

26th Annual Report

Bohra Industries Limited

2021-22

Bohra Industries Limited

BOHRA INDUSTRIES LIMITED

Registered Office: 301, Anand Plaza, University Road, Udaipur-313001-Rajasthan

CIN: L24117RJ1996PLC012912

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Website: <http://www.bohraindustries.com/>

NOTICE

26th ANNUAL GENERAL MEETING

NOTICE is hereby given that the Twenty Sixth Annual General Meeting of Bohra Industries Limited will be held on Friday 30th December, 2022 at 11:00 A.M. through Video Conferencing (VC)/ Other Audio Visual Means (OAVM) to transact the following business:-

ORDINARY BUSINESS:

1. Adoption of Accounts

To receive, consider and adopt the Audited Financial Statements for the financial year ended 31st March, 2022 and the report of the Board of Directors and Auditors thereon.

SPECIAL BUSINESS:

2. To appoint Ms. Kalpana Mehta as the Independent Director of the Company:

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

“**RESOLVED THAT** pursuant to the provisions of Section 149, 152 and other applicable provisions of Companies Act, 2013 (the Act) and Rules made there under and as per the provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) {including any statutory amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force}, Ms. Kalpana Mehta (DIN: 05215041), who was appointed as an additional director, with effect from 27th December, 2021 by the Board of Directors in accordance to section 161 of the Act read with the Companies (Appointment and Qualification of Directors) Rule, 2014 and Articles of Association, and pursuant to the recommendation of Nomination and Remuneration Committee and Board of Directors, and in respect of whom the company has received a notice in writing under Section 160(1) of the Act from a member signifying his intention to propose Ms. Kalpana Mehta, candidature for the office of Director, be and is hereby appointed as Non-executive Independent Director of the Company for a period of three years from 27th December, 2021 to 26th December, 2024 not liable to retire by rotation.

RESOLVED FURTHER THAT any of the Directors be and are hereby severally/ jointly authorized to settle any question, difficulty or doubt that may arise in giving effect to this resolution and to do all such acts, deeds, matters and things as may be necessary, expedient and desirable in this regard.”

3. To appoint Ms. Payal Jain as Independent Director of the Company:

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

“RESOLVED THAT pursuant to the provisions of Section 149, 152 and other applicable provisions of Companies Act, 2013 (the Act) and Rules made there under and as per the provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) {including any statutory amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force}, Ms. Payal Jain (DIN: 09458207), who was appointed as an additional director, with effect from 05th January, 2022 by the Board of Directors in accordance to section 161 of the Act read with the Companies (Appointment and Qualification of Directors) Rule, 2014 and Articles of Association, and pursuant to the recommendation of Nomination and Remuneration Committee and Board of Directors, and in respect of whom the company has received a notice in writing under Section 160(1) of the Act from a member signifying his intention to propose Ms Payal Jain, candidature for the office of Director, be and is hereby appointed as Non-executive Independent Director of the Company for a period of Five years from 05th January, 2022 to 04th January, 2027 not liable to retire by rotation.

RESOLVED FURTHER THAT any of the Directors be and are hereby severally/ jointly authorized to settle any question, difficulty or doubt that may arise in giving effect to this resolution and to do all such acts, deeds, matters and things as may be necessary, expedient and desirable in this regard.”

4. Appointment of Mr. Shahid Raza Rizvi as Independent Director of the company:

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

“RESOLVED THAT pursuant to the provisions of Section 149, 152 and other applicable provisions of Companies Act, 2013 (the Act) and Rules made thereunder and as per the provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) {including any statutory amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force}, Mr. Shahid Raza Rizvi (DIN: 02029659), who was appointed as an additional director, with effect from 05th January, 2022, by the Board of Directors in accordance to section 161 of the Act read with the Companies (Appointment and Qualification of Directors) Rule, 2014 and Articles of Association, and pursuant to the recommendation of Nomination and Remuneration Committee and Board of Directors, and in respect of whom the company has received a notice in writing under Section 160(1) of the Act from a member signifying his intention to propose Mr. Shahid Raza Rizvi candidature for the office of Director, be and is hereby appointed as Non-executive Independent Director of the Company for a period of Five years from 05th January, 2022 to 04th January, 2027 not liable to retire by rotation.

RESOLVED FURTHER THAT any of the Directors be and are hereby severally/ jointly authorized to settle any question, difficulty or doubt that may arise in giving effect to this resolution and to do all such acts, deeds, matters and things as may be necessary, expedient and desirable in this regard.

5. Appointment of Mr. Krishna Agarwal as Managing Director of the Company:

To consider and if thought fit, to pass with or without modification the following resolution as Special resolution:

“RESOLVED THAT pursuant to the provisions of Section 152,161, 196, 197, 203, Schedule V and other applicable provisions of Companies Act, 2013 (the Act) and Rules made thereunder and as per the provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) {including any statutory amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force}, the consent of the shareholders of the company be and is hereby accorded to the Board of Directors to appoint Mr. Krishna Agarwal (DIN: 09402238), as Managing Director of the Company, not liable to retire by rotation, who was appointed as Additional Director by the Monitoring Committee on 25.11.2021 and appointed as the Managing Director by the board of directors of the company on 05th January, 2022 subject to the approval of Shareholders, to hold office as such for a period of 3 years from 05th January, 2022, to 04th January, 2025 with NIL remuneration, on such terms and conditions as set out in the explanatory statement annexed to the Notice, with a liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said appointment and/or remuneration as it may deem fit, subject to the same not exceeding the limits specified under Section 197, read with Schedule V to the Act and rules made thereunder or any statutory amendment(s), modification(s) or re-enactment(s) thereof.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profit in any financial year during the currency of tenure of services of Mr. Krishna Agarwal the payment of salary, perquisites and other allowances shall be governed by the limits prescribed under Section II of Part II of Schedule V of the Companies Act, 2013;

RESOLVED FURTHER THAT the Board of Directors be and are hereby severally/ jointly authorized to settle any question, difficulty or doubt that may arise in giving effect to this resolution and to do all such acts, deeds, matters and things as may be necessary, expedient and desirable in this regard.”

6. Appointment of Mr. Mahendra Singh Kothari as Whole Time Director of the Company:

To consider and if thought fit, to pass with or without modification the following resolution as Special resolution:

“RESOLVED THAT pursuant to the provisions of Section 152, 161, 196, 197, 203, Schedule V and other applicable provisions of Companies Act, 2013 (the Act) and Rules made there and as per the provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) {including any statutory amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force}, Mr. Mahendra Singh Kothari (DIN: 08626203), who was appointed as an additional director and Whole time Director, with effect from 16th August, 2022, by the Board of Directors in accordance to section 161 of the Act read with the Companies (Appointment and Qualification of Directors) Rule, 2014 and Articles of Association, and pursuant to the recommendation of Nomination and Remuneration Committee and Board of

Directors, and in respect of whom the company has received a notice in writing under Section 160(1) of the Act from a member signifying his intention to propose Mr. Mahendra Singh Kothari candidature for the office of Director, be and is hereby appointed as Whole Time Director of the Company for a period of 3 years effective from 16th August, 2022 to 15th August, 2025, at a remuneration and upon such terms and conditions as set out in explanatory statement annexed hereto.

RESOLVED FURTHER that the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall deem to include any Committee of the Board) shall, in accordance with the statutory limits/approvals as may be applicable for the time being in force, be at full liberty to revise/alter/modify/amend the terms and conditions of the said appointment and/or remuneration, from time to time, as it may deem fit and to take such steps and do all such acts, deeds, matters and things as may be considered necessary, proper and expedient to give effect to this Resolution.”

7. Appointment of Mr. Raghuveer Singh Rathore as Whole Time Director of the Company:

To consider and if thought fit, to pass with or without modification the following resolution as Special resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 152, 161, 196, 197, 203, Schedule V and other applicable provisions of Companies Act, 2013 (the Act) and Rules made there and as per the provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) {including any statutory amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force}, Mr. Raghuveer Singh Rathore (DIN: 08626195), who was appointed as an additional director in the category of Whole time Director, with effect from 16th August, 2022, by the Board of Directors in accordance to section 161 of the Act read with the Companies (Appointment and Qualification of Directors) Rule, 2014 and Articles of Association, and pursuant to the recommendation of Nomination and Remuneration Committee and Board of Directors, and in respect of whom the company has received a notice in writing under Section 160(1) of the Act from a member signifying his intention to propose Mr. Raghuveer Singh Rathore candidature for the office of Director, be and is hereby appointed as Whole Time Director of the Company for a period of 3 years effective from 16th August, 2022 to 15th August, 2025, at a remuneration and upon such terms and conditions as set out in explanatory statement annexed hereto.

RESOLVED FURTHER that the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall deem to include any Committee of the Board) shall, in accordance with the statutory limits/approvals as may be applicable for the time being in force, be at full liberty to revise/alter/modify/amend the terms and conditions of the said appointment and/or remuneration, from time to time, as it may deem fit and to take such steps and do all such acts, deeds, matters and things as may be considered necessary, proper and expedient to give effect to this Resolution.”

8. To rectify the discrepancies noted in the Notice for Extra ordinary General Meeting held on 19th July, 2022 :

To consider and if thought fit, to pass with or without modification the following resolution as Special resolution:

“**RESOLVED THAT** the consent of the shareholder of the company, be and is hereby accorded to the Board of Directors, in reference to the notice dated 22th June, 2022, sent to the shareholders on 27th June, 2022, convening the Extra-Ordinary General Meeting of the Shareholders of the company

on Tuesday, 19th July, 2022, at 11:00 a.m. through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") (herein referred as "Notice"), for seeking approval for matters contained in the said Notice, for substitution of para two of the resolution with the new para as given below-

“RESOLVED FURTHER THAT in accordance with the provisions of the ICDR Regulations, the “Relevant Date” for the purpose of determination of the price of the Equity Shares to be issued and allotted to the proposed Allottees (“Proposed Allottees”) as above be 17.06.2022, being the date falling 30 days prior to the date of this Extra Ordinary General Meeting of the Company, to approve the allotment of Equity Shares in dematerialized form is proposed to be completed within maximum period of 15 days from the date of passing of the special resolution and in case the allotment on preferential basis is pending on account of pendency of any approval for such allotment by applicable regulatory authorities, then the allotment shall be completed within 15 days from the date of receipt of such approval or permission as the case may be.”

RESOLVED FURTHER THAT in the aforesaid notice, the following alterations/modifications/addition in the point iii), iv), v), x) & xiv) of the Explanatory Statement of the special resolution be and is hereby rectified by the shareholders of the company as follows:

“iii) Maximum Number of specified securities offered and the price at which security is being offered

Up to 40,00,000 (Forty Lakhs) Equity Shares of the Company, at a price of Rs. 45/- (including a premium of Rs. 35/-) per Equity Share aggregating up to Rs. 18,00,00,000 (Rupees Eighteen Crore Only), such price being not less than the minimum price as on the Relevant Date i.e. 17th June, 2022 determined in accordance with the provisions of Chapter V of the SEBI ICDR Regulations.

iv) Relevant Date

In terms of the Regulation 161 and explanation as provided thereof in Chapter V of the SEBI ICDR Regulations, relevant date for determining the floor price for the Preferential Issue is 17th June, 2022, being the date 30 days prior to the date of this Extra-ordinary General Meeting (EGM) at which the proposed preferential issue will be considered.

v) Basis on which the price has been arrived at and justification for the price (including premium, if any)

The Equity Shares of the Company are listed on Emerge platform of National Stock Exchange of India Limited (“NSE”). Presently, the trading of the shares of the company has been suspended due to restructuring of capital as per resolution plan approved by the Hon’ble NCLT.

The Equity Shares are infrequently traded in terms of the SEBI ICDR Regulations, 2018 and where the shares of an issuer are not frequently traded, the price determined by the issuer shall take into account the valuation parameters including book value, comparable trading multiples, and such other parameters as applicable to the company. Accordingly, Mr. Kranthi Kumar Kedari, Registered Valuer (Regn. No-IBBI/RV/02/2019/11532), was appointed to assess the fair value of shares of the Company and as per the share valuation report dated 21.06.2022, the fair value of Equity Shares is arrived at Rs. 44/- (Rupees Forty Four only).

Name Of Valuer	Address of Valuer
Mr. Kranthi Kumar Kedari	Flat No. 201, D-No.-8-3-167/D/49, Balaji Kalyan Apts, Kalyan Nagar, Hyderabad-500038

In terms of the applicable provisions of the SEBI ICDR Regulations, the price, at which the Equity Shares shall be issued and allotted, is Rs. 45/- per Equity Share, which is not lower than the fair price decide by the Registered Valuer i.e. Rs. 44/-.

The Valuation Report and Certificate stating that the issuer is in compliance of SEBI (ICDR) Regulations, 2018 obtained from an independent registered valuer is available for inspection at the registered office of the company. The valuation Report is also available on the website of the company and link of the same is <http://www.bohraindustries.com/document/share-valuation-report.pdf>

x) Identity of the natural persons who are the ultimate beneficial owners of the Equity Shares proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post Preferential Issue capital that may be held by allottees(s) and change in control, if any, in the Company consequent to the Preferential Issue

Identity of the natural persons who are the ultimate beneficial owners of the Equity Shares proposed to be allotted and/or who ultimately control the proposed Allottees:

Sr. No.	Name of Proposed Allottees	Natural Persons who are ultimate beneficial owners of the Shares proposed to be allotted and/or who ultimately control
1	Priya Bhutra	Self
2	Abhishek Golechha	Self
3	Sudha Khare	Self
4	Alpi Parwal	Self
5	Ami Vora	Self
6	Amit Goyal	Self
7	Anjana Porwal	Self
8	Anup Harishkumar Lohiya	Self
9	Anurag Lohiya	Self
10	Archana Jain	Self
11	Varsha Chug	Self
12	Ashita Gaurav Bhaiya	Self
13	Ashwin Sanjay Kaswa	Self
14	Atul Narayan Demble	Self

15	Ayush Gangrade	Self
16	Bindu Garg	Self
17	Ujjwal Bhorkar	Self
18	Chaitanya Haribhau Nasre	Self
19	Devendra V Indurkar	Self
20	Dhananjay Raghunath Chande	Self
21	Brainview Investment & Trading Private Limited	Mr. Dilip P Bhat
22	Gopi Krishan Rathi	Self
23	Hardik Shailesh Khara	Self
24	Harish Shankarlal Purohit	Self
25	Hastimal Dhanraj Gandhi	Self
26	Himesh Narayan Demble	Self
27	Hitesh Kumar Bhayani	Self
28	Janak Raj Modi	Self
29	Jatin Deepak Vora	Self
30	Kamlesh Laxmimhayan Daga	Self
31	Madhur Agarwal	Self
32	Manish Jain	Self
33	Manish Satyanarayan Nuwal	Self
34	Manoj Kumar Sarada	Self
35	Seema Bhansali	Self
36	Murtuja Shabbir Arsiwala	Self
37	Narendra Kumar Porwal	Self
38	Navneet Shyamsunder Kothari	Self
39	Neeta Rajesh Daga	Self
40	Niraj Kumar Gandhi	Self
41	Pavneet Singh Batra	Self
42	Pinakpani Gangadhar Dande	Self
43	Prasenjit Chatterjee	Self

44	Priti Rathi	Self
45	Neha S Bhabhada	Self
46	Priti International Limited	Does not have a UBO as company is a listed company
47	Priti R Rathi	Self
48	Priyanka Ashish Bhutda	Self
49	Puja Kothari	Self
50	Purnima Kothari	Self
51	Rachit Sanjay Tibdiwal	Self
52	Radharaman Lahoti	Self
53	Rahul Mahendra Gugaliya	Self
54	Rajan Kantilal Shah	Self
55	Rajesh Kumar Modi (Huf)	Mr. Rajesh Modi
56	Rajesh Shankar Rathi	Self
57	Rajkumar Surajkumar Khandelwal	Self
58	Ramesh Kumar Jain (Huf)	Mr. Ramesh Kumar Jain
59	Raunak Mantri	Self
60	Rohit Dilip Jajoo	Self
61	Sanjeev Padmakar Deshpande	Self
62	Sanjeev Shantilal Gandhi	Self
63	Shilpi Parwal	Self
64	Gugaliya Shipra Rahul	Self
65	Shrenik Sanjay Kaswa	Self
66	Sitadevi Shankerlal Bang	Self
67	Surendra Golechha	Self
68	Nakul Maloo	Self
69	Suresh Loonkaran Gandhi	Self
70	Sushil Mody	Self
71	Swati Kohli	Self
72	Sweta Gandhi	Self

73	Talib Zafar	Self
74	Trupti Bharat Shah	Self
75	Tushar Ramesh Mohata	Self
76	Vicco Products (Bombay) Private Limited	Mr. Depak Pandharkar Mr. Devesh Pandharkar Mr. Amit Pandharkar
77	Vijay Kimatrai Ramani	Self
78	Vikas Arora	Self
79	Vimal Kishore Parwal	Self
80	Shanta Devi Golecha	Self
81	Vipin Aggarwal	Self
82	Jitendra Jain	Self
83	Neeta Bhupendra Khara	Self
84	Namrata Kitchen Appliances Private Limited	Mr. Pratik Bhupendra Khara Ms. Neeta Bhupendra Khara
85	Nitin Parwal	Self
86	Nitesh Vijayvargiya	Self
87	Andal Bonumalla	Self

xiv Auditors' Certificate

The certificate from Brij Kishore Sharma, Practicing Company Secretaries, certifying that the Preferential Issue is being made in accordance with the requirements contained in the SEBI (ICDR) Regulations, 2018 shall be made available for inspection by the Members during the meeting and said certificate has been also uploaded on the website of the company. The website link of the same is: <http://www.bohraindustries.com/document/certificate-of-auditor.pdf>

RESOLVED FURTHER that the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, proper and expedient to give effect to this Resolution.”

**By Order of the Board of Directors of
Bohra Industries Limited**

Krishna Agarwal
DIN: 09402238
(Managing Director)

Place: Udaipur
Date: 08.12.2022

NOTES:

1. The explanatory statement pursuant to Section 102 of the Companies Act, 2013 (“the Act”) in respect of the business under Item No. 3 to 8 set out above and details as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India in respect of Directors seeking re-appointment at this Annual General Meeting are annexed hereto.
2. No attendance slip or venue map is required to be send to members as voting is through electronic mode.
3. Corporate Members are requested to send a duly certified true copy of the Board Resolution authorizing their representatives to attend and vote at the Annual General Meeting.
4. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM will thus be held through through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting’s agency. The facility of casting votes by a member using remote e-voting will be provided by CDSL.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at <http://www.bohraindustries.com/>. The Notice can also be accessed from the website of the Stock Exchanges i.e. NSE at www.nseindia.com. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com
7. Since the share of the members is in demat form, the Register of Members and Share Transfer Books of the Company is not required to be closed.
8. The Company has been maintaining, inter alia, the following statutory registers at its registered office:
 - Register of contracts or arrangements in which directors are interested under section 189 of the Act
 - Register of directors and key managerial personnel and their shareholding under section 170 of the Act.

In accordance with the MCA Circulars, the said registers will be made accessible for inspection through electronic mode and shall remain open and be accessible to any member during the continuance of the meeting.

9. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Company to its registered office or to Bigshare Services Private Limited (RTA) at 1st Floor, Bharat Tin works, Building opp. Vasnat Oasis, Makwana Road, Marol, Andheri (East), Mumbai-400059 Maharashtra quoting reference of the Registered Folio Number.
10. Shareholders are requested to update their email address with their Depository Participants to enable the Company to send communications electronically.
11. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same. Members holding shares in physical form may submit Form No. SH-13 to the Company. Members holding shares in electronic form may submit the same to their respective depository participants.
12. The Members desirous of obtaining any information/ clarification concerning the accounts and operations of the Company are requested to address their questions in writing to the Company Secretary at least ten days before the Annual General Meeting, so that the information required may be made available at the Annual General Meeting.
13. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to RTA viz. to Bigshare Services Private Limited.
14. As per Regulation 40 of the SEBI Listing Regulations and various notifications issued by SEBI in this regard, transfer of securities would be carried out in dematerialised form only with effect from April 1, 2019, except in case of transmission or transposition of securities. The Company has complied with the necessary requirements as applicable, including sending of letters by the RTA to shareholders holding shares in physical form and requesting them to dematerialise their physical holdings. Members who still hold share certificates in physical form are advised to dematerialise their shareholding to also avail of numerous benefits of dematerialisation. Members can contact the Company's RTA for assistance in this regard.
15. 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.
16. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are

also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DP and holdings should be verified.

17. The Annual Report of the Company for the Financial Year 2021-22, circulated to the members of the Company, is also uploaded on the Company's website <http://www.bohraindustries.com/>.

18. The Board of Directors of the Company has appointed Brij Kishore Sharma of B. K. Sharma & Associates, Practicing Company Secretaries, as Scrutinizer to scrutinize the remote e-voting in a fair and transparent manner. The facility of casting votes by a member using remote e-voting as well as the voting through ballot system on the date of the AGM.

THE INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING AGM ARE AS UNDER:

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (ii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iii) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and

Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for **Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS" "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp

	<p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting</p>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(iv) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	<p>Enter your 10digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (v) After entering these details appropriately, click on “SUBMIT” tab.

- (vi) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (viii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (ix) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (x) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xi) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xiv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xv) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory

who are authorized to vote, to the Scrutinizer and to the Company at the email address viz;)designated email address by company) , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESSFOR THOSE SHAREHOLDERS WHO'S EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to **Company/RTA email id.**

2. For Demat shareholders -, please provide Demat account details (CDSL-16-digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to **Company/RTA email id.**

The company/RTA shall co-ordinate with CDSL and provides the login credentials to the above-mentioned shareholders

- (xvi) All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058738 / 022-23058542/43.
- (xvii) A person who is not a Member as on the cut-off date should treat this Notice for information purposes only. The remote e-voting module shall be disabled by Bigshare Services Private Limited for voting thereafter and the facility shall be blocked therewith.
- (xviii) Any person who acquires shares of the company and becomes the Shareholder of the Company after dispatch of this notice and holds shares as of the cut-off date i.e. as on 2nd December, 2022 may obtain login ID and password by sending a request to rnt.helpdesk@linkintime.co.in (RTAviz. Bigshare Services Private Limited) with a copy to <http://www.bohraindustries.com/> (Company) by mentioning her/his folio number or DPID and Client ID., PAN, name and registered address. However, if he/she is already registered with CDSL for remote e-voting then he/she can use his/her existing User ID and password for casting the vote.
- (xix) The Results of voting will be declared within 48 hours from the conclusion of the AGM. The declared Results, along with the Scrutinizer's Report will be submitted with NSE Limited and shall also be displayed on the Company's website and CDSL's website. The Scrutinizer's decision on the validity or otherwise of the E-voting will be final. The relevant information w.r.t. voting by electronic means shall be under the safe custody of the scrutinizer till the Chairperson consider, approves and sign the minutes.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

- (i) The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
- (ii) The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
- (iii) Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
- (iv) Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
- (v) Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- (vi) Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- (vii) Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 3 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 3 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
- (viii) The facility shall remain open for 30 minutes after conclusion of AGM, during this period, Members of the Company holding shares as on Friday the 23rd December , 2022 ('cut-off date'), who has not casted their vote through remote e voting, may cast their vote electronically.
- (ix) Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
- (x) Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
- (xi) If any Votes are cast by the shareholders through the e-voting available during the /AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The following Explanatory Statement sets out all the material facts relating to the special Business mentioned in the accompanying Notice:

Item No. 2

The Company was under Corporate Insolvency Resolution Process (“CIRP”) with effect from 07th August, 2019 under the provisions of Insolvency and Bankruptcy Code, 2016 (“IBC”) by an Order passed by Hon’ble National Company Law Tribunal, Jaipur Bench (‘NCLT’). The NCLT vide its order dated 13th October, 2021 has approved the Resolution Plan submitted by the Consortium of Mr. Krishna Agarwal, Mr. Nitesh Vijayvargiya, Mr. Deepak Vijaywargi, Ms. Andal Bomumalla, Mr. Pawan Kumar M and Mr. Krishna Rao Deshraj under Section 31 of the IBC. The powers of the Board of Directors of the Company and its Committees remained suspended from the initiation of CIRP till 07th August, 2019.

As per the approved Resolution Plan, a Monitoring Committee was constituted for the implementation of the Resolution Plan and all the decisions which could otherwise have been taken by the Company’s Board of Directors, were taken by the Monitoring Committee. Mr. Naresh Verma (IP Registration No. IBBI/IPA-002/IP-N00054/2017-18/10106), Resolution Professional was appointed to act as the Monitoring Agent.

Pursuant to the implementation of Resolution Plan, the erstwhile board of directors of the Company were replaced with the new board of directors and Mr. Naresh Verma, Monitoring Agent under the Authority of Monitoring Committee appointed, Ms. Kalpana Mehta (DIN: 05215041) as an Additional Director (Independent Director) of the Company for a term of Three (3) consecutive years with effect from 27th December, 2021 to 26th December, 2024, not liable to retire by rotation, subject to the approval of members. Ms. Kalpana Mehta shall hold office upto the date of forthcoming annual general meeting and is eligible to be appointed as the independent director of the Company for a term of three (3) consecutive years.

The Company has received a notice in writing under section 160 of the Act from a member of the Company, proposing candidature of Ms. Kalpana Mehta as a Director of the Company. The Company has also received a declaration of independence under Section 149(6) of the Act and Regulation 16(1) (b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) from her. Ms. Kalpana Mehta is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Director. A copy of the Letter of Appointment of Ms. Kalpana Mehta as the Non Executive Independent Director of the Company, is available for inspection at the registered office of the company.

Ms. Kalpana Mehta is an eminent personality. Her professional profile, proven experience in business domain will add value to the Company and deliver good payoffs to shareholders in the form of improved valuations, sound governance practices, good dividend etc. The Board considers that her association would be of immense benefit to the Company and it is desirable to avail services of Ms. Kalpana Mehta as an Independent Director. In the opinion of the Board of Directors, Ms. Kalpana Mehta fulfils the conditions specified in the Act and the rules made thereunder for her appointment as Independent Director of the Company and that the proposed Director is independent of the management of the Company.

The brief profile, specific areas of his expertise and other information as required by SEBI (LODR) Regulations and Secretarial Standard 2, is provided at the end of the Notice.

None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution as set out at Item No. 2 of the Notice.

The Board recommends to pass the Special Resolution set out at Item No. 2 for the approval of Members.

Item No. 3

The board of directors of the company has appointed, Ms. Payal Jain (DIN: 09458207) as an Additional Director (Independent Director) of the Company for a term of Three (3) consecutive years with effect from 5th January, 2022 to 4th January, 2025, not liable to retire by rotation, subject to the approval of members. Ms. Payal Jain shall hold office upto the date of forthcoming annual general meeting and is eligible to be appointed as the independent director of the Company for a term of three (3) consecutive years.

The Company has received a notice in writing under section 160 of the Act from a member of the Company, proposing candidature of Ms. Payal Jain as a Director of the Company. The Company has also received a declaration of independence under Section 149(6) of the Act and Regulation 16(1) (b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") from her. Ms. Payal Jain is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Director. A copy of the Letter of Appointment of Ms. Payal Jain as the Non Executive Independent Director of the Company is available for inspection through electronic mode on the basis of request being sent on bil@bohraindustries.com.

Ms. Payal Jain is an eminent personality. Her professional profile, proven experience in business domain will add value to the Company and deliver good payoffs to shareholders in the form of improved valuations, sound governance practices, good dividend etc. The Board considers that her association would be of immense benefit to the Company and it is desirable to avail services of Ms. Payal Jain as an Independent Director. In the opinion of the Board of Directors, Ms. Payal Jain fulfils the conditions specified in the Act and the rules made thereunder for her appointment as Independent Director of the Company and that the proposed Director is independent of the management of the Company.

The brief profile, specific areas of his expertise and other information as required by SEBI (LODR) Regulations and Secretarial Standard 2, is provided at the end of the Notice.

None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution as set out at Item No. 3 of the Notice.

The Board recommends to pass the Special Resolution set out at Item No. 3 for the approval of Members.

Item No. 4

The board of directors of the company has appointed, Mr. Shahid Raza Rizvi (DIN: 02029659) as an Additional Director (Independent Director) of the Company for a term of Three (3) consecutive years with effect from 5th January, 2022 to 4th January, 2025, not liable to retire by rotation, subject to the approval of members. Mr. Shahid Raza Rizvi shall hold office upto the date of forthcoming annual general meeting and is eligible to be appointed as the independent director of the Company for a term of three (3) consecutive years.

The Company has received a notice in writing under section 160 of the Act from a member of the Company, proposing candidature of Mr. Shahid Raza Rizvi as a Director of the Company. The Company

has also received a declaration of independence under Section 149(6) of the Act and Regulation 16(1) (b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) from him. Mr. Shahid Raza Rizvi is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. A copy of the Letter of Appointment of Mr. Shahid Raza Rizvi as the Non Executive Independent Director of the Company is available for inspection at the registered office of the company.

Mr. Shahid Raza Rizvi is an eminent personality. His professional profile, proven experience in business domain will add value to the Company and deliver good payoffs to shareholders in the form of improved valuations, sound governance practices, good dividend etc. The Board considers that his association would be of immense benefit to the Company and it is desirable to avail services of Mr. Shahid Raza Rizvi as an Independent Director. In the opinion of the Board of Directors, Mr. Shahid Raza Rizvi fulfils the conditions specified in the Act and the rules made thereunder for his appointment as Independent Director of the Company and that the proposed Director is independent of the management of the Company.

The brief profile, specific areas of his expertise and other information as required by SEBI (LODR) Regulations and Secretarial Standard 2, is provided at the end of the Notice.

None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution as set out at Item No. 4 of the Notice.

The Board recommends to pass the Special Resolution set out at Item No. 4 for the approval of Members.

ITEM: 5

The Company was under Corporate Insolvency Resolution Process (“CIRP”) with effect from 07th August, 2019 under the provisions of Insolvency and Bankruptcy Code, 2016 (“IBC”) by an Order passed by Hon’ble National Company Law Tribunal, Jaipur Bench (‘NCLT’). The NCLT vide its order dated 13th October, 2021 has approved the Resolution Plan submitted by the Consortium of Mr. Krishna Agarwal, Mr. Nitesh Vijayvargiya, Mr. Deepak Vijaywargi, Ms. Andal Bomumalla, Mr. Pawan Kumar M and Mr. Krishna Rao Deshraj under Section 31 of the IBC. The powers of the Board of Directors of the Company and its Committees remained suspended from the initiation of CIRP till 07th August, 2019.

As per the approved Resolution Plan, a Monitoring Committee was constituted for the implementation of the Resolution Plan and all the decisions which could otherwise have been taken by the Company’s Board of Directors, were taken by the Monitoring Committee. Mr. Naresh Verma (IP Registration No. IBBI/IPA-002/IP-N00054/2017-18/10106), Resolution Professional was appointed to act as the Monitoring Agent.

Pursuant to the implementation of Resolution Plan, the erstwhile board of directors of the Company were replaced with the new board of directors and Mr. Naresh Verma, Monitoring Agent under the Authority of Monitoring Committee appointed Mr. Krishna Agarwal (DIN: 09402238) as an Additional Director (Managing Director) of the Company. Subsequently, based on the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company at its meeting held on appointed Mr. Krishna Agarwal as managing director of the Company, not to liable to retire by rotation, with a remuneration of NIL per annum, for a term of three (3) years with effect from 05th January, 2022 to 04th January, 2025, subject to the approval of members of the Company.

The Company has received a notice in writing under section 160 of the Act from a member of the Company, proposing the candidature of Mr. Krishna Agarwal as a Director of the Company. Mr. Krishna

Agarwal is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. Broad particulars of the terms of appointment and remuneration payable to Mr. Krishna Agarwal are as under:

- a. Salary at the rate of Rs. NIL further no sitting fees payable to Managing Director, which may be reviewed by the Board.
- b. The company shall provide the rent free furnished accommodation and will pay electricity and water charges;
- c. The Managing Director shall be entitled to use the company's car, all the expenses for maintenance and running of the same including salary of the driver to be borne by the Company.
- d. The Managing Director shall be entitled to participate in provident fund, gratuity fund or such other schemes for the employees, which the company may establish from time to time. Draft Board Resolution for appointment of Managing Director.
- e. Reimbursement of medical and hospitalization expenses of the Managing Director and his family in accordance with the Company policy.
- f. Leave Travel Allowance for the Managing Director and his family once in a year in accordance with the Company policy.
- g. Bonus for the financial year, at the discretion of the board.
- h. Reimbursement of expenses incurred by him on account of business of the Company in accordance with the Company policy.
- i. Reimbursement of any other expenses properly incurred by him in accordance with the rules and policies of the Company. (printed on corporate letterhead)
- j. The Managing Director shall be entitled to such increment from time to time as the Board may by its discretion determine.

The Board considers that his association would be of immense benefit to the Company and it is desirable to avail services of Mr. Krishna Agarwal as a Managing Director.

Mr. Krishna Agarwal satisfies all the conditions set out in Part – I of the Schedule V to the Act as also conditions set out under Section 196(3) of the Act for being eligible for appointment as managing director.

The above may be treated as a written memorandum setting out the terms of appointment of Mr. Krishna Agarwal under Section 190 of the Act.

The brief profile, specific areas of his expertise and other information as required by SEBI (LODR) Regulations, Companies Act, and Secretarial Standard 2, is provided at the end of the Notice.

The Board of Directors proposed to pass the Resolution as Special Resolution set out at item No. 5 of the Notice for the approval of the members.

None of the directors or key managerial personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution as set out at Item No. 5 of the Notice.

Item No. 6

The Board of Directors, upon the recommendation of Nomination and Remuneration Committee, had appointed Mr. Mahendra Singh Kothari (DIN: 08626203) as an Additional Director (Whole Time Director) for a period of 3 years with effect from 16th August, 2022 to 15th August, 2025, subject to the approval of shareholders in their meeting.

In terms of section 161(1) of the Companies Act, 2013 read with Article of Association of the Company, Mr. Mahendra Singh Kothari hold office as an additional director only up to the date of forthcoming Annual General Meeting. Considering his knowledge and skill Nomination & Remuneration committee has recommended his name for the office of director, liable to retire by rotation.

The Company has received consent in writing from him to act as Director of the Company and declarations that he is not disqualified to act as Director under section 164(2) of the Act and are not debarred from holding the office by virtue of any SEBI Order or any other authority. In the opinion of the Board, Mr. Mahendra Singh Kothari fulfills the conditions specified in the Act/Regulation.

The terms and condition of his re-appointment are as under:

- i. Salary at the rate of Rs. 92,500/- (Rupees Ninety Two Thousand Five Hundred only) per month, which may be reviewed by the Board.
- ii. The company shall provide the rent free furnished accommodation and will pay electricity and water charges;
- iii. The Whole Time Director shall be entitled to use the company's car, all the expenses for maintenance and running of the same including salary of the driver to be borne by the Company.
- iv. The Whole Time Director shall be entitled to participate in provident fund, gratuity fund or such other schemes for the employees, which the company may establish from time to time. Draft Board Resolution for appointment of Whole Time Director.
- v. Reimbursement of medical and hospitalization expenses of the Whole Time Director and his family in accordance with the Company policy.
- vi. Leave Travel Allowance for the Whole Time Director and his family once in a year in accordance with the Company policy.
- vii. Bonus for the financial year, at the discretion of the board.
- viii. Reimbursement of expenses incurred by him on account of business of the Company in accordance with the Company policy.
- ix. Reimbursement of any other expenses properly incurred by him in accordance with the rules and policies of the Company.
- x. The Whole Time Director shall be entitled to such increment from time to time as the Board may by its discretion determine.

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

The brief profile, specific areas of his expertise and other information as required by SEBI (LODR) Regulations and Secretarial Standard 2, is provided at the end of the Notice.

No Director, Key Managerial Personnel and their relatives, are interested in the said resolution.

Item No. 7

The Board of Directors, upon the recommendation of Nomination and Remuneration Committee, had appointed Mr. Raghuveer Singh Rathore (DIN: 08626195) as an Additional Director (Whole Time

Director) for a period of 3 years with effect from 16th August, 2022 to 15th August, 2025, subject to the approval of shareholders in their meeting.

In terms of section 161(1) of the Companies Act, 2013 read with Article of Association of the Company, Mr. Raghuvver Singh Rathore hold office as an additional director only up to the date of forthcoming Annual General Meeting. Considering his knowledge and skill Nomination & Remuneration committee has recommended his name for the office of director, liable to retire by rotation.

The Company has received consent in writing from him to act as Director of the Company and declarations that he is not disqualified to act as Director under section 164(2) of the Act and are not debarred from holding the office by virtue of any SEBI Order or any other authority. In the opinion of the Board, Mr. Raghuvver Singh Rathore fulfills the conditions specified in the Act/Regulation.

The terms and condition of his re-appointment are as under:

- i. Salary at the rate of Rs. 18,368/- (Rupees Eighteen Thousand Three Hundred Sixty Eight only) per month, which may be reviewed by the Board.
- ii. The company shall provide the rent free furnished accommodation and will pay electricity and water charges;
- iii. The Whole Time Director shall be entitled to use the company's car, all the expenses for maintenance and running of the same including salary of the driver to be borne by the Company.
- iv. The Whole Time Director shall be entitled to participate in provident fund, gratuity fund or such other schemes for the employees, which the company may establish from time to time. Draft Board Resolution for appointment of Whole Time Director.
- v. Reimbursement of medical and hospitalization expenses of the Whole Time Director and his family in accordance with the Company policy.
- vi. Leave Travel Allowance for the Whole Time Director and his family once in a year in accordance with the Company policy.
- vii. Bonus for the financial year, at the discretion of the board.
- viii. Reimbursement of expenses incurred by him on account of business of the Company in accordance with the Company policy.
- ix. Reimbursement of any other expenses properly incurred by him in accordance with the rules and policies of the Company.
- x. The Whole Time Director shall be entitled to such increment from time to time as the Board may by its discretion determine.

The Board recommends the Special Resolution set out at item No. 7 of the Notice for the approval of the members.

The brief profile, specific areas of his expertise and other information as required by SEBI (LODR) Regulations and Secretarial Standard 2, is provided at the end of the Notice.

No Director, Key Managerial Personnel and their relatives, are interested in the said resolution.

Item No. 8

The Board of Directors, in reference to the notice dated 22th June, 2022, sent to the shareholders on 27th June, 2022, convening the Extra-Ordinary General Meeting of the Shareholders of the company on Tuesday, 19th July, 2022, at 11:00 a.m. through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") (herein referred as "Notice"), for seeking approval for matters contained in the said Notice. However, in the said notice some discrepancies has been noted which are required to be rectified by passing of resolution. This resolution shall forms part of the notice sent to all the shareholders on June, 2022 and shall be effective from the date of passing of such resolution i.e. 19th July, 2022.

"RESOLVED FURTHER THAT in the aforesaid notice, for seeking approval for alterations/modifications/addition in resolution contained in the said Notice along with matters contained in explanatory statement be and is hereby rectified by the shareholders of the company for the matters as stated in resolution no. 8 of this notice.

The Board recommends the Special Resolution set out at item No. 8 of the Notice for the approval of the members.

No Director, Key Managerial Personnel and their relatives, are interested in the said resolution

**By Order of the Board of Directors of
Bohra Industries Limited**

Krishna Agarwal

DIN: 09402238

(Managing Director)

Place: Udaipur

Date: 08.12.2022

As required under Regulation 36(3) of listing regulation and Secretarial Standard on General Meeting (SS-2) the details of Director proposed to be appointment is given below and forms part of the notice

Item No. 2, 3 & 4: Profile of Independent Director

Sr.No.	Nature of Information	Particulars	Particulars	Particulars
1.	Name	Ms. Kalpana Mehta	Ms. Payal Jain	Mr. Shahid Raza Rizvi
2.	Date of Birth	12/12/1977	23/04/1994	21/01/1977
3.	Age	44	28	45
4.	Brief Resume including experience	With 19 Yrs+ experience, Track record of improving Organization productivity, enhancing productivity and operational excellence, strategic planning, budgeting, forecasting, and setting up management decision support system.	Preparation and filing of various E-forms. - Incorporation of Companies. - Maintenance of Statutory Registers. - Drafting of Notices, Agenda, Resolutions and Minutes of Board, Committee and General Meetings. - Preparation and filing of Annual Filing Documents including XBRL (as per IndAS and IGAAP). - Conversions of securities from physical form to Dematerialized form and take ISIN from Depositories. - Liaisoning with Banks, Financial	Finance professional with 23 plus years of experience. Profile is summarised as under: Last 10 years of corporate experience in leadership positions like GM, AVP, VP, CFO and CEO Out of 23 years experience of 6 years with an Indian listed large-cap company and 9 years with MNCs including 3 years of overseas experience. Worked in diverse industries - textiles, chemicals, polyester films, e-commerce, engineering plastics, automobiles, retail, real-estate, construction and education. Chartered Accountant

			Institutions, Depository, Registrar and Transfer agent and depository participants.	of 1998 batch; Qualified in first attempt with All-India 16th ranking Additional qualification of Executive Company Secretary
5.	Date of first appointment	27/12/2021	05/01/2022	05/01/2022
6.	Qualification	C.A.	C.S.	C.A.
7.	Nature of expertise in specific functional area	Finance	Accounts	Taxation
8.	Relationship with other Directors, Managers and other Key Managerial Personnel of the company	No Relationship	No Relationship	No Relationship
9.	Shareholding in the Company	Nil	Nil	Nil
10.	Directorship in other Companies	13	NIL	1
11.	Chairmanship / Membership of Committee of Board of Directors of other Companies	Nil	Nil	Nil
12.	No. of board meetings attended during the year 2021-22	4	3	3
13.	Terms and conditions of appointment or re-appointment	As decided between the BOD	As decided between the BOD	As decided between the BOD
14	Remuneration sought to be paid	NIL	NIL	NIL

Item No. 2, 3 & 4: Profile of WTD and MD

Sr. No.	Nature of Information	Particulars	Particulars	Particulars
1.	Name	Mr. Krishna Agarwal	Mr. Mahendra Singh Kothari	Mr. Raghuveer Singh Rathore
2.	Date of Birth	09/08/1990	23/01/1956	06/04/1963
3.	Age	32	66	59
4.	Brief Resume including experience	He exhibits a strong competency of smart management and quick adoption to a situation. With a career spanning over 12 years this successful entrepreneur has had an illustrious career in handling several dynamic projects predominantly construction.	Mr. Mahendra Singh Kothari Kothari has over 40 years of quality control experience in fertiliser field. He started his carrier with BIL twenty one year back as assistant manager quality control and also serving as Nodal officer representing all Agricultural Deptt of respective states where BIL is marketing his product. He is a science Graduate.	Mr. Raghuveer Singh Rathore is a commerce graduate and is serving BIL as Head admin and looking after the liaison. Court cases, procurement of raw material and Despatches. He has joined BIL way back in 2001. His is also taking care of HR and disciplinary committee of the Company.
5.	Date of first appointment	25/11/2021	16/08/2022	16/08/2022
6.	Remuneration Last Drawn	NIL	-	-
7.	Qualification	Graduate	Graduate	Graduate
8.	Nature of expertise in specific functional area	Accounts, Management	Accounts	Management
9.	Relationship with other Directors, Managers and other Key	NIL	NIL	NIL

	Managerial Personnel of the company			
10.	Shareholding in the Company	36%	Nil	Nil
11.	Directorship in other Companies	Nil	1	Nil
12.	Chairmanship / Membership of Committee of Board of Directors of other Companies	Nil	Nil	Nil
13.	No. of board meetings attended during the year 2021-22	5	0	0
14.	Terms and conditions of appointment or re-appointment	As per permissible limits of Schedule V of the Companies Act, 2021	As per permissible limits of Schedule V of the Companies Act, 2021	As per permissible limits of Schedule V of the Companies Act, 2021
14	Remuneration sought to be paid	As per permissible limits of Schedule V of the Companies Act, 2021	As per permissible limits of Schedule V of the Companies Act, 2021	As per permissible limits of Schedule V of the Companies Act, 2021

Board's Report

To
The Members of
Bohra Industries Limited

Your Directors have pleasure in presenting the 26th Annual Report of Bohra Industries Limited along with Audited Financial Statements for the year ended 31st March, 2022.

Members may kindly note that the directors of the reconstituted board were not in office for the part of the period to which this report primarily pertains. Resolution Professional during the Corporate Insolvency Resolution Process ("CIRP") and Monitoring Committee from completion of CIRP until implementation of Resolution Plan, were entrusted with and responsible for the management of the affairs of the Company. Pursuant to the implementation of Resolution Plan, the new directors of the Company were appointed (as detailed herein below) and new management was put in place.

UPDATION: IMPLEMENTATION OF RESOLUTION PLAN

The Hon'ble National Company Law Tribunal, Jaipur Bench ("NCLT"), vide its order dated 13.10.2021, approved the Resolution Plan submitted by the consortium of Mr. Krishna Agarwal, Ms. Andal Bonumalla, Mr. Nitesh Vijayvargiya, Mr. Deepak Vijaywargi, Mr. M. Pawan Kumar & Mr. Krishna Rao Desharaju under Section 31 of the Insolvency and Bankruptcy Code, 2016. For successful implementation of the Resolution Plan, the following activities have been made in the Company:

- a. Reduction/extinguishment of Share Capital of the Company, Increase in authorised share capital and allotment of securities;
- b. Reconstitution of the Board of Directors of the Company and its Committees;

1. **FINANCIAL SUMMARY**

Particulars	Amount (Rs. in Lakhs)	
	2021-22	2020-21
Total Revenue	0.00	0.00
Total Expenditure	137.19	145.43
Profit Before Depreciation And Tax (PBDT)	(137.19)	(145.43)
Less: Depreciation	(140.85)	(144.74)
Profit Before Tax	(278.04)	(288.05)
Exceptional Items	0.00	0.00
Profit before Tax	(278.04)	(288.05)
Prior Period Items		
Less: Provisions for Taxation Including Deferred Tax	15.98	13.24
Profit After Tax (PAT)	(262.06)	(274.81)

No amount is proposed to be transfer to General Reserves in the Financial Year 2021-22.

2. **FINANCIAL SUMMARY AND STATE OF COMPANY'S AFFAIRS**

The Company was under CIRP vide order of Hon'ble NCLT, Jaipur dated 07.08.2019 and a resolution plan was approved by Hon'ble NCLT, Jaipur Bench vide order dated 13.10.2021. During the period under review, the company was not under operation and hence the total revenue earned is NIL as same as previous year. The Company has net loss of Rs. 262.06 lakhs as compared to Net Loss of Rs. 274.81 lakhs in previous year.

It may be noted that post admission of Company into CIRP and assuming office by RP i.e Mr. Naresh Verma, there are NIL operations and thus the outflow/inflow of funds to/for the Company were limited to maintain status of company as a going concern and keeping its assets secured.

3. **DIVIDEND**

No Dividend was recommended by the Board of Directors due to losses during the financial year 2021-2022.

4. **MATERIAL CHANGES AND COMMITMENTS IF ANY AFFECTING THE FINANCIAL POSITION OF THE COMPANY OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR TO WHICH THIS FINANCIAL STATEMENTS RELATES AND THE DATE OF THE REPORT**

Except for CIRP related disclosures, no material changes and commitments affecting the financial position of the Company occurred between the end of the financial year to which these financial statements relate and as on the date of this report except that the resolution plan of the company. Pursuant to the resolution plan, the resolution applicants were required to take charge of the company after making payment to financial creditors as per terms of the resolution plan.

Mr. Krishna Agarwal was appointed as the director of the company on 25th November, 2022 and as per the order of NCLT the existing Board would be replaced by new directors.

The RP has intimated to the NSE regarding record date for the purpose of restructuring of equity share capital and issue of new equity shares to new promoter of the company on 20.12.2021, the record date was fixed at 31.12.2021.

The RP has intimated to NSE for constitution of new Board of Directors on 24.12.2021. The Company Secretary and CFO have been appointed by the company on 27.12.2021.

The company is listed on the NSE Emerge for the F.Y. 2021-22. However, the company has been migrated from NSE Emerge to NSE main Board vide the order of NSE dated 26.10.2022.

The Registrar of Companies, Jaipur vide its order dated 14/09/2022 has granted extension for 3 months 0 days for holding AGM for F.Y. 2021-22.

The following changes have occurred in the director and KMP after the closure for financial year i.e.31.03.2022 till the date of Report:

- i. Mr. Rahul Bajaj appointed as Chief Financial Officer of the Company w.e.f 27/02/2022, who resigned from office on 11/04/2022.

- ii. Ms. Aditi Agarwal was appointed as Company Secretary & Compliance Officer of the Company w.e.f. 27/12/2022, who resigned from office w.e.f. 30/06/2022.
- iii. Mr. Akshay Kumar Sharma was appointed as Company Secretary & Compliance Officer of the Company w.e.f. 01/07/2022, who resigned from office w.e.f. 20/09/2022.
- iv. Mr. Raghuveer Singh Rathore (DIN: 08626195), has been appointed as the Whole time director of the company w.e.f. 16/08/2022
- v. Mahendra Singh Kothari (DIN: 08626203), has been appointed as the Whole time director of the company w.e.f. 16/08/2022
- vi. Ms. Ankita Jain was appointed as Company Secretary & Compliance Officer of the Company w.e.f. 11/10/2022.
- vii. Mr. Hrithik Vijayvargiya was appointed on 05th January, 2022 who resigned from the office on 30/06/2022.

5. CHANGE IN NATURE OF BUSINESS

There was no change in business activities of the company during the period under Review.

6. SUBSIDIARIES/ JOINT VENTURES /ASSOCIATE COMPANIES

There has been no Subsidiary, Associate Company, and joint venture of the Company. Further, during the reporting period, no company has become or ceased to be a subsidiary/ joint venture or associate Company.

7. CHANGES IN DIRECTORS & KEY MANAGERIAL PERSONALS (KMP)

During the financial year 2021-22, all the existing Directors of the Company has resigned from Board due to change of management in terms of resolution plan approved by Hon'ble NCLT, Jaipur Bench. The following are the changes in the Directors and Key Managerial Persons of the Company.

- i. Mr. Krishna Agarwal (DIN: 09402238) was appointed as the director of the company on 25/11/2021.
- ii. Mr. Nitinkumar Rishiram Agrawal (DIN: 09402220) was appointed as the director of the company on 25/11/2021, who resigned from office on 30/12/2021.
- iii. Ms. Kalpana Dhakar (DIN: 05215041) was appointed as the Non-executive Independent Director 27/12/2021, who in the opinion of the Board, he possesses adequate skill, knowledge, expertise, integrity and experience (including the proficiency) as determined by the Company being a Board Member.
- iv. Mr. Krishna Tulsian (DIN: 09428224) was appointed as the director of the company on 18/12/2021, who resigned from office on 30/12/2021.
- v. Mr. Dinesh Kumar Jain (DIN: 01434845) was appointed as the director of the company on 18/12/2021, who resigned from office on 20/02/2022.
- vi. Mr. Rahul Bajaj appointed as Chief Financial Officer of the Company w.e.f 27/02/2022, who resigned from office on 11/04/2022.
- vii. Ms. Aditi Agarwal was appointed as Company Secretary & Compliance Officer of the Company w.e.f. 27/12/2022, who resigned from office w.e.f. 30/06/2022.

The following Directors were appointed on 05th January, 2022:-

- i. Mr. Payal Jain (DIN: 09458207) as the Independent director, who, in the opinion of the Board, he possesses adequate skill, knowledge, expertise, integrity and experience (including the proficiency) as determined by the Company being a Board Member.
- ii. Mr. Shahid Raza Rizvi (DIN: 02029659) as the Independent Director, who, in the opinion of the Board, he possesses adequate skill, knowledge, expertise, integrity and experience (including the proficiency) as determined by the Company being a Board Member.
- iii. Mr. Krishna Agarwal (DIN: 09402238) was appointed as the Managing Director of the company.
- iv. Mr. Hrithik Vijayvargiya was appointed on 05th January, 2022 who resigned from the office on 30/06/2022.

The following directors and KMPs were resigned on 18th December, 2021 as per the resolution plan approved by the NCLT:

- i. Mr. Sunil Bhandari (DIN: 01028404)
- ii. Mr. Hemant Kumar Bohra (DIN: 01128799)
- iii. Mr. Satya Narayan Maheshwari (DIN: 01123713)
- iv. Mrs. Sandhya Bhatia Kumar (DIN: 07620288)

The Board of Directors placed on record the appreciation of these Directors and noted the contribution of the Directors in the interest of the Company.

8. DISCLOSURES UNDER THE COMPANIES ACT, 2013

- i. **Annual Return:** The Annual Return in accordance with the provisions of Section 92(3) and 134(3) of the Companies Act, 2013 and rules made thereunder is available on Company's website and can be accessed at <http://www.bohraindustries.com/>
- ii. **Meeting of Board of Directors:** In furtherance to the order of Hon'ble National Company Law Tribunal (NCLT), since the powers of the erstwhile Board of Directors have been suspended and new directors were appointed as per resolution plan, therefore no meeting of board of Directors is held and Meetings wherever reported, were held under chairmanship of the RP and were confined to transacting statutory agenda items only till resolution plan was approved on 13th October, 2021.

The Board of Directors of the company met 5 times during the year. The intervening gap between any two meetings was within the time period and in conformity with the provisions of the Companies Act, 2013 and Listing Regulations and the Secretarial Standard-1 on Board Meetings issued by the Institute of Company Secretaries of India. The following Meetings of the Board of Directors were held during the Financial Year 2021-22.

S. No.	Date of Meeting	Board's Strength	No. of Directors Present
1	18/12/2021	4	4
2	27/12/2021	5	5
3	05/01/2022	5	5
4	11/01/2022	5	5
5	17/01/2022	5	5

The particulars of the Directors and attendance at the Board Meetings during the year, the attendance in the last Annual General Meeting, number of other directorships (excluding directorship in Bohra Industries Limited) and Committee Memberships as on 31.03.2022 are as follows:

No.	Name of Directors Designation		Attendance at the meeting		No. of Directorshi p as on 31.03.2022	No. of Committees positions held in the other public companies as on 31 st March, 2022	
			BOD	AGM held on 30.09.2021		Membe r	Chairpe rson
1.	Krishna Agarwal	Managing Director	5	No	0	0	0
2.	Nitinkumar Rishiram Agrawal	Additional Director	2	No	0	0	0
3.	Kalpana Dhakar	Independ ent Director	4	No	8	0	0
4.	Krishna Tulsian	Addition al Director	2	No	0	0	0
5.	Dinesh Kumar Jain	Addition al Director	5	No	0	0	0
6.	Payal Jain	Independ ent Director	3	No	0	0	0
7.	Shahid Raza Rizvi	Independ ent Director	3	No	1	0	0

Note: No Board meetings were held during F.Y. 2020-2021, as the company was under CIRP vide order of NCLT Jaipur Bench, 07.08.2019.

Meeting of Independent Directors

In compliance of Section 149 of Companies Act, 2013 and the provisions of Listing Regulations a separate meeting of Independent Directors was held on 31st March, 2022.

iii. Committees of the Board:

Currently the Board has three committees: Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee.

Audit Committee:

In furtherance to order of Hon'ble National Company Law Tribunal (NCLT), since the powers of the Board of Directors have been suspended and no meeting of Audit Committee was conducted during the year.

Nomination & Remuneration Committee:

In furtherance to the order of Hon'ble National Company Law Tribunal (NCLT), since the powers of the Board of Directors have been suspended, no meeting of the Nomination & Remuneration was conducted during the year. The Company is not in compliance with conditions thereto.

Stakeholders' Relationship Committee

In furtherance to the order of Hon'ble National Company Law Tribunal (NCLT), since the powers of the Board of Directors has been suspended, not be re-constituted and no meeting of Stakeholder's Relationship Committee have been conducted during the year.

iv. Directors' Responsibility Statement

The Board of Directors acknowledge the responsibility for ensuring compliance with the provisions of Section 134(3) (c) read with Section 134(5) of the Companies Act, 2013, in preparation of annual accounts for the financial year ended 31st March, 2022 and state that:

- (i) In the preparation of the Annual Accounts for the Financial Year ended 31st March, 2022, the applicable accounting standards have been followed with proper explanation relating to material departures.
- (ii) the Directors had selected such accounting policies and applied them consistently and made judgments and estimates that were 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 and losses of the Company for that period.
- (iii) The Directors had taken proper and sufficient care for the 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 Directors had prepared the annual accounts for the financial year ended 31st March, 2022 on a going concern basis.
- (v) The Directors had laid down proper internal financial controls to be followed by the company and that such internal financial controls are, adequate and are operating effectively.
- (vi) That the Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

v. Independent Directors:

As per declaration received from Independent Directors they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 and have complied with Rule 6 of the companies (Appointment and Qualification of Directors) Rules, 2014, as amended as on date. As per evaluation done by the Nomination and Remuneration Committee and by the Board of all the Independent Directors of the Company by considering the parameters such as whether the Directors uphold ethical standards of integrity and probity, the ability of the directors to exercise objective and independent judgment in the best interest of Company, the level of confidentiality maintained, adherence to the applicable code of conduct for Independent Directors and their role in bringing independent judgment during Board deliberations on strategy, performance, risk management, expertise and experience etc., the Independent Directors have maintained the integrity, expertise and have vast experience in the industry. They possess required qualification, skills, expertise and experience to be appointed as Independent Directors of the Company. The Independent Directors have complied with the code of conduct as prescribed in Schedule IV to the Companies Act, 2013.

vi. Board Evaluation:

As per section 17 of the Insolvency and Bankruptcy Code, 2016, the powers of the Board of Directors of the Company were suspended during the CIRP with effect from 07th August, 2019 and such powers were vested with the Resolution Professional. As a part of the implementation of the Resolution Plan approved by the Hon'ble NCLT vide its order dated 13th October, 2021 the erstwhile board of directors of the Company were replaced by the new board of directors with effect from 25th December, 2021. Therefore, being very short period, it was not feasible for the new board of directors to carry out the performance evaluation of board, its committees and individual directors during the remaining period of year under review after re-constitution.

The Company has put in place a policy containing, *inter-alia*, the criteria for performance evaluation of the Board, its Committees and individual Directors (including independent directors).

vii. Particulars Of Contracts And Arrangements With Related Parties:

All contracts / arrangements / transactions entered by the Company during the financial year with related parties were in the ordinary course of business and on an arm's length basis. During the year, the Company had not entered into any contract / arrangement / transaction with related parties which could be considered material in accordance with the policy of the Company on materiality of related party transactions.

There are no transactions that are required to be reported in form AOC-2. However, all the transactions with related parties, which were in the ordinary course of business and on an arm's length basis, have been disclosed in Note No. 29 of the Financial Statements. All Related Party Transactions entered into during the financial year were placed before the Audit Committee and the Board of Directors for approval. The Company has a process in place to periodically review and monitor Related Party Transactions.

The Policy on materiality of related party transactions and dealing with related party transactions as approved by the Board may be accessed on the Company's website at the link: <http://www.bohraindustries.com/>

viii. Remuneration Policy:

The brief of the Remuneration policy has been uploaded on website of the company at <http://www.bohraindustries.com/>

8. CORPORATE GOVERNANCE

Pursuant to the provisions of Regulation 15 (2) (a) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, compliance with the provisions of Regulation 17 to 27 and clauses (b) to (i) and (t) of sub-regulation (2) of regulation 46 and para C, D and E of Schedule V of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) were not applicable on the company during the financial year 2021-22. Consequently, the Compliance Report on Corporate Governance as stipulated under Schedule V of the Listing Regulations do not form part of this Annual Report for the Financial Year 2021-22. However, the corporate governance has subsequently become applicable for upcoming financial years.

9. VIGIL MECHANISM

The Company has a Whistle Blower & Vigil Mechanism Policy and has established the necessary vigil mechanism for grievances Redressal of the Directors and employees to report concerns about unethical behavior. All Protected Disclosures concerning financial/accounting matters should be addressed to the Chairman of the Audit Committee of the Company for investigation. The said policy has been uploaded on the website of the Company and may be accessed at the link: <http://www.bohraindustries.com/>

10. RISK MANAGEMENT

The Board has developed and implemented a Risk Management Policy which assists the Board to have a check upon all the risk factors that the organization faces such as strategic, financial, credit, market, liquidity, security, property, IT, legal, regulatory, reputational and other risks and assist the Board to overcome the Risks. This should be read in conjunction with CIRP related disclosure. Risk Management Policy has been reviewed and approved by the Board and Audit Committee and the same is available on the website and may be accessed at the link: <http://www.bohraindustries.com/>

11. INTERNAL FINANCIAL CONTROL

The Board adopted the policies and procedures for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of accounting records, and the timely preparation of reliable financial disclosures. For the assurance of best possible Internal Financial Controls to be followed by the Company, furtherance to the current Internal Financial Controls, a Policy of Internal Financial Control was reviewed and approved by the Board and Audit Committee and the same is available on the website and may be accessed at the link: <http://www.bohraindustries.com/>

12. STATUTORY AUDITORS AND THEIR REPORT

The statutory auditor of Company, **M/s Ajay Paliwal & Co., Chartered Accountants, (FRN No.: 012345C)**, was appointed for a period of 5 (five) years. The report given by the statutory auditor on the financial statements of the Company is part of the Annual Report. There are no qualifications, observations or adverse remarks in the Auditors' Report for the financial year 2021-22 which require any clarification/explanation. The Notes on financial statements are self-explanatory, and needs no further explanation. There has been no frauds reported by auditors under sub-section (12) of section 143 of Companies Act, 2013.

13. COST RECORDS AND AUDIT

The Cost Account Records maintained by the Company for Fertilizers are subject to yearly audit by qualified Cost Auditor's as per section 148(1). However, a resolution plan was approved by NCLT and the business activities/ operations carried out by the Company were temporally closed and accordingly no such accounts and records are made and maintained.

14. DETAILS OF POLICY DEVELOPED AND IMPLEMENTED BY THE COMPANY ON ITS CORPORATE SOCIAL RESPONSIBILITY INITIATIVES

The Company has not developed and implemented any Corporate Social Responsibility initiatives as the said provisions are not applicable as per the provisions of Section 135 of the Companies Act, 2013.

15. PARTICULARS OF LOANS GIVEN, INVESTMENTS MADE, GUARANTEES GIVEN AND SECURITIES PROVIDED

The company has given inter-corporate Loans to non-related parties and the company has made during the year under review. No Gurantee given or Securities provided by the Company during the year under review.

16. INSIDER TRADING PREVENTION CODE

Pursuant to the SEBI Insider Trading Code, the company has formulated a comprehensive policy for prohibition of Insider Trading in Equity Shares of Bohra Industries Limited to preserve the confidentiality and to prevent misuse of unpublished price sensitive information. The Company Secretary has been designated as the Compliance Officer. It has also been posted on the website and may be accessed at the link: <http://www.bohraindustries.com/>

17. ENERGY CONSERVATION, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO:

A. Conservation of Energy: Though no such measures were taken during the financial report under review, yet the details of conservation of energy, technology absorption, foreign exchange earnings and Outgoes undertaken in general by your Management are as follows:

- (i) **The steps taken or impact on conservation of energy:** The Company always emphasized on the conservation of energy. However, NIL steps were taken to conserve since there are nil operations for more than last two year or so.
- (ii) **The steps taken by the company for utilizing alternate sources of energy:** NIL
- (iii) **The capital investment on energy conservation equipments:** NIL

B. Technology absorption: Since operations of the company are temporally closed, no steps were taken for technology absorption.

(i) **The efforts made towards technology absorption: NIL**

(ii) **The benefits derived like product improvement, cost reduction, product development or import substitution: N.A.**

(iii) **In case of imported technology (imported during last three years reckoned from the beginning of the financial year: N.A.**

(iv) **The expenditure incurred on Reseach and Development: NIL**

C. Foreign Exchanges Earnings & outgo (in Rs.) : NIL

18. DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE

The Hon'ble NCLT, Jaipur Bench under Section 31 of the Insolvency and Bankruptcy Code, 2016, vide its order dated 13th October, 2013 approved the Resolution Plan submitted by the consortium of Mr. Krishna Agarwal, Ms. Andal Bonumalla, Mr. Nitesh Vijayvargiya, Mr. Deepak Vijaywargi, Mr. M. Pawan Kumar & Mr. Krishna Rao Desharaju.

In pursuance of Regulation 3.1.2 of the National Stock Exchange (Capital Market) Trading Regulations Part A, NSE suspended the trading w.e.f. December 30, 2021 (i.e., closing hours of trading on December 29, 2021) due to which the Company was restrained from buying, selling or dealing in the securities market either directly or indirectly in any manner whatsoever.

Except above, no other significant or material orders were passed by the Regulators or Courts or Tribunals impacting the going concern status and Company's operations in future.

19. PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES:

The disclosures pertaining to remuneration and other details as required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is annexed herewith as **Annexure-1**. In terms of the provisions of Section 197(12) of the companies Act,2013 read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 a statement showing the names of employees and other particulars of the top ten employees is annexed herewith **Annexure-2** and further we confirm that no employee drawing remuneration in excess of the limits as provided in the said rules.

20. DISCLOSURES REGARDING ESOPs

The Company has not provided any Stock Option Scheme to the employees.

21. MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Management Discussion and Analysis Report for the year under review is presented in a separate section forming part of this Annual Report.

22. DEPOSIT

During the year under review, your Company has not accepted any deposit within the meaning of Section 73 and 74 of the Companies Act, 2013, read with the Companies (Acceptance of Deposits) Rule, 2014. There are no outstanding deposits as on 31st March, 2022.

23. SHARE CAPITAL

As a part of the implementation of the Resolution Plan approved by the Hon'ble NCLT under Section 31 of the Insolvency and Bankruptcy Code, 2016, vide its order dated 13th October, 2021 the following changes have taken place in the share capital of your Company during the year under review:

Authorised Share Capital

The authorised share capital of your Company is Rs. 20,00,00,000 divided into 2,00,00,000 shares of Rs. 10/- each.

Paid-up Share Capital

Pursuant to the implementation of Resolution Plan as approved by Hon'ble NCLT, Jaipur, Bench dated 13th October, 2021 the following changes has occurred in the paid-up share capital of the company during F.Y. 2021-22:

- a. The existing equity of the company, comprising of 1,52,41,013 (One Crore Fifty-Two Lakh Forty-One Thousand Thirteen Only) Fully Paid-Up Equity shares of Rs.10/- each of the company was to be dealt as under:
 - Shares belonging to Promoter & Promoter Group: **TOTAL WRITTEN OFF**
 - Shares belonging to General Public: **95% WRITTEN OFF**
- b. Subsequently, Further Equity Shares to the tune of 1,00,00,000 (One Crore Only) Fully Paid-Up Equity Shares of Rs. 10/- each have been allotted to the successful Resolution Applicant and consortium constituents as mentioned in Resolution Plan.
- c. Consequently, the Monitoring Committee in their Meeting held on 31st December, 2021 approved the reduction of Equity Share Capital and Further Issue of Equity Shares to Resolution Applicant and consortium constituents.

Hence, as on March 31, 2022, the total paid-up share capital of your Company was Rs. 102971520 divided into 1,02,97,152 equity shares of Rs. 10/- each fully paid-up.

24. SECRETARIAL AUDITOR

The Board has M/s. P. Talesara & Associates, Company Secretaries, having Membership No.: FCS- 8096, as the Secretarial Auditor of the company for the FY 2021-22 to carry out Secretarial Audit of the Company under the provisions of Section 204 of the Companies Act, 2013.

The Report of Secretarial Auditor is annexed with this report as **Annexure-3**. There are no qualifications, observations or adverse remark or disclaimer in the said report.

25. DISCLOSURES WITH RESPECT OF DEMAT SUSPENSE ACCOUNT / UNCLAIMED SUSPENSE ACCOUNT

None of the shares of the company are lying in demat suspense account / unclaimed suspense account.

26. COMPLIANCE OF SECRETARIAL STANDARDS

Your Directors states that they have devised proper systems to ensure compliance with the provisions of all applicable Secretarial Standards and that such system is adequate and operating effectively and the applicable Secretarial Standards have been duly complied by your Company.

27. DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:

The Company has in place a Sexual Harassment Policy in line with the requirement of The Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redresses) Act, 2013. Internal Complaints Committee (ICC) has been set up to redress complaints received regarding sexual harassment. All employees are covered under the policy. No complaint has been received and disposed of during the year 2021-22

28. LISTING OF SHARES

The shares of the Company are listed on NSE Emerge for the Financial Year 2021-22 and the listing fee for the year 2021-2022 has been duly paid.

29. ACKNOWLEDGEMENT

The results of an organization are great reflective of the efforts put in by the people who work for/ with the company. The Directors fully recognize the contribution made by the employees of the company and all stakeholders for successful operations of the company. The Directors also place on record their sincere appreciation to Government Authorities, Customers, Suppliers, NSE, CDSL, NSDL, Bankers, Business Associates, Shareholders, Auditors, Financial Institutions and other individuals / bodies for their continued support.

For and on behalf of the Board of Directors of
Bohra Industries Limited

Raghuveer Singh Rathore

DIN: 08626195

Whole-Time Director

Krishna Agarwal

DIN: 09402238

(Managing Director)

Place: Udaipur

Date: 08.12.2022

Annexure-1

DISCLOSURES OF REMUNERATION TO DIRECTORS & KMP

[pursuant to Section 197(12) of Companies Act, 2013]

- i. The Ratio of the remuneration of each Director to the median remuneration of employees of the Company for the year ended 31st March 2022 are:-

Sr. No.	Name of Director/CFO/CEO/Company Secretary	Designation	Remuneration to median remuneration of the Employee of the Company	Percentage increase in the remuneration for the Financial Year 2021-22
1	Krishna Agarwal	Managing Director	NIL	NIL
2	Rahul Bajaj	CFO	1,00,000	NIL
3	Aditi Agarwal	CS	20,000	NIL

* Median remuneration of the Employees of the Company to be Rs. 40000/-.

- ii. Percentage increase in the median remuneration of employees in the financial year 2021-22 is NIL:-
- iii. Number of Permanent Employees on the payroll as on 31st March 2022 of the Company is 7.
- iv. Average Percentile increase in the Salaries of the Employees other than Managerial Personnel is around 0% and increase in salary of Managerial Personnel during last financial year is disclosed in point (i) above.
- v. Remuneration given in the Financial Year 2021-22 is as per the remuneration policy of the Company.

Annexure -2

Statement showing the names and other particulars of the top ten employees in terms of section 197(12) of the Act read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

Name	Mangilal Kumawat	Sally Abraham	Ashish Bohra	M.S. Kothari	Raghuvr Singh	Arpit Ameta	M.S. Chouhan
Age (in years)	56	58	43	66	57	35	35
Designation	AGM (A & Finance)	Asst. Manager	Accounts Officer	Manager (QC)	Manager (HR)	Electrical Engineer	Office Boy
Remuneration (per month)	49420	20162	22000	29625	18507	17500	9250
Nature of employment	Regular	Regular	Regular	Regular	Regular	Regular	Regular
Qualification	M.Com .	Graduate	B.Com. CA Inter	B.Sc.	Graduate	B.Tech	-
Years of Experience	32	34	20	38	33	10	8 pass
Date of Appointment	1/1/2008	5/4/2001	1/1/2008	15/6/2000	1/4/2001	10/10/2012	1/4/2019
Previous employment	NA	NA	N.A.	N.A	N..A.	N.A.	-
% of Equity shares held	-	-	-	-	-	-	-
Relation with Director or manager		None	None	None	None	None	None

Form: MR-3
SECRETARIAL AUDIT REPORT
For the Financial Year ended on 31st March, 2022

{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,
BOHRA INDUSTRIES LIMITED
CIN: L24117RJ1996PLC012912
Regd. Office: 301, Anand Plaza, University Road,
Udaipur- 313001, Rajasthan.

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by BOHRA INDUSTRIES LIMITED (hereinafter called “the Company”). The 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 our verification of BOHRA INDUSTRIES LIMITED’s 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. We hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2022 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:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2022 according to the provisions of:

1. The Companies Act, 2013 (the Act) and the rules made thereunder;
2. The Securities Contracts (Regulation) Act, 1956 (‘SCRA’) and the rules made thereunder;
3. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
4. 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;
5. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (‘SEBI Act’):-
 - (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; **(Not applicable to the Company during the reporting period under audit).**
 - (d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **(Not applicable to the Company during the reporting period under audit).**
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 **(Not applicable to the Company during the reporting period under audit)**
 - (f) The Securities and Exchange Board of India (Registrars 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; **(Not applicable to the Company during the reporting period under audit)**
 - (h) The Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018; **(Not applicable to the Company during the reporting period under audit).**
6. The Company has complied with the Guidelines issued by the Ministry of Tourism of India from time to time as the laws applicable specifically to the Company.

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

- i. Secretarial Standards on the Board and General Meetings (SS-1 & SS-2) issued by The Institute of Company Secretaries of India.
- ii. The Listing Agreement entered into by the Company with BSE Limited.

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

We further report that, during the year under review:

- a. The Company was under Corporate Insolvency Resolution Process (CIRP) of the Insolvency and Bankruptcy Code 2016 (IBC) in terms of Order passed by the Hon'ble National Company Law Tribunal (NCLT), Jaipur Bench since 7th August, 2019 The Order of NCLT for final outcome was pronounced on 13 October 2021, form INC-28 in respect of which was filed vide SRN T58381450 dated 12th Nov. 2021.
- b. The Board of Directors of the Company comprised of only Managing Director and Wholetime Director which were below the minimum requirement of 3 directors till new appointment were made in compliance to Order dt. 13.10.21 of the NCLT.
- c. The company was required to appoint rotational directors, Chief Financial Officer, Independent Directors, Woman Director and Wholetime Company Secretary till following changes were made during the year under review:

1. Mr. Krishna Agarwal was appointed as Additional director on 25.11.2021 and re designated as Managing Director wef 05.1.2022
 2. Mr Nitinkumar Rishiram Agrawal was appointed as Additional Director of the Company we f 25.11.2021
 3. Mr. Dinesh Kumar Jain was appointed as Additional Director on 18.12.2021 and re designated as Wholetime director of the Company wef 05.01.2022
 4. Ms. Krishna Tulsian was appointed as additional director on 18.12.2021
 5. Mr Sunil Bhandari has resigned from the post of wholetime director w.e.f 18.12.2021, Mr. Hemant Kumar Bohra has resigned from the post of Managing Director wef 18.12.2021 Resignations of Mr Satya Narayan Maheshwari and Mrs. Sandhya Bhatia Kumar from directorship of the company have been accepted wef 18.12 2021
 6. Mr. Rahul Bajaj was appointed as CFO wef 27 12 2021
 7. Ms. Aditi Agarwal was appointed as Wholetime Company secretary w.e.f. 27.12.2021
 8. Ms. Kalpana Dhakar was appointed as independent director of the company w.e.f. 27.12.2021
 9. Mr. Hrithik Vijayvargiya was appointed as Wholetime Director of the company wef 05.01.2022
 10. Ms. Payal Jain was appointed as Independent Director of the Company we.f. 05.01.2022
 11. Mr. Shahid Raza Rizvi was appointed as Independent Director of the Company w.e.f. 05.01.2022
- d. No Board Meeting took place till passing of Order by NCLT. All decisions taken at Committee meetings were carried out, as recorded in the minutes of the meetings of the Committee of the Creditors. The Meetings convened under chairmanship of RP, Sh. Naresh Verma were in compliance with applicable conditions
- e. After passing of NCLT order, adequate notice were given to all the directors to schedule the Board Meetings, Committee Meetings. The agenda and detailed notes on agenda were sent at least seven days in advance and a system resumed for meaningful participation at the meeting. All Decisions at board meeting and Committee meetings carried out after passing of NCLT order were duly recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.

We 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.

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

For P. Talesara & Associates
Company Secretaries

(Pawan Talesara)

Proprietor

FCS No. 8096, CP No. 2674

UDIN: F008096D000527703

To,
The Members,
Bohra Industries Limited

Our report of even date is to be read along with this letter:

1. Memorandum And Articles of Association of the company.
2. Annual Return for the financial year ended 31.03.2022
3. Minutes of the meeting of the committee of creditors along with Attendance Register Maintained during financial year under Report
4. Minutes of general meeting held during the financial year under Report.
5. All Statutory registers.
6. Agenda papers sent for committee meetings
7. Declaration received from the Directors of the company pursuant to the provision of section 184 of the companies Act,2013 and attachments thereto during the financial year under report
8. E-forms filed by the company from time to time under applicable provision of the companies Act,2013 and attachment there to during the financial year under report

For P. Talesara & Associates
Company Secretaries

(Pawan Talesara)
Proprietor
FCS No. 8096, CP No. 2674
UDIN: F008096D000527703

Date: 24.06.2022

Place: Udaipur

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

The Company is under Corporate Insolvency Resolution Process (CIRP) of the Insolvency and Bankruptcy Code 2016 (IBC) in terms of Order passed by the Hon'ble National Company Law Tribunal (NCLT), Jaipur Bench with effect from 7th August, 2019. . Its affairs, business and assets were being managed by the Resolution Professional Mr. Naresh Verma appointed as Interim Resolution Professional by NCLT vide its Order dated 7th August, 2019 and continued as Resolution Professional by the Committee of Creditors in its Meeting held on 5th September, 2019 under provisions of the Code. The Hon'ble NCLT vide its order dated 13th October, 2021 has approved the resolution plan. Any prospective and future oriented statements, business outlook and reference to strengths, weaknesses, opportunities and threats are to be read while keeping the above context in perspective.

OVERVIEW:

Incorporated in 1996, Bohra Industries Limited is a publicly listed company and an ISO 9001: 2008, ISO 14001: 2004 and OHSAS 18001: 2007 certified Company engaged in manufacture of Phosphate fertilizers such as Single Super Phosphate (SSP) & Granulated Single Super Phosphate (GSSP). Company also undertakes trading of Single Super Phosphate (SSP), Granulated Single Super Phosphate (GSSP), Rock Phosphate and other fertilizers depending upon the demand of the customer.

Till August, 2019 Manufacturing facilities were fully automated and PLC controlled. The Company was well equipped with in-house testing laboratory to test from raw material to finished products as per quality standards and relevant chemical composition as per the required norms specified in Fertilizer Control Order (FCO). Company's in-house testing laboratory regulates and monitors the quality of fertilizers mixtures, packing, marking on the fertilizers bags. RA, as and when assume control of Company shall run the Company.

INDIAN ECONOMY OVERVIEW:

Agriculture, in India, is the largest sector of economic activity. It provides food, raw materials and above all, the employment to a very large proportion of population. The national output depends on the output in agriculture, as it is one of the most dominating sectors in India. For the same reason, it has to provide the capital required for its own development and make available surplus for national economic development. At the same time, the exports of primary produce earn valuable foreign exchange which can be used to import capital goods for the development of industry and infrastructure. Because of all these reasons, an improved and efficient agriculture is a necessity in our economy. The vital role of agriculture arises out of the position the agrarian sector occupies in the overall economy of the country. 80 percent per cent of the population resides in the rural areas and 72 per cent of the work force depends on agriculture for their livelihood.

Agriculture is the back-bone of the Indian economy, and hence, the very existence of economic activities of entire population in the country is dependent on the state and health of its agriculture sector. Since last 40 years, the fertilizer industry in India has grown tremendously. The Government is keen to see that fertilizer reaches the farmers in the distant and hilly areas. This is the reason why it has been decided to decontrol the prices, distribution and movement of phosphate and other fertilizers. Some steps are implemented to assure an increase in the supply of chemical fertilizers at reasonable prices. In India, Fertilizer Industry is accelerating fertilizer consumption by fixing, on the one hand, low and similar price for identical nutrient in fertilizers, and on the other hand providing the manufacturers ample compensation through the retention price and subsidy scheme through NBS. Due to such corrective steps,

the fertilizer nutrient demand has gone up. Govt. has initiated DBT for farmers which would further push the consumption in long run and ease up blocked funds of manufacturers with government and improve working of the fertilizer sector.

OUTLOOK AND PROSPECTS:

Fertilizer is the most crucial substance to soil to improve plants' growth and yield. First used by ancient farmer's and since then fertilizer technology has evolved significantly in last few years as the chemical needs of growing plants were discovered. Modern synthetic fertilizers are composed mainly of nitrogen, phosphorous and potassium compounds and the secondary nutrients are added. Company has recently forayed into premium Zincated SSP. The use of synthetic fertilizers has significantly improved the quality and quantity of the food available today and additionally the government's ambitious target of doubling the farmer income by 2022 will further boost the consumption of fertilizers.

(1) Industry structure and developments:

The fertilizer industry in India consists of three major players; The Government owned Public Sector undertakings, Cooperative Societies like KRIBHCO, IFFCO and units from Private sector. There are about 33 major producers producing N, NP and NPK fertilizers in the country at present. There are about 106 SSP fertilizer manufacturers producing almost 3600K MT. The fertilizer industry of India had made constructive use of the fertilizer subsidy provided by the Government of India to ensure that the country achieved reasonable self-sufficiency in food grain production. The fertilizer industry has organized itself through Fertilizer Association of India to coordinate with the Government of India to achieve the macro-economic objectives related to agricultural sector and to provide other services. Indian fertilizer industry has succeeded in meeting almost fully the demand of all chemical fertilizers.

CONCERNS:

Our Company's future costs and revenues will be determined by demand/supply situation, government, policies, subsidies available and prices of raw material.

Risk and Government policy risk, competition risk: In the fertilizer industry and pretty much any other commodity. Companies' revenue depends on fertilizer prices and the quantity of fertilizer companies sell. Fertilizer prices are driven by industry capacity, rivalry (competition among firms), and marginal producers cost, proximity to customers, inventory, and demand. Demand, in turn, is driven by fertilizer prices, crop economics, currencies, cycles, economic activity, and macro factors like subsidy programmes of government. Crop economics consist of factors like crop inventory, crop demand and supply, and crop prices, which depend on economic activity, food consumption, diet patterns, crop yields, nutrient application, weather, plantation, and energy consumption.

OUTLOOK:

It's universally accepted that the use of chemical fertilizer is an integral part for raising the agricultural production to a higher level. Studies conducted by the Food and Agricultural Organization of the United Nations (FAO) have established beyond doubt that there is a close relationship between the crop yields and fertilizer consumption. More over the nutritional requirement of different crops could not be fully met with the use of organic manures like FYM and other bulky organic manures like neem cake, castor cake, groundnut cake etc. for want of their availability in adequate quantities. And increasing agriculture production by increasing cultivation area is no longer possible as cultivable and left over is only marginal and decreasing. Further a considerable cultivable land is being diverted year after year for housing and

industrial etc. Hence self-sufficiency in food lies in increasing the yield per hectare through adoption of modern agricultural technology. Fertilizers have the advantages of fast movement in bulk and need based.

Cautionary Statement:

Statements in the Management Discussion and Analysis Report describing the Company's objectives, projections, estimates, expectations may be forward looking statements within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations include, among other things, economic conditions affecting demand/supply and price conditions in the domestic and overseas markets in which the Company operates, changes in Government regulations, tax laws and other statutes and incidental factors.

Bohra Industries Limited



AUDITOR'S REPORT

TO,
THE MEMBERS OF
BOHRA INDUSTRIES LIMITED

Report on the audit of the stand alone Ind AS financial statement.

Opinion

We have audited the accompanying stand alone financial statement of Bohra Industries Limited (The Company), which comprise the Balance Sheet as at 31st March, 2022, the Statement of Profit and Loss and the Cash Flow Statement for the year ended, and a summary of the 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 standalone Ind AS 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:

- in the case of the Balance Sheet, of the state of affairs of the Company as at 31st March, 2022;
- in the case of the Statement of Profit and Loss, of the profit of the Company for the year ended on that date; and
- in the case of the Cash Flow Statement, of the cash flows of the Company for the year ended on that date.

Basis of Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Companies Act, 2013 (the 'Act'). Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Results 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 (ICAI) together with ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the rules made there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Emphasis of Matter:

We draw attention on note 1 to the stand alone financial statement of company overview wherein it is important to mention that company in pursuant to an order of The Honorable Company Law tribunal, Jaipur (NCLT) dated August 7, 2019, Corporate Insolvency Resolution Process of the Company was initiated and Shri Naresh Verma (IP Regn. No. IPA-002/IP-N00054/2017-2018/10106) was appointed as

the Interim Resolution Professional (RP) under Insolvency and Bankruptcy Code 2016 ("The Code"). Further the Committee of Creditors ("COC") constituted during the CIRP confirmed the appointment of Shri Naresh Verma as the Resolution Professional ("RP") on 05.09.2019. Accordingly, the powers of the Board of Directors were vested in the IRP/RP. The COC in its meeting approved the resolution plan on 06th October 2020 which finally got its approval from the adjudicating authority i.e Honorable NCLT, Jaipur, in terms of section 31 of Insolvency and Bankruptcy code, 2016 vide its order dated 13th October 2021.

Our opinion is not qualified in respect of this matter.

Management's Responsibility for the stand alone Ind AS 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 and presentation of these 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, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate 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 statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these stand alone Ind AS financial statements based on our audit. We have taken into account the provision of the act, the accounting and auditing standards and matters which are required to be included in audit report under the provision of the act and rules made there under. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with the ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the stand alone Ind AS financial statements. 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. In making those risk assessments, the auditor considers the internal financial control relevant to the Company's preparation and fair presentation of the stand alone Ind AS financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Management, as well as evaluating the overall presentation of the stand alone Ind AS financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the standalone Ind AS financial statements.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ('the Order') issued by the Central Government of India in terms of sub section (11) of section 143 of the Act, we give as given in the 'Annexure A' statement on the matters specified in paragraphs 3 and 4 of the Order, As required by Section 143 (3) of the Act, we 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 purposes of our audit;
 - b) in our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - c) the balance sheet, the statement of profit and loss and the cash flow statement dealt with by this Report are in agreement with the books of account;
 - d) in our opinion, the aforesaid financial statements comply with the standalone Ind AS Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
 - e) on the basis of the written representations received from the directors as on 31st March, 2022 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2022 from being appointed as a director in terms of Section 164 (2) of the Act; and
 - f) with respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in 'Annexure B'; and
 - g) with respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. the Company has disclosed the impact of pending litigation on its financial position in its stand alone Ind. AS financial statement which would impact its financial position;
 - ii. the Company did not have any long term contracts including derivative contracts from which there were any material foreseeable losses;
 - iii. there are no amounts which are required to be transferred to investor education and protection fund.

For Ajay Paliwal & Co.
Chartered Accountants
(FRN: 012345C)

CA Ajay Paliwal
Proprietor
Membership No. 403290
DATE : 30/05/2022
PLACE : UDAIPUR
UDIN: 22403290AJWBKL5265

Annexure A to Independent Auditors' Report

Annexure A referred to in our Independent Auditor's Report to the Members of Bohra Industries Limited on the standalone Ind AS financial statements for the year ended 31st March 2022.

1. (a) The company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.

(b) The company has a phased programme of physical verification of its fixed assets which, in our opinion, is reasonable having regard to the size of the company and the nature of its assets. In accordance with such programme, the management has physically verified its fixed assets during the year and no material discrepancies were noticed by them and the same have been properly dealt with in the books of account.

(c) According to the information and explanations given to us and on the basis of our examination of the records of the company, the title deeds of the immovable properties are held in the name of the Company.
2. The inventory has not been physically verified by the management during the year. In our opinion this is reasonable as no manufacturing activity took place during the year and no purchases were made during the year.
3. The Company has granted unsecured loans, to companies, firms or other parties covered in the register maintained under section 189 of the Companies Act, 2013. In our opinion and according to information and explanation given to us:
 - (a) Terms and conditions of the grant of loan are not prejudicial to the Company's interest.
 - (b) The company has not granted loans that are repayable on demand.
 - (c) There is no amount of loan granted to companies and firms or other parties listed in register maintained under section 189 of the Companies Act, 2013 which is overdue for more than 90 days.
4. In our opinion and according to information and explanations given to us provisions of section 185 and 186 of the Companies Act, 2013, in respect of loans, investments, guarantees and securities given have been complied with by the company.
5. The Company has not accepted any deposits, within the meaning of provisions of sections 73 to 76 or any other relevant provisions of the Companies Act, 2013 and the rules framed there under. Thus, paragraph 3(v) of the Order is not applicable to the company.
6. We have broadly reviewed the books of account maintained by the company in respect of the product covered where, pursuant to the Rules made by the Central Government, the maintenance of cost records has been prescribed under section 148(1) of the Act. In relation to fertilizer industry and are of the opinion that, prima facie, the prescribed accounts and records have been made and maintained. However, we have not made a detailed examination of the records with a view to ensuring whether they are accurate or complete.

7. (a) According to the information and explanations given to us and on the basis of our examination of the books of account, the company had undisputed statutory dues including provident fund, employees' state insurance, income tax, sales tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues as applicable at the time of commencement of CIRP with the appropriate authorities. According to the information and explanations given to us, undisputed amounts payable in respect of the above dues were settled as per the Resolution Plan approved by Honorable NCLT, Jaipur Vide its order dated 13th October 2021.

Statement of arrears of statutory dues outstanding for more the six months

Name of The Statute	Nature of Dues	Amount (in Laks)	Period to Which the amount relates	Due date	Date of Payment
Employee State Insurance Act	ESIC	6.45	Form October 2018 to March 2022	15 th Of every succeeding month	Not Paid
Provident Fund	PF	11.95	From November 2018 to August 2019	15 th Of every succeeding month	Not Paid

- (b) According to the information and explanations given to us, there were dues outstanding of income tax, wealth tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues which have not been deposited on account of any dispute.
The disputed dues existed on the date of commencement of CIRP however no claims were filed upon commencement of CIRP hence the liability to pay become untenable.
8. According to the information and explanations given to us, the company defaulted in repayment of dues to banks and the financial institutions on the date of commencement of CIRP. According to the information and explanations given to us, these dues to Banks and financial institutions are settled as per the Resolution Plan approved by Honorable NCLT, Jaipur Vide its order dated 13th October 2021. Further there were no debentures issued during the year or outstanding as at 31st March 2022.
9. The Company has not raised money/fund by way of initial public offer during the reporting period.
- 10 During the year, no fraud by employees or officers of the company has been noticed.
- 11 According to information and explanations given to us, the company has provided managerial remuneration in accordance with Section 197 read with schedule V to the Companies Act, 2013.
- 12 In our opinion the company is not a Nidhi company. Accordingly, Para 3(xii) of the Order is not applicable for the company.

- 13 In our opinion and according to information and explanations given to us, all transaction with the related party are in compliance with section 177 and 188 of Companies Act, 2013 and the details of such transaction have been disclosed in the Financial statement of the company as required by the applicable Accounting Standards.
- 14 According to the information and explanation given to us, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
- 15 According to information and explanation given to us, the company as not entered into non cash transactions with directors or any person connected with him. Thus, paragraph 3(xv) of the Order is not applicable to the company.
- 16 In our opinion, the company is not required to be registered under the section 45IA of Reserve Bank of India Act 1934. Thus, paragraph 3(xvi) of the Order is not applicable to the company

**For Ajay Paliwal & Co.
Chartered Accountants
(FRN: 012345C)**

**CA Ajay Paliwal
Proprietor
Membership No. 403290**

**DATE :30/05/2022
PLACE : UDAIPUR
UDIN: 22403290AJWBKL5265**

Annexure B to Independent Auditor's report of even date on the standalone Ind AS Financial Statements of Bohra Industries Limited

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 Bohra Industries Limited ("the Company") as of 31 March 2022 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's 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 design, 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, and 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 statement, 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 dispositions of the assets of the company;
- (2) provide reasonable assurance that transactions 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 the 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 March 31,2022, 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 Ajay Paliwal & Co.
Chartered Accountants
(FRN:012345C)

CA Ajay Paliwal
Proprietor
Membership No.403290
DATE: 30/05/2022

PLACE: UDAIPUR
UDIN: 22403290AJWBKL5265

Bohra Industries Limited

Bohra Industries Ltd

Udaipur

Statement of Profit & Loss account for period ended on 31st March; 2022

Rs. In Lakhs

PARTICULARS	NOTE	As at 31.03.2022	As at 31.03.2021
CONTINUING OPERATIONS INCOME			
I. Revenue from Operations	22	-00	-00
II. Other Income	23	-00	2.12
III. Total Revenue (I + II)		-00	2.12
IV. Expenses			
Cost of Materials Consumed	24	-00	-00
Increase/(Decrease) in Inventory	25	-00	0.00
Employee Benefit Expense	26	47.23	30.87
Finance Costs	27	-00	0.18
Depreciation and Amortisation Expenses	13	140.85	144.74
Other Expenses	28	89.96	114.38
Total Expenses		278.04	290.17
V. Profit before Exceptional and extraordinary items & taxation (III-IV)		(278.04)	(288.05)
VI. Exceptional Items		-	-
VII. Profit before taxation (V - VI)		(278.04)	(288.05)
VIII. Tax expense			
(1) Current Tax		-00	-00
Less: Mat Credit Entitlement		0.00	-00
Net Current Tax		-00	-00
(2) Deferred Tax		15.98	13.24
IX. Profit/ (Loss) for the year (VII-VIII)		(262.06)	(274.81)
X Earning per equity share:			
(1) Basic		(2.54)	(1.80)
(2) Diluted			

Significant Accounting policies 1

The notes are an integral part of these financial statements. 2

This is the Balance Sheet referred to in our report of even date

For M/s Ajay Paliwal & Co.
Chartered Accountants
(FRN 012345C)

For and On Behalf of the Board of Directors

CA Ajay Paliwal
Proprietor
M. No. 403290
DATE : 30.05.2022
PLACE : Udaipur

Krishna Agarwal
Managing Director
DIN : 09402238

BOHRA INDUSTRIES LIMITED**Udaipur , Rajasthan**

CASH FLOW STATEMENT As at 31st March , 2022

Particulars	(Rs in Lakhs)	
	As at 31.03.2022	As at 31.03.2021
Cash Flow from Operating Activities		
Net Profit / (Loss) Before Tax	5,233.44	(4,013.04)
Adjustment For		
Depreciation	164.71	172.82
Interest and finance charge	512.91	937.10
Gross Interest received form Bank & others	(22.25)	(63.62)
Net Profit / (Loss) on sale / discard of Fixed Assets	-	-
Operating Profit / (Loss) Before Working Capital Changes	5,888.81	(2,966.74)
Adjustment For Working Capital Changes		
Trade & Other Receivables	176.45	1,507.17
Other Current Assets	15.13	(351.07)
Inventories	2,162.68	1,832.35
Trade Payables	(937.73)	(663.20)
Other Current Liabilities & Provisions	93.70	23.80
Other Long Term Provisions	0.40	(0.27)
Long Term Provisions	-	47.02
Cash Generated from Operations	7,399.44	(570.94)
Direct Tax (paid) / received	0.00	0.00
Net Cash from Operating Activities (A)	7,399.44	(570.94)
Cash Flow From Investing Activities		
Purchase / Addition of Fixed Assets	-	(223.06)
Sale of Fixed Assets	64.53	-0.00
Increase / Adjustment in Capital Work in Progress	-	-0.00
Capital Expenditure	-	-0.00
Increase / Decrease in Investment	-	(9.76)
Interest received form Bank & others	22.25	63.62
Advance for Capital Goods	-	-0.00
Cash from / (used in) Investment Activities (B)	86.78	(169.20)
Cash Flow From Financing Activities		
Proceeds from Unsecured Loan (Net)	-	-0.00
Repayment of Bank Borrowings	-	1,353.71
Proceeds from Bank Borrowings (Working Capital)	1,225.27	-0.00
Money received towards Share Capital	-	89.39
Interest and finance charge Paid (Net)	(512.91)	(937.10)
Dividend paid	-	-
Net Cash Receipt / Used in Financing Activities (C)	712.36	506.00
Net increase / (-) decrease in cash & cash equivalents (A) + (B) + (C)	8,198.58	(234.14)
Cash & cash equivalents as on beginning of the year	241.87	476.01
Cash & cash equivalents as on end of year	8,440.45	241.87

The accompanying notes an integral part of the financial statements

As per our report of even date

For Ajay Paliwal
Chartered Accountants
(FRN : 012345C)

Ajay Paliwal
(M.No. 403290)

Date : 30.05.2022

For and On Behalf of the Board of Directors

Sunil Bhandari Hemant Kumar Bohra
Director Chairman & Managing Director
DIN No.-01028404 DIN No.-01128799
Taken on record
Naresh Verma
Resolution Professional

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2022

Note: 1

1. COMPANY OVERVIEW

Bohra Industries Limited (“the company”) is a Public Limited Company incorporated under the provisions of the Companies Act, 1956 (currently undergoing CIRP). The registered office and manufacturing plant of the company are situated in Udaipur, in the state of Rajasthan, India. The company is engaged in production and trading of single super phosphate. The shares of the Company are listed on **NSE EMERGE – SME Platform**.

Note : 2

2. SIGNIFICANT ACCOUNTING POLICIES

a) Basis of preparation of financial statements

- i. The financial statements have been prepared on the basis of the Historical Cost Convention and in accordance with generally accepted accounting principles, provisions and Accounting standard notified under section 133 of the Companies Act, 2013 read with Rule 7 of Companies (Accounts) Rule, 2014.
- ii. The company follows mercantile system of accounting and recognizes income and expenditure on accrual basis unless otherwise stated hereinafter
- iii. All the assets and liabilities have been classified as current or noncurrent as per the Company's normal operating cycle and other criteria set out in Schedule III to the Companies Act, 2013.
- iv. Use of Estimates:
The preparation of the financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amount of assets and liabilities and expenses during the reporting period. Actual results could differ from those estimates. Any revision to accounting estimates is recognized in the period in which such revisions are made.

b) Fixed assets:

- i. Fixed Assets are stated at cost of acquisition including taxes, duties, freight and other incidental expenses related to acquisition and installation of the concerned assets and net off CENVAT
- ii. Advances paid towards the acquisition of fixed assets, outstanding at each balance sheet date are disclosed under long term loans and advances.
- iii. Capital work in progress comprises of cost of Fixed Assets that are not yet ready for their intended use at the reporting date.

c) Depreciation:

The depreciation on fixed assets is provided on straight line method in accordance with schedule II of the Companies Act, 2013 on a pro-rata basis commencing from the month of addition.

d) Revenue Recognition:

- i. Revenue from sale transaction is recognized when property in the goods with all risk and rewards and effective control of goods usually associated with ownership are transferred to buyer at price and are net of returns, trade discount and taxes, it includes subsidy.
- ii. Other income is also accounted on accrual basis.

e) Subsidy Receivables:

Subsidy receivable is accounted on the basis of actual sales and the deductions if any from the same, made by the Certifying Authority, are accounted as and when the same are communicated to the Company.

f) Inventories:

Inventories have been valued as under:

Raw Material	: At cost on FIFO basis.
Finished Goods	: At lower of cost or net realization value
Work in progress	: At cost of material plus conversion cost.
Packing material, stores and Spares	: At cost on FIFO basis.

g) Investments:

Investments are stated at cost less any diminution in their value, which is other than temporary. It includes National Saving certificate which is stated including occurred interest.

h) Borrowing Cost:

Borrowing costs attributable to the acquisition or construction of fixed assets are capitalized as part of cost of the assets, up to the date the asset is put to use. Other Borrowing cost is charged to Statement of Profit & loss in the year in which they are incurred.

i) Taxes of income:

- i. Tax expense consists of both current as well as deferred tax liability. Current tax represents amount of Income tax payable including the tax payable u/s 115JB, if any, in respect of taxable income for the year.
- ii. Minimum alternate tax credit is recognized as an asset only when and to the extent there is convincing evidence that the Company will pay normal Income tax within the specified period.
- iii. Deferred Tax is recognized on timing difference between the accounting income and the taxable income for the year that originates in one period and are capable of reversal in one or more subsequent period. Such Deferred Tax is quantified using the tax rates and laws enacted or subsequently enacted as on Balance sheet date.

j) Earning per share:

The Company reports basic & 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. Diluted 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 as adjusted for the effects of all dilutive potential equity shares, except where the results are anti-dilutive

k) Transaction in foreign currency:

- i. Foreign currency transactions are accounted for at the exchange rates prevailing on the date of such transactions where these are not covered by forward contracts.
- ii. Liabilities in foreign currencies as on the date of balance sheet are converted at the exchange rate prevailing on that date and the difference is recognized

l) Impairment of Assets:

- i. The carrying amount of assets is reviewed at each Balance sheet date if there is any indication of impairment based on internal / external factors.
- ii. If the carrying amount of the asset exceeds its estimated recoverable amount, an impairment loss is recognized in the Statement of Profit & Loss to the extent the carrying amount exceeds recoverable amount.
- iii. Reversal of impairment losses recognized in prior years is recorded when there is an indication that the impairment losses recognized for the assets, no longer exists or have decreased

m) Cash and cash Equivalents:

Cash and cash equivalents comprise cash balances on hand, balance with bank and fixed deposits with maturity period of less than 12 months.

n) Corporate Social Responsibility (“CSR”) expenditure:

No CSR expenditure incurred by the company.

o) Employees benefits:

The company’s obligation towards various employees’ benefits has been recognized as follows:

i) Short term benefits:

All employee benefits payable/ available within twelve months or rendering the services are classified as short term employee’s benefits. Benefits such salaries, wages and bonus, short term compensated leave, etc. are recognized in the Statement of Profit and Loss in the period in which the employee renders the related service.

ii) Post-employment benefits:

Defined contribution plan

The employee’s provident fund scheme and Employee’s state insurance scheme of the company are defined contribution plan. The company’s contribution paid/ payable under the scheme are recognized as an expense in the Statement of Profit and Loss during the year in which the employee renders the related service.

Defines benefits plan

Gratuity is a defined benefit plan, provided in respect of past services based on the actuarial valuation carried out by an independent actuary and corresponding contribution to the fund is expenses in the year such contribution .However co's is paying and enjoying gratuity on actual payment basis and not on valuation basis since 2014.

p) Segment Reporting:

As the Company's business falls with a single business segment, viz "Fertilizer product", the disclosure requirements of Accounting Standards (As-17) on "Segment Reporting," notified by the Companies (Accounting Standards) Rules, 2006 are not applicable.

q) Provisions, Contingent liability and Contingent Assets:

- a) A provision is recognized when there is a present obligation as a result of past event that there is a possibility of an outflow of resources to settle the obligation and in respect of which reliable estimates can be made, Provision is determined based on the best estimate required to settle the obligation at the date of year end. These are reviewed at each year end and adjusted to reflect the best current management estimates.
- b) Contingent liabilities are not provided for in the accounts and are separately shown in the Notes on Accounts.
- c) Contingent Assets are neither recognized nor provided or disclosed in the financial statements.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH; 2022

PARTICULARS	Rs. In Lakhs	
	As at 31.03.2022	As at 31.03.2021
NOTE - 3		
SHARE CAPITAL :		
AUTHORISED SHARE CAPITAL		
20000000 Equity Shares of Rs. 10/- Each	2,000.00	2,000.00
(Previous year 20000000 Equity Shares of Rs. 10 each)	2,000.00	2,000.00
ISSUED, SUBSCRIBED & PAID UP :		
10297152 Equity Shares of Rs. 10/- Each fully paid	1,029.72	1,524.10
TOTAL	1,029.72	1,524.10

(I) Reconciliation of the number of shares outstanding at the beginning and at the end of the reporting period :

PARTICULARS	As at 31th MARCH 2022		As at 31 st March 2021	
	No. of Shares	Amount	No. of Shares	Amount
Outstanding at the beginning of the Year	10297152	102971520.00	15241013.00	1524.10
Add : Issued during the year	0	0.00	0.00	0.00
Outstanding at the end of the Year	10297152	102971520.00	15241013.00	1524.10

(IV) Details of shares held by each shareholder holding more than 5% shares :

PARTICULARS	As at 31th MARCH 2022		As at 31 st March 2021	
	No. of Shares	% of holding	No. of Shares	% of holding
Hemant Kumar Bohra			7599870	49.86
Krishna Agrawal	3800000	36.90	0	0
Mrs Andal Banumalla	2600000	25.25		
Nitesh Vijayvergia	2100000	20.39		
Deepak Vijayvergia	1200000	11.65		
TOTAL	9700000		7599870	

NOTE - 4

RESERVES & SURPLUS

PARTICULARS	Rs. In Lakhs	
	As at 31.03.2022	As at 31.03.2021
Share Premium Account	2402.53	2402.53
Resolution Reserve	5113.61	
Share Capital (Old)	1524.10	
Less : Pre Issue Expenses	0.00	0.00
Net Share Premium Account	9040.24	2402.53
Surplus in Statement of Profit and Loss		
Profit & Loss Account Opening balance	-5388.51	-5113.70
Add : Profit for the year	-262.06	-274.80
Transfer to General Reserve	-5650.56	-5388.51
Net Surplus in statement of profit and loss	3389.68	-2985.98

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH; 2022

NOTE - 5

LONG TERM BORROWINGS

Rs. In Lakhs

PARTICULARS	As at 31.03.2022	As at 31.03.2021
Unsecured Loans :		
From NBFC	0.00	2469.95
From Related Parties	205.00	0.00
TOTAL	205.00	2469.95

NOTE - 6

DEFERRED TAX LIABILITY (NET)

Rs. In Lakhs

PARTICULARS	As at 31.03.2022	As at 31.03.2021
Deferred tax liabilities		
Difference between book balance and tax	37.62	53.61
TOTAL	37.62	53.61

NOTE - 7.

OTHER LONG TERM LIABILITY

Rs. In Lakhs

PARTICULARS	As at 31.03.2022	As at 31.03.2021
Security Deposits	10.00	15.92
Liability for Capital Expenditure	0.00	0.80
TOTAL	10.00	16.72

NOTE - 8

LONG TERM PROVISIONS

Rs. In Lakhs

PARTICULARS	As at 31.03.2022	As at 31.03.2021
Provision for Gratuity	32.03	12.03
TOTAL	32.03	12.03

NOTE - 9

SHORT TERM BORROWINGS

Rs. In Lakhs

PARTICULARS	As at 31.03.2022	As at 31.03.2021
Secured Loans :		
Working Capital Limit (Cash Credit)		
State Bank of India	1421.00	7072.42
TOTAL	1421.00	7072.42

Nature of Securities :

The Loan together with interest, etc are secured on stock of raw materials, stores & spares, stocks in process, finished goods etc.(present & future) lying in their factory premises, godowns, elsewhere and including stock in transit & cash/ credit balance in their loan accounts / Fixed deposits etc.

Exclusive hypothecation charge over company's all present and future Book Debts / Recievables as also clean or documentary bills domestic or export, whether accepted or otherwise and the cheques/drafts/ instruments etc. drawn in favour of the company.

The Stipulated cash margins for LC & BG and the underlying stocks of LC limit.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH; 2022

NOTE - 10

TRADE PAYABLES

Rs. In Lakhs

PARTICULARS	As at 31.03.2022	As at 31.03.2021
Trade Payable	36.41	356.27
Less :-		
(a) Trade Payables having scheduled payment beyond 12 months after	-	-
TOTAL	36.41	356.27

The Company has not received information from vendors regarding their status under the Micro, small and Medium

NOTE -11

OTHER CURRENT LIABILITIES

Rs. In Lakhs

PARTICULARS	As at 31.03.2022	As at 31.03.2021
(a) Current Maturities of Long Term Borrowings		
Secured Loans :		
Unsecured Loans :		
From SBI COC RP	33.52	19.33
From NBFC	0.00	0.00
(b) Interest accrued but not due on Borrowings.	0.00	0.00
(c) Advance from Customer & Dealers	0.00	103.87
(d) Statutory Liabilities	18.70	119.87
(f) Employees Benefits Payable	185.62	151.47
(g) Provision for Auditors Remuneration	1.50	1.50
(h) Other Provision (Power)	0.00	0.00
(i) Board Meeting Fees of Directors	0.00	0.85
TOTAL	239.34	396.89

NOTE - 12

SHORT TERM PROVISIONS

Rs. In Lakhs

PARTICULARS	As at 31.03.2022	As at 31.03.2021
Provision for Income Tax	0.00	267.50
TOTAL	0.00	267.50

NOTE - 14

NON - CURRENT INVESTMENTS

Rs. In Lakhs

PARTICULARS	As at 31.03.2022	As at 31.03.2021
INVESTMENTS :		
National Savings Certificates (Pledged with Sales Tax Departments)	0.00	1.00
Investment in Shares	2.45	2.45
Inter Deposit with Interest	0.00	0.00
TOTAL	2.45	3.45

NOTE - 15

LONG TERM LOANS AND ADVANCES

Rs. In Lakhs

PARTICULARS	As at 31.03.2022	As at 31.03.2021
Unsecured, Considered Good		
Security Deposit with Govt. & others	25.99	37.21
Capital Advances	684.21	1,224.85
TOTAL	710.19	1,262.06

NOTES TO FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31st MARCH, 2022

NOTE "13" FIXED ASSETS

(Rs in Lacs)

Particulars of Asse	Gross Block As at 01-Apr-21	Additions During the year	Sales/Adj. during the Year	Gross Block As at 31-Mar-22	DEPRECIATION					Net Block		
					As at 01-Apr-21	General Reserve Adjustment	During the year	Less:-Dep on Deletion	Total Upto 31-Mar-22	As on 03-Mar-22	As on 31-Mar-21	
TANGIBLE ASSETS												
Land	26.00	0.00	0.00	26.00	0.00	0.00		0.00	0.00	26.00	26.00	
Building - Factory	1246.92	0.00	0.00	1246.92	533.50	0.00	41.48	0.00	574.97	671.94	713.42	
- Others	5.14	0.00	0.00	5.14	5.14	0.00	0.00	0.00	5.14	0.00	0.00	
Plant & Machineries	2247.37	0.00	0.00	2247.37	888.56	0.00	96.28	0.00	984.84	1262.53	1358.81	
D.G Sets	8.01	0.00	0.00	8.01	7.70	0.00	0.13	0.00	7.83	0.18	0.31	
Weigh Bridge	12.98	0.00	0.00	12.98	9.23	0.00	0.39	0.00	9.62	3.37	3.75	
Furniture & Fixtures	19.06	0.00	0.00	19.06	17.51	0.00	0.75	0.00	18.26	0.80	1.55	
Office equipments	53.48	0.00	0.00	53.48	50.73	0.00	1.36	0.00	52.09	1.39	2.75	
Computers	10.74	0.00	0.00	10.74	10.73	0.00	0.01	0.00	10.74	0.00	0.01	
Vehicles	43.95	0.00	0.00	43.95	43.44	0.00	0.46	0.00	43.90	0.05	0.51	
Total (A)	3673.64	0.00	0.00	3673.64	1566.55	0.00	140.86	0.00	1707.41	1966.26	2107.10	
INTANGIBLE ASSE	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	
TOTAL (B)	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	
TOTAL (A) + (B)	3673.64	0.00	0.00	3673.64	1566.55	0.00	140.86	0.00	1707.41	1966.26	2107.10	
Capital Work in Progress												
Plant & Machineries	0.00	22.00	0.00	22.00	0.00	0.00	0.00	0.00	0.00	22.00	0.00	
Buildings	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	
Sub Total:	0.00	22.00	0.00	22.00	0.00	0.00	0.00	0.00	0.00	22.00	0.00	
Grand Total	3673.64	22.00	0.00	3695.63	1566.55	0.00	140.86	0.00	1707.41	1988.25	2107.10	
Previous year:	3673.64	0.00	0.00	3673.64	1421.81	0.00	144.75	0.00	1566.55	2107.11	2251.84	

Notes 1) Building - Others includes tube well.

2) Plant & Machineries includes main plant & machineries, Crane, Electrical Installations, Laboratory Equipments and Bag Packing Machines.

3) D.G.Set includes power distribution of main plant, fuel tank, service tank and cable upto main switch room

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH; 2022

NOTE - 16

OTHER NON CURRENT ASSETS

Rs. In Lakhs

PARTICULARS	As at 31.03.2022	As at 31.03.2021
UNSECURED CONSIDERED GOOD		
(a) Trade Recievable Outstanding for a period exceeding 6 months	-	-
Others	-	-
(b) Price Concession Receivables from GOI	0.00	0.00
(c) Preoperative Expenses (BIVL)	0.00	143.57
TOTAL	0.00	143.57

NOTE - 17

INVENTORIES :

Rs. In Lakhs

PARTICULARS	As at 31.03.2022	As at 31.03.2021
(As taken, valued & certified by the management)		
Raw Materials	20.63	20.63
Coal	3.46	3.46
Packing Material	12.74	12.74
Work in Process	177.11	177.11
Finished Goods	9.92	9.92
Stores, Spares & Tools	25.00	25.00
TOTAL	248.86	248.86

NOTE - 18

TRADE RECEIVABLES

Rs. In Lakhs

PARTICULARS	As at 31.03.2022	As at 31.03.2021
(Unsecured ,considered good)		
(a) Trade Recievable Outstanding for a period exceeding 6 months	1,900.09	3,416.08
Others	0.00	0.00
(b) Price Concession Recievables from GOI	1,120.06	1,120.06
TOTAL	3,020.15	4,536.14

NOTE - 19

CASH & BANK BALANCES AND CASH EQUIVALENTS BALANCES WITH BANKS

Rs. In Lakhs

PARTICULARS	As at 31.03.2022	As at 31.03.2021
Cash in Hand	0.00	0.00
Balances with Scheduled Banks :		
Current account	25.08	12.20
SBI NEW 04082	0.00	
Other Bank Balances		
Fixed deposits for Margin Money*	0.00	0.26
TOTAL	25.08	12.46

*Earmarked against cash collateral Rs 137.00 Lacs and Balance Margin Money for Letter of credit and bank

Guarantee

NOTE - 20

SHORT TERM LOANS AND ADVANCES

Rs. In Lakhs

PARTICULARS	As at 31.03.2022	As at 31.03.2021
(Unsecured ,considered good)		
Loan to Employees	0.00	0.00
Staff -Agst Expenses	0.00	4.49
Balance with Central Goods & Service Tax Department	305.65	362.26
Others	80.11	383.03
Prepaid Insurance and Expenses	0.00	0.00
TOTAL	385.76	749.78

NOTE - 21

OTHER CURRENT ASSETS

Rs. In Lakhs

PARTICULARS	As at 31.03.2022	As at 31.03.2021
(Unsecured, Considered Good)		
Other Receivable/ Recoverable *	20.05	120.08
TOTAL	20.05	120.08

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH; 2022

NOTE - 22

REVENUE FROM OPERATIONS

Rs. In Lakhs

PARTICULARS	As at 31.03.2022	As at 31.03.2021
Turnover	0.00	0.00
Other Operating Revenue	0.00	0.00
TOTAL	0.00	0.00

NOTE - 23

OTHER INCOME

Rs. In Lakhs

PARTICULARS	As at 31.03.2022	As at 31.03.2021
Interest Income		
On Bank Deposits	0.00	0.04
On Security Deposit	0.00	0.00
Others	0.00	2.08
TOTAL	0.00	2.12

NOTE - 24

RAW MATERIALS CONSUMED :

Rs. In Lakhs

PARTICULARS	As at 31.03.2022	As at 31.03.2021
Inventory at the beginning of the year	20.63	20.63
Add : Purchase Cost	0.00	0.00
	20.63	20.63
Less: Inventory at the end of the year	20.63	20.63
Cost of Material Consumed	0.00	0.00

NOTE - 25

CHANGES IN INVENTORIES OF FINISHED GOODS AND WORK IN PROGRESS

Rs. In Lakhs

PARTICULARS	As at 31.03.2022	As at 31.03.2021
Opening Stock		
- Finished Goods	9.92	9.92
- Work in Process	177.11	177.11
	187.03	187.03
Less : Closing Stocks		
- Finished Goods	9.92	9.92
- Work in Process	177.11	177.11
	187.03	187.03
TOTAL	0.00	0.00

NOTE - 26

EMPLOYEE BENEFITS EXPENSE

Rs. In Lakhs

PARTICULARS	As at 31.03.2022	As at 31.03.2021
Salary & Wages	27.00	30.67
ESIC Contribution	0.22	0.20
Contribution To P.F.	0.00	0.00
Labour & Staff Welfare	0.00	0.00
Gratuity	20.00	
Security Expenses	0.00	0.00
TOTAL	47.23	30.87

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH; 2022

NOTE - 27

FINANCIAL COSTS

Rs. In Lakhs

PARTICULARS	As at 31.03.2022	As at 31.03.2021
(A) INTEREST EXPENSES:		
Interest paid to Bank		
Working Capital Loan	0.00	0.00
(B) INTEREST PAID TO OTHERS		
Term Loan to NBFC & Bank	0.00	0.00
Vehicle Loan	0.00	0.00
Others	0.00	0.00
(C) Other Borrowing Cost		
Bank Charges & Commission	0.00	0.18
TOTAL	0.00	0.18

NOTE - 28

OTHER EXPENSES

Rs. In Lakhs

PARTICULARS	As at 31.03.2022	As at 31.03.2021
a) Manufacturing Expenses		
Power & Fuel (Coal)		
Opening Stock	3.46	3.46
Add : Purchases during the year	0.00	0.00
	3.46	3.46
Less : Closing Stocks	3.46	3.46
	(I) 0.00	0.00
Stores, Spares & Tools Consumed		
Opening Stock	25.00	25.00
Add : Purchases during the year	0.00	0.00
	25.00	25.00
Less : Closing Stocks	25.00	25.00
	(II) 0.00	0.00
Laboratory Expenses	0.00	0.00
Repari & Manitenance :- Plant & Machinery	0.00	0.00
Insurance : - Plant & Machinery and Stock	0.00	0.00
Total (a)	0.00	0.00
b) Administrative and Other Expenses		
Audit Fees	0.00	0.00
Postage & Courier	0.00	0.00
Telecommunication	0.00	0.00
Printing & Stationery	0.00	0.00
Conveyance	0.00	0.00
Legal & Professional	0.00	0.00
Travelling :		
Directors	0.00	0.00
Others	0.00	0.00
	0.00	0.00
Rent, Rates & Others	0.00	0.00
Insurance - Vehicles	0.00	0.00
Rep. & Maintenance :		
General	0.00	0.00
Vehicles	0.00	0.00
	0.00	0.00
Miscellaneous Expenses	89.96	114.38
Total (b)	89.96	114.38

c) Selling & Distribution Expenses		
Packing material consumed:		
Inventory at the beginning of the year	12.74	12.74
Add : Purchase during the year	0.00	0.00
	12.74	12.74
Less: Inventory at the end of the year	12.74	12.74
	0.00	0.00
Business Promotion	0.00	0.00
Advertisement Expenses	0.00	0.00
Rebate, discounts	0.00	0.00
Transportation Charges	0.00	0.00
Total (c)	0.00	0.00
Total (a+b+c)	89.96	114.38

NOTE- 29

Related party transactions:

i) Related parties

Enterprises owned or significantly influenced by key management personnel or relatives

Name of the Party

1. Bohra Agrifilms Pvt. Ltd.
2. Bohra Pratisthan Pvt. Ltd.
3. Bohra Infra Agro Ltd.

Particulars	As at 31-03-2022	31-03-2021
Bohra Agrifilms Pvt. Ltd. :- Short term advance		
Paid during the year 0.00		
Received during the year 0.00		
Balance	0.00	0.00
Bohra Pratisthan Pvt. Ltd. :- Short term advance		
Paid during the year 0.00		
Received during the year 0.00		
Balance	0.00	180.38
Bohra Infra AgroLtd :- Short term advance		
Paid during the year 00.00		
Balance	21.05	21.05

Particulars

Name of the party

Key management personnel

ii) Transaction during the year

(Rs. In Lakhs)

S.No.	Nature of transactions	As at 31-03-2022	As at 31-03-2021
1.	Unsecured loan taken/payment Mrs Andal Bonuwalla Mr Nitesh Vijayvergia	150.00 55.00	

2.	Remuneration		
	Mr. Hemant Kumar Bohra	14.48	27.00
	Mr. Sunil Bhandari	0.00	4.8
3.	Mr.Hemant Kumar Bohra		
	Received/Adjusted during the year		
	(a)For Expenses	0	
	Total	0	
	Paid during the year	0	
	Balance	4.70	4.70

NOTE- 30

Contingent Liabilities:

Bank Guarantees and letter of credit

(Rs. In Lakhs)

Particulars	As at 31-03-2022	As at 31-03-2021
Bank Guarantees	0.00	3.50
Letter of Credit/ Buyer credit opened with bank	0.00	0.00

NOTE- 31

Auditor's remuneration:

(Rs. In Lakhs)

Particulars	As at 31-03-2022	As at 31-03-2021
Statutory audit	0.75	0.50
Tax audit	0.25	0.25
Certification	0.50	0.35

NOTE- 32

Earning per share:

(Rs. In Lakhs)

Particulars	As at 31-03-2022	As at 31-03-2021
Profit after tax as per Statement of Profit and Loss (A)	0.00	0.00
No. of shares used for calculating basic and diluted earning per share (B)	102.97	152.41

NOTE – 33

Consumption Pattern – Raw Materials and Stores & Spares

(Rs. In Lakhs)

Particulars	2021-22	% age	2020-21	% age
Raw Materials				
Imported	0.00	0.00	0.00	0.00
Indigenous	0.00	0.00	0.00	0.00
Total	0.00	0.00	0.00	0.00
Stores & Spares				
Imported	0.00	0.00	0.00	0.00
Indigenous	0.00	0.00	0.00	0.00
Total	0.00	0.00	0.00	0.00

NOTE -34**CIF Value of Imports– Raw Materials**

(Rs. In Lakhs)

Particulars	As on 31-03-2022	As on 31-03-2021
Rock Phosphate	0.00	0.00

NOTE – 35**Expenditure in Foreign Currency**

(Rs. In Lakhs)

Particulars	As on 31-03-2022	As on 31-03-2021
Expenditure	0.00	0.00

NOTE -36**Managerial Remuneration:**

(Rs. In Lakhs)

Particulars	As on 31-03-2022	As on 31-03-2021
Payment to the Managing director Salaries and allowances	14.48	27.00
Payments to whole time director Salaries and allowances	0.00	4.80

NOTE -37**Employee's Benefits:**

(Rs. In Lakhs)

Defined Contribution Plan	As on 31-03-2022	As on 31-03-2021
Contribution to Provident Fund	0.33	0.37
Contribution to ESIC	0.22	0.20
Medical Insurance	0.00	0.00

NOTE – 38

- Previous year figures have been regrouped and reclassified wherever necessary to confirm with Current years Classification.
- The company has not received information from vendors regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006 and, hence, disclosure relating to amounts unpaid as at the yearend together with interest paid/ payable under this Act has not been given.
- Balance of Secured Loans, Unsecured Loans, Sundry Creditors, Sundry Debtors and Loans and Advances are subject to confirmation

As per our Audit Report of even date:

For Ajay Paliwal & Co.
Chartered Accountants
FRN: 012345C

Mr. Krishna Agrawal
DIN 09402238
(Managing Director)

CA Ajay Paliwal

Proprietor

M.No 403290

Place : Udaipur

Dated: 30.05.2022

UDIN: 22403290AJWBKL5265