separately on October 24, 2024 to inter alia review the performance of Non-Independent Directors (Including the Chairman), the entire Board and the quality, quantity and timeliness of the flow of the information between the Management and the Board.

13. BOARD EVALUATION:-

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

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

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

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

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

14. DIRECTORS' RESPONSIBILITY STATEMENT: -

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

- (i) in the preparation of the Annual Accounts for the year ended 31st March, 2025, 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, 2025 and of the profit of the Company for that period;
- (iii) proper and sufficient care have been taken for maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (iv) the annual accounts have been prepared on a "going concern" basis;
- (v) the internal financial controls laid down are properly followed and are adequate and operating effectively;
- (vi) the proper systems to ensure compliance with the provisions of all applicable laws have been devised and such systems were adequate and operating effectively.

15. SHARE CAPITAL: -**Authorised Share Capital:**

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

Issued and Paid Up Share Capital:

The Company has Paid-Up Share Capital of **Rs. 11,48,70,000/-** (Rupees Eleven Crore Forty-Eight Lakh Seventy Thousand) consisting of 2,29,74,000 (Two Crore Twenty-Nine Lakh Seventy-Four Thousand) equity shares of Rs. 5/- each as on 31st March, 2025.

There has been no change in the Equity Share Capital of the Company during the financial year ended 31st March, 2025.

16. RELATED PARTY TRANSACTIONS: -

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

During the year under review, all the transactions with related parties are placed before the Audit Committee for its approval. All the transactions with related parties entered into during the year under review were at an arm's length basis and in the ordinary course of business and in

accordance with the provisions of the Act and the rules made thereunder. Your Company has not entered into any transactions with related parties which could be considered material in terms of Section 188 of the Act. Accordingly, details that are required to be reported in form AOC-2 in terms of Section 134 of the Companies Act, 2013 is attached herewith as **Annexure-2**.

17. PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS: -

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

18. PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES: -

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

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

19. CORPORATE GOVERNANCE: -

Pursuant to Regulation 15(2) of SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015, the Compliance with the Corporate Governance provisions shall not apply in respect of the Companies listed on SME platform of exchange. Since Our company is listed on BSE SME platform of the exchange, hence compliance with the provision of Corporate Governance shall not apply to the Company and it does not form the part of the Annual Report for the financial year 2024-25.

20. STATUTORY AUDITORS: -

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

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.

21. INTERNAL AUDITORS: -

M/s. Ravindra Dhakar & Associates, Chartered Accountants, Surat were appointed as the Internal Auditors of the Company for the FY - 2024-25 in the Board Meeting held on 02nd May 2024, in accordance with the provisions of Section 138 of the Act read with the Companies (Accounts)

Rules, 2014. The auditors have carried out Internal Audit during the FY 2024-25. Their reports were reviewed by the Audit Committee.

22. SECRETARIAL AUDITORS: -

The Board had appointed **Mr. Bhaveshkumar Rawal**, Practicing Company Secretary, to carry out the Secretarial Audit of the Company for the financial year 2024–25.

Based on the recommendation of the Audit Committee, the Board proposes to appoint Mr. Bhaveshkumar Rawal, Company Secretary in Practice (FCS - 8812, COP - 10257), who is also a Peer Reviewed Company Secretary, as the Secretarial Auditor of the Company, for a term of five consecutive financial years, commencing from April 1, 2025 and ending on March 31, 2030. This appointment is being made pursuant to the recent amendment to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as notified under the SEBI (LODR) (Third Amendment) Regulations, 2024, effective from April 1, 2025.

The Secretarial Audit Report for the financial year ended March 31, 2025, as issued by Mr. Bhaveshkumar Rawal, is attached to this report as **Annexure 4**.

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

23. COST AUDITORS: -

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

24. COMMENTS ON AUDITOR'S REPORT: -

The Auditors have issued an unmodified opinion on the Financial Statements for the financial year ended 31st March, 2025. 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, 2025 on the financial statements of the Company forms part of this Annual Report.

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

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

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

Particulars	FY - 2024-25	FY - 2023-24
Conservation of Energy	<ul style="list-style-type: none"> The Company is engaged in Trading Sector. The Company is using electricity and generators in office and Regular steps have been taken to improve energy consumption by using LED lights in office premises. Your Company is using Electricity as source of energy only. 	
Technology Absorption	NIL	
Foreign Exchange Earnings	NIL	
Foreign Exchange Expenditure	NIL	

26. INTERNAL FINANCIAL CONTROL SYSTEM AND THEIR ADEQUACY: -

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

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

27. CORPORATE SOCIAL RESPONSIBILITY [CSR]: -

The report on CSR activities is attached to this report as **Annexure-5**. The total obligation of the Company towards CSR Expenditure for the Financial year 2024-25 was **Rs. 34,90,608/-** against which the Company has spent **Rs. 35,00,000/-**.

28. VIGIL MECHANISM/ WHISTLE BLOWER POLICY: -

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

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

29. MANAGERIAL REMUNERATION: -

The Company has paid Rs. 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/- p.a
2	Mr. Amitkumar Khemani	Whole Time Director & CFO	9,00,000/- p.a

30. 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: 0
- No. of Complaints disposed: 0

31. MANAGEMENT DISCUSSION AND ANALYSIS REPORT: -

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

32. MATERIAL CHANGES: -

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

However, the mandatory offer for sale was made by Mr. Vijaykumar Khemani to achieve and comply with Minimum Public shareholding of 25%.

33. RISK MANAGEMENT: -

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

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

34. 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.

35. INSURANCE: -

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

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

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

However, During the year, the Company received a SEBI Show Cause Notice for procedural lapses, including delayed open offer and disclosure issues. The penalty was paid in full, and the matter is closed. The Board remains committed to compliance and has strengthened internal controls.

37. SUBSIDIARIES, ASSOCIATES AND JOINT VENTURE COMPANIES: -

As on 31st March, 2025, 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.

38. CREDIT RATING: -

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

39. 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, 2025 shall be available on the Company's website www.khemanigroup.net.

40. CERTIFICATION FROM COMPANY SECRETARY IN PRACTICE:

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

41. 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.

42. DECLARATION REGARDING COMPANY'S CODE OF CONDUCT:

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

43. STATUTORY INFORMATION:

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

44. CEO / CFO CERTIFICATION: -

In terms of Regulation 17(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, CFO have certified the accuracy of the Financial Statements and adequacy of Internal Control Systems for financial reporting for the year ended 31st March, 2025. The certificate is attached herewith as per **Annexure-9**.

45. RESEARCH & DEVELOPMENT:

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

46. LISTING OF SHARES AND LISTING FEES:

The equity shares of your company are listed on the SME platform of Bombay Stock Exchange. The company has paid annual listing fees to the stock exchange for the financial year 2024-25.

47. PREVENTION OF INSIDER TRADING:

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

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

48. AWARDS AND RECOGNITION: -

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

49. COMPLIANCE OF SECRETARIAL STANDARDS: -

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

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

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

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

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

52. 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.

53. 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 14th Annual Report of the Company will be sent to all Members via e-mail whose e-mail addresses are registered with the Company. For members who have not registered their e-mail addresses, a letter providing the web-link will be sent to their registered address and physical copy of the Annual Report will be provided upon request.

Members may note that the Notice and Annual Report for the F.Y. 2024-25 will also be available on the websites of the Stock Exchange i.e. Bombay Stock Exchange at www.bseindia.com and on Company's Website at www.khemanigroup.net

54. 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.

55. APPRECIATION: -

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

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

56. 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.



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

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

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

Place: Surat
Date: 20/08/2025

KHEMANI

Constitution & Composition of Board Committees**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.

During the financial year 2024-25, Two (2) Audit Committee Meetings were held:

(i) 02/05/2024 (ii) 24/10/2024

Attendance of Members at respective Meetings is as under:

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

B. Nomination and Remuneration Committee: -

The Nomination and Remuneration Committee comprises of:

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

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

During the financial year 2024-25, three (3) Nomination and Remuneration Committee Meetings were held:

(i) 02/05/2024 (ii) 26/08/2024 (iii) 15/02/2025

Attendance of Committee Members at respective Meetings is as under:

Name	Designation	No. of Meetings attended	
		Held	Attended
Mr. Amit Jain	Chairman& Member	3	3
Mr. Balkishan Agarwal	Member	3	2
Mrs. Anupa Khemani	Member	3	3

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 2024-25, three (3) Stakeholders' Relationship Committee Meetings were held:

(i) 02/05/2024 (ii) 26/08/2024 (iii) 24/10/2024

Attendance of Committee Members at respective Meetings is as under:

Name	Designation	No. of Meetings attended	
		Held	Attended
Mr. Mukeshkumar Kabra	Chairman& Member	3	2
Mr. Amit Jain	Member	3	3
Mrs. Vijaykumar Khemani	Member	3	3

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, 2025.

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 2024-25, one (1) Corporate Social Responsibility Committee Meeting was held on 24/10/2024 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 24/10/2024 without the presence of Non-Independent / Executive Directors and Members of the Management. At this meeting, the Independent Directors inter alia reviewed the performance of the Non-Independent Directors and the Board of Directors as a whole, performance of the Chairman of your Board and assessed the quality, quantity and timeliness of flow of information between the Management and the Board of Directors.

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

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

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

Place: Surat

Date: 20/08/2025

Form AOC - 2

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

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

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

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

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

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

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

Sr. No.	Name(s) of the Related Party and Nature of Relationship with Related Party	Nature of contracts / arrangements / transactions	Duration of the contracts / arrangements / transactions	Salient terms of the contracts or arrangements or transactions including the value, if any	Date of approval by the Board	Amount paid as advances, if any
1	Vijaykumar Khemani Managing Director	Remuneration	Annually	1,80,000	02/05/2024	NA
2	Amitkumar Vijaykumar Khemani Wholetime Director and CFO	Remuneration	Annually	9,00,000	02/05/2024	NA
3		Interest paid	Annually	Interest @ 9% p.a	02/05/2024	
4	Avinash Vijaykumar Khemani Relative of Director	Salary	Annually	7,05,000	02/05/2024	NA
5	Sanju Avinash Khemani Relative of Director	Rent	10 Years	1,44,000	28/07/2016	NA
6	Sushila Devi Khemani Relative of Director	Rent	10 Years	1,68,000	06/09/2017	NA
7	Khemani Enterprises Directors Proprietorship	Sale of goods or services	on Demand	4,93,263	02/05/2024	NA

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: 20/08/2025

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 2024-25 and the percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary in the financial year 2024-25: -

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	0.71	0.00
2.	Amitkumar Khemani	Whole-time Director & CFO	3.57	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.	Charmi Soni** (Appointed w.e.f. 15/02/2025)	Company Secretary	2.44	0.00

**Note: The median is calculated on gross annual salary on the basis of salary of March 2025 of the employee.*

***Meghavi Gonawala, former Company Secretary of the Company has been paid Rs. 4,49,032/- as a remuneration (F.Y. 2024-25) and her ratio of the remuneration to the median remuneration of the employees is 1.78.*

- (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 **37.5%** (Reason - Appointment of new CS)
- (iii) the percentage increase in the median remuneration of employees in the financial year is **12.29%**.
- (iv) the number of permanent employees on the rolls of Company as on 31st March, 2025 is **24**.

- (v) average percentile increases already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration: -

Average increase in remuneration of Employees excluding KMPs: **6.85%**

Average increase in remuneration of KMPs: **37.5%** (Reason - Appointment of new CS)

- (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: 20/08/2025

KHEMANI

FORM No. MR-3**Secretarial Audit Report****For the Financial Year Ended on 31st March 2025****[Pursuant to Section 204 (1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]**

To,

The Members

KHEMANI DISTRIBUTORS & MARKETING LIMITEDPlot 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 authorized representatives during the conduct of Secretarial Audit and the representations made by the Company, I hereby report that in my opinion, the Company has, during the audit period covering the Financial Year ended on 31st March, 2025 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, 2025 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 2024-25.**
- 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 2024-25.**
- 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 2024-25; and**
- h. The Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018; **The regulation is not applicable during the Financial Year 2024-25.**

VI. **I further report that**, having regard to the compliance system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof on test-check basis, the Company has complied with the following laws applicable specifically to the Company (i.e. Other laws specifically applicable to the Company, as listed below, as per the representations made by representative of the Company):-

- a) Income Tax Act, 1961

REPORTING COMMENT: - As reported by Statutory Auditor in its Audit Report

The Company have pending litigation which is pending before Appellant Authorities.

As mentioned in point no. VII(b) of Annexure "A" to the Auditor's Report: -

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

A.Y. 2017-18 Rs. 2161970/- (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.

- During the Financial year (2024-25) under review, the Company received a Show Cause Notice (SCN) under Section 15A(b) of SEBI Act, on **September 05, 2024** in connection with certain procedural non-compliances observed during a regulatory review. The SCN highlighted instances such as **Delayed public announcement to make an open offer, Wrong Shareholding pattern and other disclosure-related lapses** under applicable SEBI regulations. The Company, after due consideration, responded to the notice and has paid the monetary penalty as levied by SEBI to resolve the matter. The said payment has been made in full, and the matter now stands concluded.

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

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

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

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

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

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

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

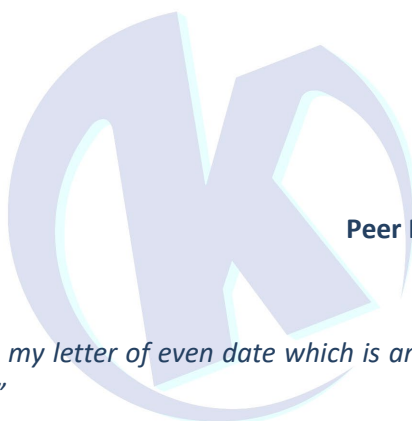
I further report that, during the audit period, as reported by the **Statutory Auditor in his audit report**, expenditure on Corporate Social Responsibility as follows: -

Sr. No	Particulars	For the year Ended 31/03/25
1.	Amount required to be spent by the company during the year	34,90,608
2.	Amount spent during the year	35,00,000
3.	Amount remained unspent during the year	0.00
4.	Shortfall at the end of the year	0.00
5.	Total of Previous Year Excess	0.00
6.	Reason for Excess	NA

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

Date: - 12/08/2025

Place: - Surat



BHAVESHKUMAR RAWAL

COMPANY SECRETARY

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

UDIN: - F008812G000988670

Peer Review Certificate No.: 5653/2024

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

KHEMANI

"Annexure A"

To

The Members

KHEMANI DISTRIBUTORS & MARKETING LIMITED

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

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

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

Date: - 12/08/2025

Place: - Surat

BHAVESHKUMAR RAWAL

COMPANY SECRETARY

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

UDIN: - F008812G000988670

Peer Review Certificate No.: 5653/2024

Annual Report on Corporate Social Responsibility (CSR) Activities
[Pursuant to clause (a) of sub-section (3) of Section 134 of the Act and Rule 9 of the Companies
(Corporate Social Responsibility) Rules, 2014]

1. Brief outline on CSR Policy of the Company:

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

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

2. Composition of CSR Committee:

Sr. No.	Name of Directors	Designation	No. of Meetings of CSR Committee during FY - 2024-25	
			Held	Attended
1	Mr. Mukeshkumar Kabra	Chairman & Member	1	1
2	Mr. Vijaykumar Khemani	Member	1	1
3	Mr. Amitkumar Khemani	Member	1	1

- Provide the web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the Board are disclosed on the website of the Company. www.khemanigroup.net
- Provide the details of Impact assessment of CSR projects carried out in pursuance of sub rule (3) of Rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, if applicable (attach the report) – Not Applicable.
- 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. 2024-25:

a.	Average Net Profit of the Company as per section 135(5)	-	Rs. 17,45,30,423/-
b.	Two percent of Average Net Profit of the Company as per Section 135(5)	-	Rs. 34,90,608/-
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	-	Rs. 31,820/-
e.	Total CSR obligation for the F.Y. (6b+6c-6d)	-	Rs. 34,59,180/-

7. Additional Details:

a) CSR amount Spent or Unspent during FY - 2024-25:

Total Amount Spent for the FY	Amount unspent (in FY - 2024-25) *				
	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
35,00,000	N.A.	N.A.	NIL	NIL	N.A.

b) Details of CSR amount spent against ongoing projects for the FY - 2024-25: Not Applicable

c) Details of CSR amount spent against other than ongoing projects for the FY - 2024-25:

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 Implementation - Direct (Yes/No)	Mode of Implementation - Through Implementing Agency	
				State	District			Name	CSR Registration Number
1	Contribution towards Welfare activities	Welfare activities	Yes	Gujarat	Surat	35,00,000	No	Khemani Welfare Foundation	CSR00038066

- d) Amount spent in Administrative Overheads - NIL
- e) Amount spent on Impact Assessment, if applicable - NIL
- f) Total amount spent for the FY (7b+7c+7d+7e) - Rs. 35,00,000/-

g) Excess amount for set off, if any -

Rs. 40,820/-

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

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

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

Sr. No.	Name of the Project	Financial Year in which the project was commenced	Project Duration (From date of sanction till date of 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) – Not Applicable.

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

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

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

Place: Surat
Date: 20/08/2025

MANAGEMENT DISCUSSION & ANALYSIS REPORT

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

INDUSTRY STRUCTURE AND DEVELOPMENTS**Global Economic Overview**

In 2024, the global economy grew moderately but faced challenges like high inflation, political uncertainty due to major elections, and ongoing conflicts in some regions. Central banks in large economies focused on interest rate changes to control inflation. Emerging markets showed mixed results, some benefited from strong commodity prices, while others struggled with high debt. Global trade continued to suffer due to supply chain issues and rising tensions between countries.

At the same time, advances in technology especially in artificial intelligence (AI) and renewable energy offered new opportunities for growth but also raised concerns about job changes and worker reskilling.

Looking ahead, the world economy is expected to grow by about 2.8% in 2025. Inflation is slowly declining, but the pace will differ across regions. Risks like global conflicts and trade disputes still pose major concerns. To support growth, governments need to focus on structural reforms and stronger international cooperation.

Global FMCG Industry Overview (2025–2026)

The global FMCG industry is expected to grow at a steady rate, with a projected annual growth of around 5-6% through 2026. Growth is driven by increasing consumer demand in emerging markets, rising middle-class incomes, and changing lifestyles. Companies are focusing on health-conscious and eco-friendly products, while also investing in automation, AI, and sustainable packaging. E-commerce and direct-to-consumer models continue to grow, especially in developed markets. However, businesses face challenges such as fluctuating input costs, supply chain issues, and shifting consumer preferences. To stay competitive, global FMCG players are improving supply chains, expanding into new markets, and building stronger digital connections with consumers.

Indian Economic Overview

India's economy is expected to grow by 6.5% in 2024–25, continuing its recovery after COVID-19. While slightly below earlier expectations, it still ranks among the fastest-growing major economies.

Inflation has come down from 5.4% to 4.6%, but food prices remain high, though they are starting to ease. The government invested over ₹11 lakh crore in capital projects, equal to 3.4% of the GDP, helping boost economic activity. The agriculture sector also saw improvements thanks to various government schemes and support.

FMCG consumption was mixed. Rural demand improved, but urban spending slowed. However, sales of premium products and online shopping grew steadily. Going forward, FMCG growth will depend on job creation, wage increases, and stable food prices. Good crop output and government efforts to support spending are likely to help the sector. India also made strong progress in digital infrastructure, focusing not only on expansion but also on making it more accessible and secure. This supports broader digital transformation and long-term growth.

Overall, India is expected to stay one of the world's fastest-growing economies. Key drivers include government investments in infrastructure, a rising middle class, and growing digital use. Reforms to support manufacturing, ease of doing business, and higher productivity will help sustain this momentum. Managing global risks like conflicts, market changes, and currency shifts will be important for steady growth.

FMCG Sector Overview (India)

The FMCG sector is one of the most important parts of India's economy and is the fourth-largest sector in the country. It provides jobs to a large number of people and makes a strong contribution to GDP. The market is expected to grow at a double-digit rate over the next 10 years due to several positive factors.

FMCG includes a wide variety of everyday products such as food and drinks, personal care items, and household goods, catering to both cities and villages. Most of the demand comes from non-food items, especially personal and home care products, which make up about 50% of sales. Even during tough economic times, the FMCG sector has shown strength by adapting to changing consumer needs, innovating, and building strong distribution networks. In 2024–25, demand remained soft, but rural areas grew faster than urban ones. People continued buying premium products across segments.

Raw material prices showed mixed trends items like tea, coffee, and palm oil became costlier, while crude oil, soda ash, and milk powder got cheaper. This limited the ability to raise prices for growth. Looking ahead, lower food inflation, better crop production, tax cuts, and financial support from the government are expected to help the FMCG sector grow in the short to medium term.

The long-term outlook is very positive due to:

- Fast urbanisation and better infrastructure, which will boost demand for packaged and convenience products in cities and help rural growth too.
- A rising number of affluent households, leading to more spending on premium FMCG products.
- The growing use of digital platforms, which will expand consumer reach, encourage innovation, and support growth in new product categories.

- India's large and young population, which will keep demand strong across different FMCG segments.

OPPORTUNITIES AND THREATS

OPPORTUNITIES

The Company is currently in discussions with Hindustan Unilever Limited (HUL) for the **expansion of its redistribution network in the Surat region**, which is expected to enhance market penetration and strengthen its presence in this high-potential territory.

The Company has **successfully extended its operations in the South Gujarat region** within the Modern Trade segment, providing access to a wider customer base and increasing brand visibility in organized retail formats.

Strategic discussions are underway with different FMCG brands for setting up a **Carry & Forward (C&F) depot**, which will streamline logistics, improve supply chain efficiency, and enable faster product delivery across the operational regions.

Another area of growth is **tech-enabled transformation**. Using mobile ordering, and data analytics can streamline operations, cut errors and give better visibility of sales and inventory, leading to smarter decisions and higher efficiency.

There is also a promising potential in **partnering with emerging brands**, especially regional players and direct-to-consumer (D2C) companies looking to establish a physical presence. By diversifying the portfolio beyond established names, Khemani can reduce dependence on a few brands and cater to evolving consumer demands.

THREATS

A key threat facing FMCG distributors like Khemani is the growing shift towards **quick-commerce and direct-to-consumer (D2C) models**. With brands increasingly prioritizing e-commerce platforms, the traditional distributor's role may be reduced, especially in urban and high-demand zones.

The rising popularity of **organic and health-focused products** poses a threat to traditional FMCG distribution. Many of these items are sold directly via niche retailers or online platforms, bypassing conventional channels. If major FMCG brands don't adapt quickly, distributors may face reduced relevance and demand.

OUTLOOK

Khemani Distributors and Marketing Limited, with its strong regional presence and partnership with Hindustan Unilever Limited (HUL), is well-positioned to benefit from the steady recovery and long-term growth of the Indian FMCG sector.

1. Growth Aligned with Industry Trends

As the Indian FMCG market is expected to grow at a double-digit CAGR, Khemani stands to gain from:

- ✓ *Rural demand recovery:* KDML's deep-rooted distribution network in Tier 2 and Tier 3 regions positions it to capture the rural growth that's currently outpacing urban demand.
- ✓ *Premiumisation:* With rising interest in premium products, Khemani can enhance its product mix by focusing on high-margin SKUs from HUL and other partner brands.
- ✓ *Digital Commerce Synergy:* As FMCG increasingly shifts online, Khemani's adaptability to digital systems and tech-enabled supply chains will be crucial.

2. Operational Strengths

Khemani has a proven track record in efficient last-mile delivery, which becomes a key differentiator in the competitive FMCG landscape.

3. Strategic Opportunities

Expansion into adjacent categories or alliances with emerging brands can diversify Khemani's portfolio. Collaborating with quick-commerce players for fulfillment partnerships can help us tap into the evolving retail model.

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.

INTERNAL CONTROL SYSTEMS AND ADEQUACY

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

DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE

The key highlights of the standalone financials are:

Amount (in Lacs)		
Particulars	2024-25	2023-24
Revenue from Operations	8756.24	9793.84
Profit Before Tax	1807.80	3836.37
Net Profit	1369.65	3112.92

MATERIAL DEVELOPMENTS IN HUMAN RESOURCES

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

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

DETAILS OF SIGNIFICANT CHANGES IN KEY FINANCIAL RATIOS

(i) Debtors Turnover

Debtors Turnover measures the efficiency at which the Company is managing the receivables. The ratio shows how well a Company uses and manages the credit it extends to customers and how quickly short-term debt is collected or is paid. It is calculated by dividing turnover by average trade receivables. **FY 2023-24: 25.84 | FY 2024-25: 25.90**

(ii) Inventory Turnover

Inventory Turnover measures the efficiency with which a Company utilises or manages its inventory. It establishes the relationship between sales and average inventory held during the period. It is calculated by dividing turnover by average inventory. **FY 2023-24: 5.31 | FY 2024-25: 13.25**

(iii) Interest Coverage Ratio

Interest Coverage Ratio measures how many times a Company can cover its current interest payment with its available earnings. It is calculated by dividing earnings available for debt service by interest payments. **FY 2023-24: 191.12 | FY 2024-25: 35.23**

(iv) Current Ratio

Current Ratio indicates a Company's overall liquidity position. It measures a Company's ability to pay short-term obligations or those due within one year. It is calculated by dividing the current assets by current liabilities. **FY 2023-24: 10.59 | FY 2024-25: 1.94**

(v) Debt Equity Ratio

Debt Equity ratio is used to evaluate a Company's financial leverage. It is a measure of the degree to which a Company is financing its operations through debt versus wholly owned funds. It is calculated by dividing total debt by shareholder's equity. **FY 2023-24: 0.09 | FY 2024-25: 0.10**

(vi) Operating Profit Margin (%)

Operating Profit Margin is used to calculate the percentage of profit a Company produces from its operations. It is calculated by dividing EBIT by turnover. **FY 2023-24: 34.26% | FY 2024-25: 19.62%**

(vii) Net Profit Margin (%)

The net profit margin is equal to how much net profit is generated as a percentage of revenue. It is calculated by dividing net profit by turnover. **FY 2023-24: 0.32% | FY 2024-25: 0.16%**

DETAILS OF ANY CHANGE IN RETURN ON NET WORTH

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

FY 2023-24: 39% | FY 2024-25: 14.84%

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: 20/08/2025

Statement on Risk Management Policy

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

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

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

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

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

Place: Surat
Date: 20/08/2025

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

Sd/-
Amitkumar Khemani
Whole Time Director & CFO

Declaration of Compliance with the Code of Conduct

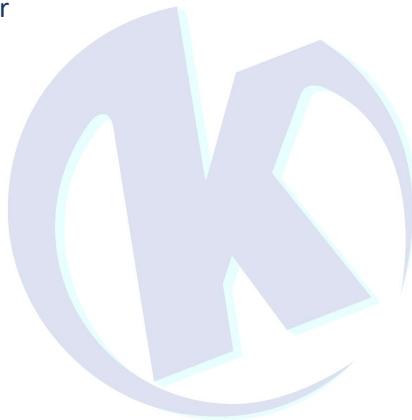
I, Vijaykumar Khemani, Chairman and Managing Director of Khemani Distributors & Marketing Limited hereby confirm that all the Board Members and Senior Management Personnel of the Company have affirmed compliance with the Code of Conduct, as applicable to them, for the year ended 31st March, 2025.

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

Sd/-

Vijaykumar Khemani
Chairman & Managing Director
DIN: 02227389

Place: Surat
Date: 20/08/2025



KHEMANI

CFO Certification

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

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

- (A) We have reviewed the Financial Statements and the Cash Flow Statement of Khemani Distributors & Marketing Limited for the year ended 31st March, 2025 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, 2025 which are fraudulent, illegal or violative of the Company's code of conduct.
- (C) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control for financial reporting and we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- (D) We have indicated to the Auditors and the Audit Committee:
- 1) There has not been any significant change in internal control over financial reporting during the year under reference;
 - 2) There has not been any significant change in accounting policies during the year; and
 - 3) We are not aware of any instance during the year of significant fraud with involvement therein of the management or any employee having a significant role in the company's internal control system over financial reporting

Place: Surat
Date: 20/08/2025

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

Sd/-
Amitkumar Khemani
Whole Time Director & CFO

ANNUAL REPORT

FY 2024-25

FINANCIAL STATEMENT & REPORTS

INDEPENDENT AUDITOR'S REPORT

To the members of Khemani Distributors & Marketing Limited,

Opinion

We have audited the standalone financial statements of Khemani Distributors & Marketing Limited ("the Company"), which comprise the balance sheet as at 31st March 2025, 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, 2025, 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. The Board of Directors is 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, 2025 and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2025 from being appointed as the directors in terms of Section 164(2) of the Act;
- f. With respect to the adequacy of the internal financial control over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in **"Annexure B"**;
- g. According to information and explanations given to us and based on our examination of the records of the Company, the Company had provided managerial remuneration with requisite approvals mandated by the provisions of Sec 197 of the Act.;
- h. Based on our examination which included test checks, the company has used an accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit we did not come across any instance of audit trail feature being tampered with.
- i. In our opinion and to the best of our information and according to the explanations given to us, we report as under with respect to other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit & Auditors) Rules, 2014:
 - 1. The Company have pending litigation which is pending before Appellant Authorities.
 - 2. The company did not have any long-term contracts including derivative contracts; as such the question of commenting on any material foreseeable losses thereon does not arise.
 - 3. There has not been an occasion in case of the Company during the year under report to transfer any sums to the Investor Education & Protection Fund. The question of delay in transferring such sums does not arise.
 - 4. (a) The management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of

the Company or any of such subsidiaries ("Ultimate Beneficiaries") or provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

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

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

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

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

Sd/-
Vikas Chordia
Partner
M. No. 158536
Place: Surat
Date: 21/05/2025

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 name of	Whether promoter, director or their relative or employee	Period held— indicate range, where appropriate	Reason for not being held in name of company*	
	-	-	-	-	-	*also indicate if in dispute	
	(d) whether the company has revalued its Property, Plant and Equipment (including Right of Use assets) or intangible assets or both during the year and, if so, whether the revaluation is based on the valuation by a Registered Valuer; specify the amount of change, if change is 10% or more in the aggregate of the net carrying value of each class of Property, Plant and Equipment or intangible assets						Not Applicable
	(e) whether any proceedings have been initiated or are pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder, if so, whether the company has appropriately disclosed the details in its financial statements						Not Applicable
(ii)	(a) whether physical verification of inventory has been conducted at reasonable intervals by the management and whether, in the opinion of 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	Annex-1

	Promoters, related parties as defined in clause (76) of section 2 of the Companies Act, 2013;					
(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 AY.15-16-29,50,773 AY.17-18-1,03,74,530 A.Y.18-19-21,61,970 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	Name of lender*	Amount not paid	Whether principal or	No. of days delay or	Remarks, if any

	debt securities		on due date	interest	unpaid	
		*lender wise details to be provided in case of defaults to banks, financial institutions and Government.				
	(b) whether the company is a declared willful defaulter by any bank or financial institution or other lender;				No	
	(c) whether term loans were applied for the purpose for which the loans were obtained; if not, the amount of loan so diverted and the purpose for which it is used may be reported;				No	
	(d) whether funds raised on short term basis have been utilised for long term purposes, if yes, the nature and amount to be indicated				No	
	(e) whether the company has taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures, if so, details thereof with nature of such transactions and the amount in each case;				No	
	(f) whether the company has raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies, if so, give details thereof and also report if the company has defaulted in repayment of such loans raised;				No	
(x)	(a) whether moneys raised by way of initial public offer or further public offer (including debt instruments) during the year were applied for the purposes for which those are raised, if not, the details together with delays or default and subsequent rectification, if any, as may be applicable, be reported;				Not Applicable	
	(b) whether the company has made any preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally convertible) during the year and if so, whether the requirements of section 42 and section 62 of the Companies Act, 2013 have been complied with and the funds raised have been used for the purposes for which the funds were raised, if not, provide details in respect of amount involved and nature of non-compliance;				Not Applicable	
(xi)	(a) whether any fraud by the company or any fraud on the company has been noticed or reported during the year, if yes, the nature and the amount involved is to be indicated;				No	
	(b) whether any report under sub-section (12) of section 143 of the Companies Act has been filed by the auditors in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government;				No	
	(c) whether the auditor has considered whistle-blower complaints, if any, received during the year by the company;				Not Applicable	

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

	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;	
(xx)	(a) whether, in respect of other than ongoing projects, the company has transferred unspent amount to a Fund specified in Schedule VII to the Companies Act within a period of six months of the expiry of the financial year in compliance with second proviso to sub-section (5) of section 135 of the said Act;	Not Applicable
	(b) whether any amount remaining unspent under sub-section (5) of section 135 of the Companies Act, pursuant to any ongoing project, has been transferred to special account in compliance with the provision of sub-section (6) of section 135 of the said Act;	Not Applicable
(xxi)	whether there have been any qualifications or adverse remarks by the respective auditors in the Companies (Auditor's Report) Order (CARO) reports of the companies included in the consolidated financial statements, if yes, indicate the details of the companies and the paragraph numbers of the CARO report containing the qualifications or adverse remarks.	Not Applicable

Annex-1

Sr. No.	Name	Aggregate	Balance Outstanding
1	Onyx Partners	21,79,00,000	6,52,25,286
2	Onyx SaaS Private Limited	8,25,40,000	22,49,17,720

KHEMANI

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 2025 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

MANAGEMENT RESPONSIBILITY FOR INTERNAL FINANCIAL CONTROLS

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

AUDITOR'S RESPONSIBILITY

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

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the 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 2025, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

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

Sd/-
Vikas Chordia
Partner
M. No. 158536

Place: Surat
Date: 21/05/2025

KHEMANI DISTRIBUTORS & MARKETING LIMITED

BALANCE SHEET AS AT 31ST MARCH, 2025

Rs. in Lakhs

PARTICULARS	NOTE	AS AT 31/03/2025	AS AT 31/03/2024
I. EQUITY AND LIABILITIES			
(1) Shareholder's Fund			
(a) Share Capital	1	1,148.70	1,148.70
(b) Reserves and Surplus	2	8,081.41	6,826.52
(c) Money received against share warrants		-	-
(2) Share Application money pending allotment		-	-
(3) Non-Current Liabilities			
(a) Long Term Borrowings	3	0.00	435.59
(b) Deferred Tax Liabilities (Net)		-	-
(c) Other Long Term Liabilities		-	-
(d) Long Term Provisions		-	-
(4) Current Liabilities			
(a) Short Term Borrowings	4	546.87	0.00
(b) Trade Payables	5		
(i) Total outstanding dues of Micro Enterprises and Small Enterprises		0.15	0.00
(ii) Total outstanding dues of Creditors other than Micro Enterprises and Small Enterprises		318.12	224.42
(c) Other Current Liabilities		-	-
(d) Short Term Provisions	6	12.73	24.82
Total		10,107.98	8,660.05
II. ASSETS			
(1) Non-Current Assets			
(a) Property, Plant and Equipments and Intangible Assets	7		
(i) Property, Plant and Equipment		87.06	99.08
(ii) Intangible Assets		-	-
(iii) Capital work-in-progress		-	-
(iv) Intangible assets under development		-	-
(b) Non-Current Investments	8	6,065.23	4,318.21
(c) Deferred Tax Assets (Net)		3.36	3.51
(d) Long Term loans and advances	9	2,249.18	1,598.80
(e) Other Non-Current Assets	10	1.00	1.00
(2) Current Assets			
(a) Current Investments		-	-
(b) Inventories	11	376.80	1,413.95
(c) Trade receivables	12	315.98	250.75
(d) Cash & Cash equivalents	13	134.73	190.49
(e) Short term loans & advances		-	-
(f) Other Current Assets	14	874.65	784.27
Total		10,107.98	8,660.05

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

AS PER OUR REPORT OF EVEN DATE

FOR B CHORDIA & CO.

CHARTERED ACCOUNTANTS

FOR KHEMANI DISTRIBUTORS & MARKETING LIMITED

Sd/-
VIKAS CHORDIA
PARTNER
M. NO.: 158536
FRN: 121083W

Sd/-
VIJAYKUMAR KHEMANI
CHAIRMAN &
MANAGING DIRECTOR
DIN: 02227389

Sd/-
AMITKUMAR KHEMANI
WHOLE TIME
DIRECTOR & CFO
DIN: 02227413

Sd/-
CHARMI SONI
COMPANY
SECRETARY
ACS: 72108

PLACE: SURAT
DATE: 21/05/2025

PLACE: SURAT
DATE: 21/05/2025

KHEMANI DISTRIBUTORS & MARKETING LIMITED

STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31ST MARCH, 2025

		Rs. in Lakhs	
PARTICULARS	NOTE	AS AT 31/03/2025	AS AT 31/03/2024
I. Revenue from operations	15	8,756.24	9,793.85
II. Other Income	16	455.60	1,401.93
III. Total Income	(I + II)	9,211.84	11,195.78
IV. Expenses			
Cost of Material Consumed		-	-
Purchase of Stock-in-trade	17	6,868.42	6,935.42
Changes in inventories of finished goods, work-in progress and stock-in trade	18	45.07	-14.07
Employee Benefit Expenses	19	82.47	80.57
Finance Cost	20	51.68	20.14
Depreciation & Amortisation Expenses	7	12.81	13.16
Other Expenses	21	343.58	324.18
IV. Total Expenses		7,404.04	7,359.40
V. Profit before exceptional and extraordinary items & Tax	(III-IV)	1,807.80	3,836.38
VI. Exceptional Items		-	-
VII. Profit before extraordinary items & Tax	(V-VI)	1,807.80	3,836.38
VIII. Extraordinary items		-	-
IX. Profit before tax	(VII_VIII)	1,807.80	3,836.38
X. Tax Expenses			
(1) Current Tax		438.00	723.13
(2) Deferred Tax		0.15	0.32
XI. Profit / (Loss) from the period from continuing operations after tax	(IX-X)	1,369.65	3,112.92
XII. Profit / (Loss) from discontinuing operations		-	-
XIII. Tax expenses of discontinuing operations		-	-
XIV. Profit / (Loss) from discontinuing operations after tax	(XII-XIII)	-	-
XV. Profit (loss) for the period	(XI+XIV)	1,369.65	3,112.92
XVI. Earning per equity share			
(1) Basic		0.01	0.01
(2) Diluted		0.01	0.01

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

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

FOR KHEMANI DISTRIBUTORS & MARKETING LIMITED

Sd/-
VIKAS CHORDIA
PARTNER
M. NO.: 158536
FRN: 121083W

Sd/-
VIJAYKUMAR KHEMANI
CHAIRMAN &
MANAGING DIRECTOR
DIN: 02227389

Sd/-
AMITKUMAR KHEMANI
WHOLE TIME
DIRECTOR & CFO
DIN: 02227413

Sd/-
CHARMI SONI
COMPANY
SECRETARY
ACS: 72108

PLACE: SURAT
DATE: 21/05/2025

PLACE: SURAT
DATE: 21/05/2025

KHEMANI DISTRIBUTORS & MARKETING LIMITED

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2025

			Rs. in Lakhs	
PARTICULARS			AS AT 31/03/2024	AS AT 31/03/2024
A	CASH INFLOW/(OUTFLOW) FROM OPERATING ACTIVITIES			
	Net Profit Before Tax and Extra-Ordinary Items		1,807.80	3,836.45
	Adjustments for:		0.00	0.00
	Depreciation		12.81	13.16
	Profit & Loss on sal of Assets		-0.05	-
	Interest & Finance Charges		51.68	20.14
	Operating Profit before Working Capital Changes		1,872.24	3,869.75
	Adjustments for:			
	(Increase)/Decrease in Trade Receivables		-65.23	64.74
	(Increase)/Decrease in Inventories		1,037.15	681.81
	(Increase)/Decrease in Other Current assets		-90.38	-14.22
	(Increase)/Decrease in Long Term loans and advances		-650.38	-190.91
	(Increase)/Decrease in Short Term loans and advances		-	-
	(Increase)/Decrease in Other Non-current Assets		0.00	0.20
	Increase/(Decrease) in Trade Payables		93.86	-50.62
	Increase/(Decrease) in Other Current Liabilities		-	-
	Increase/(Decrease) in Short term provision		-12.09	-73.86
	Increase/(Decrease) in Other Long-Term Borrowings		-	-
	Increase/(Decrease) in Short-Term Borrowings		546.87	-348.89
	Cash generated from operations		859.79	68.25
	Less: Income Tax paid		438.00	723.13
	Less: Earlier provision		114.76	1.11
	Net Cash generated from operations before extraordinary items		2,179.28	3,213.75
	Extraordinary items		-	-
	Net Cash Inflow / (Outflow) from Operating activities	(A)	2,179.28	3,213.75
B	CASH FLOW FROM INVESTING ACTIVITIES			
	(Purchase)/Sale of Fixed Assets		-0.74	-9.22
	Increase/(decrease) in Long term Loans & Advances		-	-
	Increase/(decrease) in Short term Loans & Advances		-	-
	(Purchase)/Sale of Investments		-1,747.02	-3,282.57
	Income from other activities		-	-
	Net Cash Inflow/(Outflow) from Investing activities	(B)	-1,747.76	-3,291.79
C	CASH FLOW FROM FINANCING ACTIVITY			
	Proceeds from Shares Issued		-	-
	Proceeds / (Repayment) : Short Term Borrowing		-	-
	Proceeds / (Repayment) : Long Term Liabilities		-	-
	Proceeds / (Repayment) : Long Term Borrowing		-435.59	-282.94
	Interest & Finance Charges		-51.68	-20.14
	Net Cash used in Financing activities	(C)	-487.27	-303.08
	Net Change in Cash & Cash Equivalents	(A)+(B)+(C)	-55.76	-381.12
	Cash and Cash equivalents as at the beginning of the period		190.49	571.61
	Cash and Cash equivalents as at the end of the period		134.73	190.49

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

FOR KHEMANI DISTRIBUTORS & MARKETING LIMITED

Sd/-
VIKAS CHORDIA
PARTNER
M. NO.: 158536
FRN: 121083W

Sd/-
VIJAYKUMAR
KHEMANI
CHAIRMAN &
MANAGING
DIRECTOR
DIN: 02227389

Sd/-
AMITKUMAR
KHEMANI
WHOLE TIME
DIRECTOR & CFO
DIN: 02227413

Sd/-
CHARMI
SONI
COMPANY
SECRETARY
ACS: 72108

PLACE: SURAT
DATE: 21/05/2025

PLACE: SURAT
DATE: 21/05/2025

NOTES TO BALANCE SHEET & PROFIT & LOSS STATEMENT

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

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

NOTE-1B	%		%
SHAREHOLDERS HOLDING FOR THAN 5% SHARES			
VIJAYKUMAR KHEMANI	51.61	1,18,58,800	60,51,600
GRYFFIN ADVISORY SERVICES PVT. LTD.	14.63	33,60,000	33,60,000
NATURAL SUPPLIERS PVT. LTD.	19.86	45,62,400	45,62,400
AZURA PROJECTS PVT. LTD.			19,19,200
			8.35

NOTE-1C
Shareholding of Promoters

Shares Held by Promoters & Promoter Group at the end of the year 31.03.2025			Change during The Year
Promoter Name	No. of Shares	% of	
SUSHILA DEVI KHEMANI	4,49,280	1.96%	0.00%
AMIT VIJAYKUMAR KHEMANI	27,600	0.12%	0.00%
VIJAYKUMAR MANGTURAM KHEMANI	1,18,58,800	51.61%	25.27%
DIMPLE PRADEEP MANSINGHKA	11,280	0.05%	0.00%
ANUPA AMIT KUMAR KHEMANI	11,280	0.05%	0.00%
AVINASH VIJAYKUMAR KHEMANI	11,280	0.05%	0.00%
SANJU AVINASH KHEMANI	11,280	0.05%	0.00%
ONYX PARTNERS	4,05,600	1.77%	0.00%
BSAS INFOTECH LIMITED	10,77,600	4.69%	0.00%
GRYFFIN ADVISORY SERVICES PVT. LTD.	33,60,000	14.63%	0.00%
Total	1,38,64,000	74.98%	25.27%

Shares Held by Promoters & Promoter Group at the end of the year 31.03.2024			Change during The Year
Promoter Name	No. of Shares	% of	
SUSHILA DEVI KHEMANI	4,49,280	1.96%	0.00%
AMIT VIJAYKUMAR KHEMANI	27,600	0.12%	0.00%
VIJAYKUMAR MANGTURAM KHEMANI	60,51,600	26.34%	2.95%
DIMPLE PRADEEP MANSINGHKA	11,280	0.05%	0.00%
ANUPA AMIT KUMAR KHEMANI	11,280	0.05%	0.00%
AVINASH VIJAYKUMAR KHEMANI	11,280	0.05%	0.00%
SANJU AVINASH KHEMANI	11,280	0.05%	0.00%
ONYX PARTNERS	4,05,600	1.77%	0.00%
BSAS INFOTECH LIMITED	10,77,600	4.69%	0.00%
GRYFFIN ADVISORY SERVICES PVT. LTD.	33,60,000	14.63%	0.00%
Total	80,56,800	49.71%	2.95%

TERMS / RIGHTS ATTACHED TO EQUITY SHARES

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

NOTE-2		
RESERVES & SURPLUS		
A. SHARES PREMIUM ACCOUNT		
OPENING BALANCE	1,041.25	1,041.25
LESS: CAPITALIZED AND BONUS ISSUED	-	0.00
CLOSING BALANCE	1,041.25	1,041.25
B. PROFIT & LOSS A/C		
OPENING BALANCE	5,785.27	2,673.46
ADD: CURRENT YEAR PROFIT/(LOSS)	1,369.65	3,112.92
ADD: NET OF EXCESS PROVISION OF TAX / TAX PAID OF FIRM	-114.76	-1.11
CLOSING BALANCE	7,040.16	5,785.27
TOTAL	8,081.41	6,826.52
NOTE-3		
LONG TERM BORROWINGS		
(a) SECURED LOAN		
LOAN AGAINST SHARES & SECURITIES	0.00	429.36
(b) UNSECURED LOAN		
UNSECURED LOANS FROM DIRECTORS, RELATIVES, CORPRATES	0.00	6.23
TOTAL	0.00	435.59
NOTE-4		
SHORT TERM BORROWINGS		
(a) SECURED LOAN		
LOAN AGAINST SHARES & SECURITIES	9.87	0.00
(b) UNSECURED LOAN		
UNSECURED LOANS FROM DIRECTORS, RELATIVES, CORPRATES	0.00	0.00
INTER-CORPORATE LOAN	537.00	0.00
TOTAL	546.87	0.00
NOTE-5		
(a) TRADE PAYABLES		
(i) TOTAL OUTSTANDING DUES OF MICRO ENTERPRISES AND SMALL ENTERPRISES	0.15	0.00
(ii) TOTAL OUTSTANDING DUES OF CREDITORS OTHER THAN MICRO ENTERPRISES AND SMALL ENTERPRISES	318.12	224.42
TOTAL	318.27	224.42

(b-1) TRADE PAYABLES AGEING SCHEDULE As on 31/03/2025

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

(b-2) TRADE PAYABLES AGEING SCHEDULE As on 31/03/2024

Particulars	Outstanding for following periods from due date of payment				
	Less than 1 Year	1-2 Year	2-3 Year	More Than 3 Year	Total
(i) MSME	0.00	0.00	0.00	0.00	0.00
(ii) OTHERS	224.42	0.00	0.00	0.00	224.42
(iii) DISPUTED DUES – MSME	0.00	0.00	0.00	0.00	0.00
(iv) DISPUTED DUES - OTHERS	0.00	0.00	0.00	0.00	0.00
TOTAL	224.42	0.00	0.00	0.00	224.42

NOTE-6		
SHORT TERM PROVISIONS		
ESIC PF PAYABLE	0.17	0.19
PROFESSIONAL TAX PAYABLE	0.03	0.03
TAX PAYABLE	0.00	4.00
TDS/TCS PAYABLE	2.59	1.53
PROVISIONS FOR EXPENSES	9.93	19.07
TOTAL	12.73	24.82

NOTE-7 - PROPERTY, PLANT AND EQUIPMENT AND INTANGIBLE ASSETS:

STATEMENT OF DEPRECIATION FOR THE YEAR ENDED ON 31/03/2025 (AS PER THE COMPANIES ACT)

SR. NO.	PARTICULARS	GROSS BLOCK			DEPRICIATION			NET BLOCK	
		AS ON 01/04/2024	ADDITION / DELETION DURING THE YEAR	TOTAL AS ON 31/03/2025	AS ON 01/04/2024	DURING THE YEAR	TOTAL AS ON 31/03/2025	AS ON 31/03/2025	AS ON 01/04/2024
a	Tangible Assests								
1	OFFICE EQUIPMENTS	30.70	0.16	30.87	27.94	0.91	28.85	2.02	2.77
2	FURNITURE	27.76	0.00	27.76	20.53	1.83	22.36	5.40	7.23
3	COMPUTER	9.13	0.42	9.55	8.42	0.25	8.67	0.88	0.72
4	COMPUTER SERVER	0.96	0.00	0.96	0.91	0.00	0.91	0.05	0.05
5	VEHICLE	60.21	0.48	55.25	40.14	6.19	41.16	14.09	20.07
6	PLANT & MACHINERY	0.00	(5.44)	11.11	(5.17)	0.00	5.18	5.93	0.00
7	BUILDING	11.11	0.00	79.61	4.57	0.61	20.90	58.70	61.71
		79.61	0.00		17.90	3.01			
b	Intangible Assests	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
c	Capital Work in Progress	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
d	Intangible assets under development	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
	TOTAL	219.48	(4.38)	215.10	115.22	12.81	128.03	87.06	99.08
	PREVIOUS YEAR	210.26	9.22	219.48	107.24	13.16	120.40	99.08	103.02

NO ASSETS WERE IMPAIRED/REVALUED DURING LAST FIVE YEARS

NOTE-8		
NON-CURRENT INVESTMENTS		
INVESTMENTS IN QUOTED BONDS	70.13	77.89
INVESTMENTS IN TRADED QUOTED SHARES	5,864.82	4,111.49
INVESTMENT IN NON TRADED UNQUOTED SHARES	17.50	17.50
INVESTMENT IN PARTNERSHIP FIRM - ONYX PARTNERS	112.78	111.33
TOTAL	6,065.23	4,318.21

DETAIL OF PARTNERSHIP FIRM

ONYX PARTNERS

PARTNERS	%	CAPITAL BALANCE	CAPITAL BALANCE
VIJAY KHEMANI	50	-1,92,530.97	-41,40,800.00
AVINASH KHEMANI	35	2,47,409.23	1,58,444.90
KHEMANI DISTRIBUTORS & MARKETING LIMITED	15	1,12,778.92	1,11,333.10

NOTE-9		
LONG TERM LOANS & ADVANCES		
(a) SECURED	-	-
(b) UNSECURED, CONSIDERED GOOD		
OTHER ADVANCES	2,249.18	1,598.80
TOTAL	2,249.18	1,598.80
NOTE-10		
OTHER NON-CURRENT ASSETS		
SECURITY DEPOSITS	1.00	1.00
TOTAL	1.00	1.00
NOTE-11		
INVENTORIES		
CLOSING STOCK-GOODS	279.79 #	324.86
CLOSING STOCK-BONDS/SHARES	97.01 #	1,089.08
TOTAL	376.80 #	1,413.95
NOTE-12		
(a) TRADE RECEIVABLES		
(UNSECURED, CONSIDERED GOOD)		
PERIOD EXCEEDING SIX MONTHS FROM DUE DATES	11.22	12.48
OTHERS	304.76	238.27
TOTAL	315.98	250.75

(b-1) TRADE RECEIVABLES AGEING SCHEDULE AS ON 31/03/2025

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

(b-2) TRADE RECEIVABLES AGEING SCHEDULE AS ON 31/03/2024

Particulars	Outstanding for following periods from due date of payment					
	Less than 6month	6 month - 1 Year	1-2 Year	2-3 Year	More Than 3 Year	Total
(i) UNDISPUTED TRADE RECEIVABLES - CONSIDERED GOOD	238.27	3.03	6.18	2.18	1.09	250.75
(ii) UNDISPUTED TRADE RECEIVABLES - CONSIDERED DOUBTFUL	0.00	0.00	0.00	0.00	0.00	0.00
(iii) DISPUTED TRADE RECEIVABLES - CONSIDERED GOOD	0.00	0.00	0.00	0.00	0.00	0.00
(iv) DISPUTED TRADE RECEIVABLES - CONSIDERED DOUBTFUL	0.00	0.00	0.00	0.00	0.00	0.00
TOTAL	238.27	3.03	6.18	2.18	1.09	250.75

NOTE-13**CASH & CASH EQUIVALENTS**

CASH IN HAND	24.61	76.14
CHEQUES IN HAND	35.21	19.95
FIXED DEPOSITS WITH BANK	30.08	26.27
BANK BALANCE IN CURRENT A/C WITH BANKS	44.83	68.13
TOTAL	134.73	190.49

NOTE-14**OTHER CURRENT ASSETS**

GST BALANCE	69.95	57.60
CLAIM RECEIVABLE-NET	93.15	30.43
CURRENT ACCOUNT WITH ONYX PARTNERS	652.25	592.35
INCOME TAX REFUND AWAITED FOR A.Y. 2012-13	24.38	24.38
INCOME TAX REFUND AWAITED FOR A.Y. 2015-16	14.37	35.90
INCOME TAX PAID FOR A.Y. 2016-17	13.04	13.04
INCOME TAX PAID FOR A.Y. 2017-18	0.00	22.76
INCOME TAX PAID FOR A.Y. 2018-19	4.11	4.11
TDS RECEIVABLE/ADVANCE TAX FOR CURRENT YEAR	0.00	0.00
PRE-PAID INSURANCE	0.38	0.58
ADVANCE TO CREDITORS	3.02	3.11
TOTAL	874.65	784.27

(Rs. in Lakhs)

PARTICULARS	FOR THE YEAR	
	ENDED 31/03/2025	ENDED 31/03/2024
NOTE-15		
<u>REVENUE FROM OPERATIONS</u>		
SALES OF TRADED GOODS	7,338.53	7,316.59
PROFIT/(LOSS) ON SALE OF BONDS/SHARES IN. DERIVATIVES	1,417.71	2,477.26
TOTAL	8,756.24	9,793.85
NOTE-16		
<u>OTHER INCOME</u>		
CAPITAL GAIN/(LOSS) ON SHARES/MF	339.04	1,355.06
DIVIDEND	63.69	37.92
MISC INCOME	0.05	0.05
INTEREST INCOME	50.45	5.93
SHARE OF PROFIT FROM ONYX PARTNERS	2.38	2.98
TOTAL	455.60	1,401.93
NOTE-17		
<u>PURCHASE OF STOCK-IN TRADE</u>		
PURCHASES OF TRADED GOODS	6,868.42	6,935.42
TOTAL	6,868.42	6,935.42
NOTE-18		
<u>CHANGES IN INVENTORY</u>		
OPENING STOCK-GOODS	324.86	310.80
LESS: CLOSING STOCK-GOODS	279.79	324.86
TOTAL	45.07	-14.07
NOTE-19		
<u>EMPLOYEE BENEFIT EXPENSES</u>		
BONUS	10.47	10.15
ESI & PF EXPS	1.21	1.35
SALARY	57.24	56.37
REMUNERATION-DIRECTOR	10.80	10.80
STAFF WELFARE	2.75	1.90
TOTAL	82.47	80.57

NOTE-20			
<u>FINANCIAL COST</u>			
BANK CHARGES		0.41	0.58
INTEREST		51.27	19.56
TOTAL		51.68	20.14
NOTE-21			
<u>OTHER EXPENSES</u>			
ADVERTISMENT		0.05	1.03
AUDIT FEES		0.60	0.50
BUSINESS PROMOTION EXPS		0.67	8.61
COMPUTER & SOFTWARE EXPS		2.14	2.39
CONVEYANCE		8.70	6.62
CSR EXPS		35.00	25.54
DONATION		0.00	0.00
DELIVERY CHARGES		63.64	51.77
DISCOUNT		123.35	132.45
ELECTRICITY EXPS		4.66	4.44
GODOWN EXPS		0.00	0.04
GST EXPS		0.21	0.40
INCENTIVE		6.09	0.05
INSURANCE		1.96	2.23
LEGAL AND PROFESSIONAL FEES		27.25	9.51
LOADING/UNLOADING EXPS		45.35	42.69
OFFICE & MISC EXPS		3.87	3.02
PACKING EXPS		7.29	4.73
PRINTING & STATIONARY		2.42	3.35
PROFESSIONAL/SMC TAX		3.18	2.98
RENT		1.68	1.68
REPAIRS & MAINTENANCE		0.86	2.17
SHORT CLAIM WRITTEN OFF		0.00	0.01
STT ON SHARES		0.60	10.73
TELEPHONE & INTERNET EXPS		0.95	0.92
TRAVELLING EXPS		0.77	1.48
INTEREST ON TAXES/LATE FEES		0.01	0.41
VEHICLE EXPS		2.30	4.41
TOTAL		343.58	324.18

SIGNIFICANT ACCOUNTING POLICIES AND NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31ST MARCH, 2025

1. Corporate Information:

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

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

2. Basis of Accounting:

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

3. Use of Estimates:

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

4. Recognition of Income and Expenditure:

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

5. Fixed Assets and Depreciation:

Fixed assets are stated at cost of less accumulated depreciation.

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

6. Foreign Currency Transactions:

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

7. Current and Deferred Tax:

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

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

8. Inventories:

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

9. Investments:

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

10. Contingent Liabilities:

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

11. Trade Receivable and Payable:

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

12. Earnings per Share:

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

13. Related Party Transactions:

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

(I) Nature of Relationship:

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

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

(II) Details of Related Party Transactions:
a) Key Management Personnel / Directors

Sr. No.	Name	Nature of Transaction	Amount [In Rs.]	
			As at 31/03/2025	As at 31/03/2024
1	Vijaykumar Khemani	Remuneration	1,80,000	1,80,000
		Loan received	-	-
		Loan given	-	-
2	Amitkumar Khemani	Remuneration	9,00,000	9,00,000
		Loan received	33,00,000	2,23,425
		Loan repaid	39,36,091	3,355
		Interest Paid	14,030	45,342
3	Vaishali Punjabi	Salary	-	3,89,560
4	Meghavi Gonawala	Salary	4,29,635	80,178
5	Charmi Soni	Salary	1,09,700	-

b) Relatives of Key Management Personnel

Sr. No.	Name	Nature of Transaction	Amount [In Rs.]	
			As at 31/03/2025	As at 31/03/2024
1	Sushila Devi Khemani	Rent	1,68,000	1,68,000
2	Avinash Khemani	Salary	7,05,000	6,00,000
3	Sanju Khemani	Rent	1,44,000	1,44,000
4	Kapeesh Mansinghka	Salary	-	2,10,000

c) Related Group Company / Entity

Sr. No.	Name	Nature of Transaction	Amount [In Rs.]	
			As at 31/03/2025	As at 31/03/2024
1	Onyx Partners	Loan repaid	21,79,00,000	31,11,00,000
		Loan Received	21,19,10,000	30,42,67,456
2	Onyx SaaS Private Limited	Investment	0	0
		Inter-Corporate Loan given	8,25,40,000	2,83,75,000
		Inter-Corporate Loan repaid	1,75,02,000	82,45,280
3	Khemani Enterprises	Advance received from Debtors	6,50,000	-
		Advance re-paid	6,50,000	-
		Sale of Goods	4,93,263	-
4	BSAS Infotech Ltd	Inter-Corporate Loan received	5,37,00,000	-

14. Payment to Auditors:

Particulars	As at 31/03/2025	As at 31/03/2024
Audit Fees	60,000	50,000

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

Particulars	As at 31/03/2025	As at 31/03/2024
Principal amount remaining unpaid to any supplier as at the end of the accounting year	-	-
Interest due thereon remaining unpaid to any supplier as at the end of the accounting year	-	-
The amount of interest paid along with the amounts of the payment made to the supplier beyond the appointed day	-	-
The amount of interest due and payable for the year	-	-
The amount of interest accrued and remaining unpaid at the end of the accounting year	-	-
The amount of further interest due and payable even in the succeeding year, until such date when the interest dues as above are actually paid	-	-

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

16. Segment Reporting:
(Amount in lacs)

Sr. No.	Particulars	As at 31/03/2025	As at 31/03/2024
1	Segment Revenue		
	(1) FMCG	7338.53	7316.59
	(2) Securities	1417.71	2477.26
	(3) Unallocated	0.45	0.00
	Total	51.23	9793.85
	Less: Inter Segment Revenue	0.00	0.00
	Net Sales from Operations	8756.23	9793.85
2	Segment Results (Profit Before Tax and Interest)		
	(1) FMCG	26.05	27.33
	(2) Securities	1833.43	3828.61
	(3) Unallocated	0.00	0.00
	Total	1859.48	3855.94
	Less:		
	(a) Financial Cost		
	(1) FMCG	0.45	6.38
	(2) Securities	51.23	13.18
	(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	1807.80	3836.38
3	Capital Employed (Segment assets – Segment Liabilities)	9230.11	7975.22
	Segment Assets		
	(1) FMCG	1577.88	871.46
	(2) Securities	8530.40	7788.59
	(3) Unallocated	0.00	0.00
	Total	10107.98	8660.05
	Segment Liabilities		
	(1) FMCG	329.79	244.68
	(2) Securities	548.08	440.15
	(3) Unallocated	0.00	0.00
	Total	877.87	684.83

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 Lacs)

Sr. No.	Particulars	For the Year ended 31/03/2025
i.	Amount required to be spent by the Company during the year	34.91
ii.	Amount spent during the year	35.00
iii.	Amount remained unspent during the year	0.00

iv.	Shortfall at the end of the year	0.00
v.	Total of previous years Excess	0.31
vi.	Reason for Shortfall / Excess	NA

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	29,01,43,006	100%

24. CWIP Ageing: **Not Applicable**

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

26. Intangible Tangible Assets under Development: **Not Applicable.**

27. The Company does not have any Benami property, and no proceeding has been initiated against the Company for holding any Benami property.

28. The Company has borrowings on the basis of security of Current Assets, but does not required quarterly returns or statement filed are in agreement with books.

29. The Company is not a **declared wilful defaulter** by any bank/ financial Institution/ other lender.

30. Relationship with Struck off Companies: - **Not Applicable**

31. Charges / Satisfaction yet to be registered with ROC beyond the statutory period along with details and reasons thereof: - **Not Applicable**

32. The Company has complied with number of layers prescribed under Section 2(87) of the Act, the name & CIN of such layer of companies along with relationship / extent of holding: - **Not Applicable**

33. Ratios: -

Sr. No.	Type of Ratio	Formula	Current Year	Previous Year	Change	Remarks*
1	Current Ratio	Current Assets/ Current Liabilities	1.94	10.59	-82%	A
2	Debt Equity Ratio	Total Debts/ Total Equity Shareholders	0.10	0.09	11%	B
3	Debt Service Coverage Ratio	Earnings available to Debt Service/ Debt Service	35.23	191.12	-82%	C
4	Return on Equity Ratio	Net Income/Shareholders Equity	0.10	0.28	-65%	C
5	Inventory Turnover Ratio	Cost of Goods/Average Inventory	13.25	5.31	150%	
6	Trade Receivables Turnover Ratio	Net sales/Average accounts receivables	25.90	25.84	0%	
7	Trade Payables Turnover Ratio	Net Credit Purchase /Average Trade Payable	25.31	27.77	-9%	D
8	Net Capital Turnover ratio	Net annual sales/ Avg working capital	4.57	2.70	69%	A
9	Net Profit Ratio	Profit after tax/ Net Sales *100	0.16	0.32	-51%	C
10	Return on Capital Employed	EBIT/Capital Employed*100	0.18	0.44	-59%	C
11	Return on Investment	Profit after tax/Share Capital*100	0.15	0.39	-62%	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**

For Khemani Distributors and Marketing Limited

Sd/-
Vikas Chordia
Partner
M. No.: 158536
FRN: 121083w

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

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

Sd/-
Charmi Soni
Company
Secretary
ACS: 72108

Place: Surat
Date: 21/05/2025

Attendance Slip

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

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

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

I hereby record my presence at the 14th Annual General Meeting of the Company being held at the Registered Office of the Company on **Wednesday, the 17th September, 2025 at 11:00 AM.**

Name of Shareholder/Proxy: _____

Signature of Shareholder/ Proxy: _____

KHEMANI

Form No. MGT-11**PROXY FORM**

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

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

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

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

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

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

as my/our Proxy to attend and vote for me/us and on my/our behalf at the 14th AGM of the Company to be held on **Wednesday, the 17th September, 2025 at 11:00 AM** at the Registered Office of the Company situated at Plot No. D/91-92, Laxminarayan Industrial Park, BRC Compound, Udhana, Bhestan Road, Surat-394210, Gujarat and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution no.	Resolutions
	[Ordinary Business]
1	To receive, consider and adopt the Audited Standalone Financial Statements of the

	Company for the Financial Year ended 31st March, 2025, together with the Reports of the Board of Directors and the Auditors thereon.
2	To consider and approve the re-appointment of Mr. Amitkumar Vijaykumarji Khemani (DIN: 02227413) as a Director of the Company, who retires by rotation and being eligible offers himself for re-appointment.
	[Special Business]
3	Regularization of Appointment of Mrs. Pratibha Pankaj Gulgulia (DIN: 07121815), as a Non-Executive Independent Director of the Company.
4	Approve appointment of Mr. Bhaveshkumar Rawal as a Secretarial Auditor of the Company.
5	To approve Increase in the Remuneration of Mr. Amitkumar Khemani, Whole Time Director & CFO of the Company:

Signed this _____ day of _____ 2025.



Signature of Shareholder: _____

Signature of Proxy: _____

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

Form No. MGT-12
POLLING PAPER

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

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

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

BALLOT PAPER

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

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

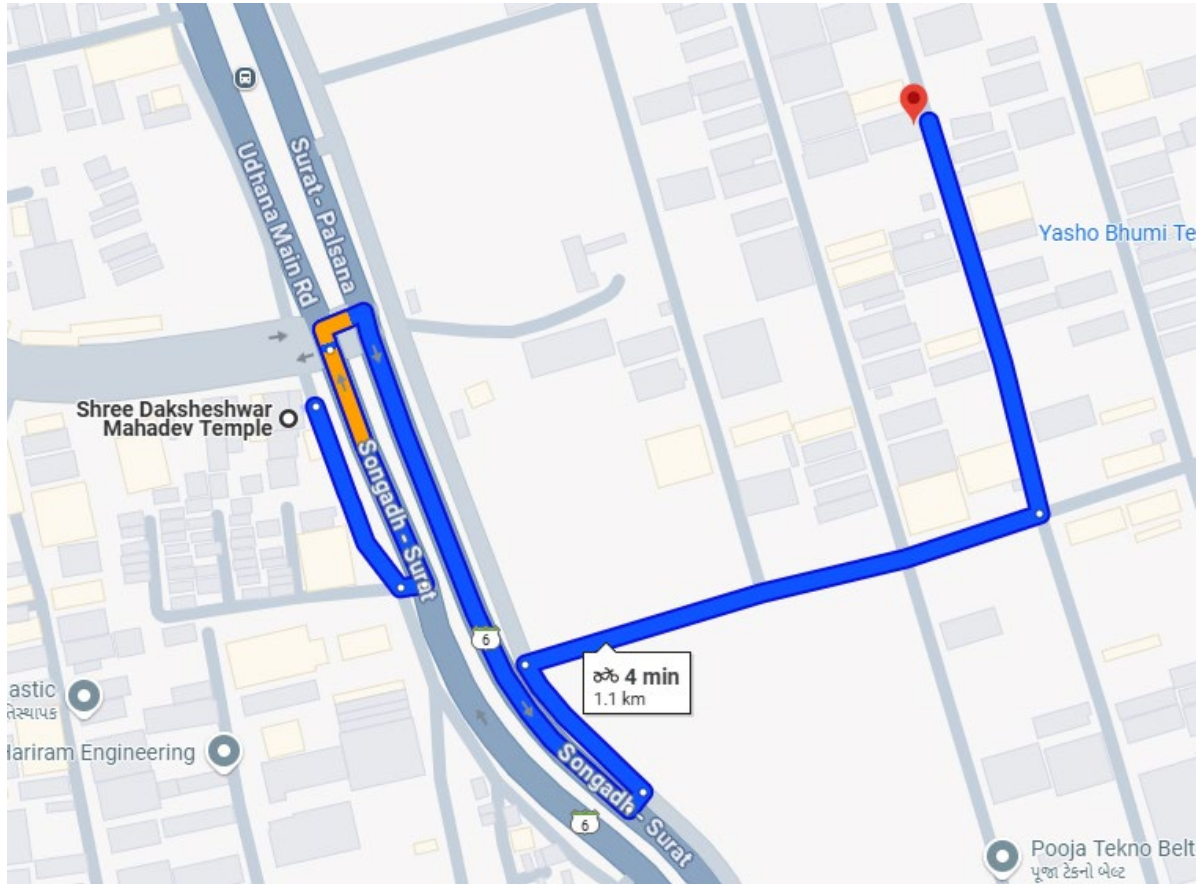
Sr. No.	Item No.	No. of shares held by me	I assent to the resolution	I dissent from the resolution
1.	Item No. 1			
2.	Item No. 2			
3.	Item No. 3			
4.	Item No. 4			
5.	Item No. 5			

Place:

Date:

(Signature of the shareholder)

ROUTE MAP
TO THE VENUE OF THE 14TH ANNUAL GENERAL MEETING



KHEMANI

IF UNDELIVERED; please return to:



KHEMANI DISTRIBUTORS AND MARKETING LIMITED

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



END OF REPORT

