

Bohra Industries Limited

28th Annual Report

2023-24

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

CIN: L24117RJ1996PLC012912

Email Id: bil@bohraindustries.com **Contact No.:** 0294-2429513

BOHRA INDUSTRIES LIMITED

CIN: L24117RJ1996PLC012912

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

Email id: bil@bohraindustries.com, Phone: +91-294-2429513; Fax: +91-294-2429515

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

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE 28TH (TWENTY EIGHT) ANNUAL GENERAL MEETING OF MEMBERS OF BOHRA INDUSTRIES LIMITED WILL BE HELD ON TUESDAY, 31ST DECEMBER, 2024 AT 01:00 P.M. THROUGH VIDEO CONFERENCING (VC)/ OTHER AUDIO VISUAL MEANS (OAVM) TO TRANSACT THE FOLLOWING BUSINESS:-

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements for the financial year ended 31st March, 2024 and the report of the Board of Directors and Auditors thereon.

SPECIAL BUSINESS:

2. To Regularize appointment of Ms. Mascarenhas Anita (DIN: 01189484) as an Independent Director of company.

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

“**RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (the Act) and the Companies (Appointment and Qualifications of Directors) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’), on the recommendation of the Nomination & Remuneration Committee and Board of Directors for appointment of Ms. Mascarenhas Anita (DIN: 01189484), who was appointed as an Additional Independent Director of the Company by the Board of Directors effective from 2nd December, 2024, whose term of office expires at this Annual General Meeting (‘AGM’) and who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (Five) consecutive years commencing from 02nd December, 2024.”

“**RESOLVED FURTHER THAT** Mr. Krishna Agarwal, Managing Director (DIN: 09402238) be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

3. To Regularize appointment of Mr. Mahesh Kumar Hada (DIN: 10778619) as an Independent Director of company.

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

“**RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (the Act) and the Companies

(Appointment and Qualifications of Directors) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), on the recommendation of the Nomination & Remuneration Committee and Board of Directors for appointment of Mr. Mahesh Kumar Hada (DIN:10778619) who was appointed as an Additional Independent Director of the Company by the Board of Directors effective from 2nd December, 2024, whose term of office expires at this Annual General Meeting ('AGM') and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (Five) consecutive years commencing from 02nd December, 2024."

"RESOLVED FURTHER THAT Mr. Krishna Agarwal, Managing Director (DIN: 09402238) be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

4. To Regularize appointment of Mr. Shankar Balachandran (DIN: 10850023) as an Independent Director of company.

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

"RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (the Act) and the Companies (Appointment and Qualifications of Directors) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), on the recommendation of the Nomination & Remuneration Committee and Board of Directors for appointment of Mr. Shankar Balachandran (DIN: 10850023) who was appointed as an Additional Independent Director of the Company by the Board of Directors effective from 2nd December, 2024, whose term of office expires at this Annual General Meeting ('AGM') and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (Five) consecutive years commencing from 02nd December, 2024."

"RESOLVED FURTHER THAT Mr. Krishna Agarwal, Managing Director (DIN: 09402238) be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution".

5. To re-appoint Ms. Kalpana Mehta (DIN: 05215041) as an Independent Director of the Company for the term of three consecutive years.

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

"RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (the Act) and the Companies (Appointment and Qualifications of Directors) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

(‘Listing Regulations’), on the recommendation of the Nomination & Remuneration Committee and Board of Directors for appointment of Ms. Kalpana Mehta (DIN: 05215041), whose term of office expires on 26th December, 2024 and who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 3 (Three) consecutive years commencing from ensuing annual general meeting.”

“RESOLVED FURTHER THAT Mr. Krishna Agarwal, Managing Director (DIN: 09402238) be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

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

**Sd/-
Krishna Agarwal
DIN: 09402238
Managing Director**

**Place: Udaipur
Date: 09/12/2024**

NOTES:

1. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 (“Act”), setting out all material facts relating to the relevant items of business of this Notice is annexed herewith and the same should be taken as part of this Notice. Further, as required under Regulation 36(3) of the Securities and Exchange Board of India (“SEBI”) (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as the “SEBI Listing Regulations”) and the provisions of the Secretarial Standard 2 on General Meetings issued by The Institute of Company Secretaries of India (“SS-2 on General Meetings”), a brief profile of the Directors proposed to be re-appointed is set out in the Explanatory Statement to this Notice.
2. The Registrar of Companies, Jaipur, Rajasthan vide its approval letter dated December 06, 2024, has accorded its approval to the Company under Section 96 of the Companies Act, 2013 allowing the Company to conduct its Annual General Meeting for the Financial Year ended on March 31, 2024 on or before December 31, 2024 i.e. an extension of one (1) months to hold the Annual General Meeting.
3. Pursuant to the relevant MCA circulars, the facility for members to appoint proxy to attend and cast vote is not available for this AGM since physical presence at a common venue is not required. Hence, the proxy form, attendance slip and route map are not annexed to this notice.
4. 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.
5. Pursuant to the General Circular Nos. 20/2020 dated May 5, 2020, read with General Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020, General Circular No. 02/2021 dated January 13, 2021, General Circular No. 02/2022 dated May 5, 2022, General Circular No. 10/2022 dated December 28, 2022 and General Circular No. 09/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs (MCA), applicable provisions of the Act and the rules made thereunder and in accordance with the Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January 2021 and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, SEBI/ HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 and Circular No. SEBI/ HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023, issued by the SEBI (collectively referred to as “Applicable Circulars”, companies are allowed to hold AGM through VC, without the physical presence of members at a common venue. Hence, in compliance with the Circulars, the AGM of the Company is being held through VC/OAVM.
6. 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 Bigshare Services Private Limited 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 Bigshare Services Private Limited.
7. 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 Bigshare Services Private Limited (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. <https://ivote.bigshareonline.com>.

However, a member may also demand hard copies of the same via. Writing us at bil@bohraidustries.com

8. 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.
9. Register of Directors and key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 and Register of Contract or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection in Electronic Mode.
10. Dispatch of Annual Report and Notice of AGM through electronic mode:

In accordance with, the above referred circulars, the electronic copies of the Annual Report for financial year 2023-24 and the Notice of this AGM inter-alia are being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company or the Depository Participant(s) as on December 9, 2024.

The Annual Report of the Company for the Financial Year 2023-24, circulated to the members of the Company, is also uploaded on the Company's website <http://www.bohraidustries.com/>.

11. 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.
12. 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.
13. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under section 103 of the Companies Act, 2013.
14. Members are requested to write to the Company, their query(ies), if any, on the Accounts and operations of the Company at its registered office at least ten days prior to the date of meeting to enable the management to keep the information ready at the meeting.
15. 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.
16. 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.

17. 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.
18. Members who hold shares in physical form in multiple folios in identical name or joint holding in the same order of names are requested to send their share certificates to our RTA for consolidation into a single folio.
19. 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.
20. As per the green initiative of Ministry of Corporate Affairs (MCA), members are requested to provide their e-mail addresses to the Registrar & Share Transfer Agent of the Company namely M/s Bigshare Services Private Limited, in order to receive the various Notices and other Notifications from the Company in electronic form.
21. Mr. Surya Prakash Moud (ICSI Membership No. F12943), proprietor of M/s. S P Moud & Associates, Practicing Company Secretaries (Unique S2023RJ906400) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner

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

- i. The voting period begins on 10:00 AM (IST) on 28th December, 2024 and shall end on 30th December, 2024 at 5:00 PM (IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Monday, 23rd December, 2024 may cast their vote electronically. The e-voting module shall be disabled by Bigshare for voting thereafter.
- ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- iii. 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.

- iv. 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.
1. Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode** 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 is https://web.cdslindia.com/myeasitoken/home/login or visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. 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,

	<p>the user will be able to see e-Voting page of BIGSHARE the e-Voting service provider and you will be re-directed to i-Vote website for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. BIGSHARE, so that the user can visit the e-Voting service providers' website directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link 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. Click on BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-voting period.</p>
Individual Shareholders holding securities in demat mode with NSDL	<p>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 BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>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> <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</p>

	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 BIGSHARE and you will be redirected to i-Vote website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	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.

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 toll free No. 1800 22 55 33.
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.com or call at 022-48867000.

2. Login method for e-Voting for shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
- Click on “**LOGIN**” button under the ‘**INVESTOR LOGIN**’ section to Login on E-Voting Platform.
- Please enter you ‘**USER ID**’ (User id description is given below) and ‘**PASSWORD**’ which is shared separately on you register email id.
 - Shareholders holding shares in **CDSL demat account should enter 16 Digit Beneficiary ID** as user id.
 - Shareholders holding shares in **NSDL demat account should enter 8 Character DP ID followed by 8 Digit Client ID** as user id.
 - Shareholders holding shares in **physical form should enter Event No + Folio Number** registered with the Company as user id.

Note If you have not received any user id or password please email from your registered email id or contact i-vote helpdesk team. (Email id and contact number are mentioned in helpdesk section).

- Click on **I AM NOT A ROBOT (CAPTCHA)** option and login.

NOTE: If Shareholders are holding shares in demat form and have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on '**LOGIN**' under '**INVESTOR LOGIN**' tab and then Click on '**Forgot your password?**'
- Enter "**User ID**" and "**Registered email ID**" Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on '**Reset**'.

(In case a shareholder is having valid email address, Password will be sent to his / her registered e-mail address).

Voting method for shareholders on i-Vote E-voting portal:

- After successful login, **Bigshare E-voting system** page will appear.
- Click on "**VIEW EVENT DETAILS (CURRENT)**" under '**EVENTS**' option on investor portal.
- Select event for which you are desire to vote under the dropdown option.
- Click on "**VOTE NOW**" option which is appearing on the right hand side top corner of the page.
- Cast your vote by selecting an appropriate option "**INFAVOUR**", "**NOT IN FAVOUR**" or "**ABSTAIN**" and click on "**SUBMIT VOTE**". A confirmation box will be displayed. Click "**OK**" to confirm, else "**CANCEL**" to modify. Once you confirm, you will not be allowed to modify your vote.
- Once you confirm the vote you will receive confirmation message on display screen and also you will receive an email on your registered email id. During the voting period, members can login any number of times till they have voted on the resolution(s). Once vote on a resolution is casted, it cannot be changed subsequently.
- Shareholder can "**CHANGE PASSWORD**" or "**VIEW/UPDATE PROFILE**" under "**PROFILE**" option on investor portal.

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3. Custodian registration process for i-Vote E-Voting Website:

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
- Click on "**REGISTER**" under "**CUSTODIAN LOGIN**", to register yourself on Bigshare i-Vote e-Voting Platform.
- Enter all required details and submit.
- After Successful registration, message will be displayed with "**User id and password will be sent via email on your registered email id**".

NOTE: If Custodian have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on '**LOGIN**' under '**CUSTODIAN LOGIN**' tab and further Click on '**Forgot your password?**'
- Enter "**User ID**" and "**Registered email ID**" Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on '**RESET**'.

(In case a custodian is having valid email address, Password will be sent to his / her registered e-mail address).

Voting method for Custodian on i-Vote E-voting portal:

- After successful login, **Bigshare E-voting system** page will appear.

Investor Mapping:

- First you need to map the investor with your user ID under “**DOCUMENTS**” option on custodian portal.
 - Click on “**DOCUMENT TYPE**” dropdown option and select document type power of attorney (POA).
 - Click on upload document “**CHOOSE FILE**” and upload power of attorney (POA) or board resolution for respective investor and click on “**UPLOAD**”.

Note: The power of attorney (POA) or board resolution has to be named as the “**InvestorID.pdf**” (Mention Demat account number as Investor ID.)

- Your investor is now mapped and you can check the file status on display.

Investor vote File Upload:

- To cast your vote select “**VOTE FILE UPLOAD**” option from left hand side menu on custodian portal.
- Select the Event under dropdown option.
- Download sample voting file and enter relevant details as required and upload the same file under upload document option by clicking on “**UPLOAD**”. Confirmation message will be displayed on the screen and also you can check the file status on display (Once vote on a resolution is casted, it cannot be changed subsequently).
- Custodian can “**CHANGE PASSWORD**” or “**VIEW/UPDATE PROFILE**” under “**PROFILE**” option on custodian portal.

Helpdesk for queries regarding e-voting:

Login type	Helpdesk details
Shareholder’s other than individual shareholders holding shares in Demat mode & Physical mode.	In case shareholders/ investor have any queries regarding E-voting, you may refer the Frequently Asked Questions (‘FAQs’) and i-Vote e-Voting module available at https://ivote.bigshareonline.com under download section or you can email us to ivote@bigshareonline.com or call us at: 1800 22 54 22, 022-62638338

4. Procedure for joining the AGM/EGM through VC/ OAVM:

For shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:

- The Members may attend the AGM through VC/ OAVM at <https://ivote.bigshareonline.com> under Investor login by using the e-voting credentials (i.e., User ID and Password).
- After successful login, **Bigshare E-voting system** page will appear.
- Click on “**VIEW EVENT DETAILS (CURRENT)**” under ‘**EVENTS**’ option on investor portal.
- Select event for which you are desire to attend the AGM/EGM under the dropdown option.
- For joining virtual meeting, you need to click on “**VC/OAVM**” link placed beside of “**VIDEO CONFERENCE LINK**” option.
- Members attending the AGM/EGM through VC/ OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

The instructions for Members for e-voting on the day of the AGM/EGM are as under:-

- The Members can join the AGM/EGM in the VC/ OAVM mode 15 minutes before the scheduled time of the commencement of the meeting. The procedure for e-voting on the day of the AGM/EGM is same as the instructions mentioned above for remote e-voting.
- Only those members/shareholders, who will be present in the AGM/EGM 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 in the AGM/EGM.

- Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the AGM/EGM.

Helpdesk for queries regarding virtual meeting:

In case shareholders/ investor have any queries regarding virtual meeting, you may refer the Frequently Asked Questions ('FAQs') available at <https://ivote.bigshareonline.com>, under download section or you can email us to ivote@bigshareonline.com or call us at: 1800 22 54 22, 022-62638338

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013**Item No-2:**

The Board of Directors of the Company had appointed Ms. Mascarenhas Anita (DIN: 01189484) as an Independent, Additional Director of the Company for a term of 5(Five) years, which is effective from December 2, 2024.

Ms. Mascarenhas Anita (DIN: 01189484) has given a declaration to the Board that she meets the criteria of independence as provided under Section 149 (6) of the Act. In the opinion of the Board, Ms. Mascarenhas Anita fulfills the conditions specified in the Act and the Rules made there under for appointment as an Independent Directors and he is an independent of the management.

Other details of Director seeking appointment at the forthcoming Annual General Meeting Information as required under Clause 1.2.5 of the Secretarial Standard on General Meetings (SS-2) is given hereunder

Sr. No.	Nature of Information	Particulars
1.	Name and DIN	Ms. Mascarenhas Anita (DIN: 01189484)
2.	Date of Birth	13/12/1971
3.	Age	53
4.	Brief Resume including experience	She has completed her B.Arch (Bachelor of Architecture) and Master of Architecture (M. ARCH) and currently doing PHD in architecture.
5.	Date of first appointment	02/12/2024
6.	Remuneration Last Drawn	NIL
7.	Qualification	Graduate
8.	Nature of expertise in specific functional area	Architecture
9.	Relationship with other Directors, Managers and other Key Managerial Personnel of the company	NIL
10.	Shareholding in the Company	NIL
11.	Directorship in other Companies	01
12.	Chairmanship / Membership of Committee of Board of Directors of other Companies	NIL
13.	No. of board meetings attended during the year 2023-24	NIL
14.	Terms and conditions of appointment or re-appointment	As per permissible limits of Schedule V of the Companies Act, 2013
15.	Remuneration sought to be paid	As per permissible limits of Schedule V of the Companies Act, 2013

Therefore, approval of the shareholders is sought by way of Special resolution for the appointment of Ms. Mascarenhas Anita as an Independent Director of the Company for a period of 5 years commencing from December 02, 2024.

None of other Director, Key Managerial Personnel or their respective relatives are concerned or interested in the Resolutions mentioned at items no. 2, except for Ms. Mascarenhas Anita

Item No-3:

The Board of Directors of the Company had appointed Mr. Mahesh Kumar Hada (DIN: 10778619) as an Independent, Additional Director of the Company for a term of 5(Five) years, which is effective from December 2, 2024.

Mr. Mahesh Kumar Hada (DIN: 10778619) has given a declaration to the Board that she meets the criteria of independence as provided under Section 149 (6) of the Act. In the opinion of the Board, Mr. Mahesh Kumar Hada fulfills the conditions specified in the Act and the Rules made there under for appointment as an Independent Directors and he is an independent of the management.

Other details of Director seeking appointment at the forthcoming Annual General Meeting Information as required under Clause 1.2.5 of the Secretarial Standard on General Meetings (SS-2) is given hereunder

Sr. No.	Nature of Information	Particulars
1.	Name and DIN	Mr. Mahesh Kumar Hada (DIN: 10778619)
2.	Date of Birth	10/01/1965
3.	Age	59
4.	Brief Resume including experience	He has completed his Ph.D. (Mechanical) from University of Pune in 2008., MBA from IGNOU in 2002, M.Tech. (Modeling & Simulation) from University of Pune in 1996, B.E.(Mechanical) from University of Jodhpur, 1988. He has also completed International Executive Diploma in Project Management from The George Washington University, 2018.
5.	Date of first appointment	02/12/2024
6.	Remuneration Last Drawn	NIL
7.	Qualification	Graduate
8.	Nature of expertise in specific functional area	Mechanical
9.	Relationship with other Directors, Managers and other Key Managerial Personnel of the company	NIL
10.	Shareholding in the Company	NIL
11.	Directorship in other Companies	NIL
12.	Chairmanship / Membership of Committee of Board of Directors of other Companies	NIL
13.	No. of board meetings attended during the year 2023-24	NIL
14.	Terms and conditions of appointment or re-appointment	As per permissible limits of Schedule V of the Companies Act, 2013
15.	Remuneration sought to be paid	As per permissible limits of Schedule V of the Companies Act, 2013

Therefore, approval of the shareholders is sought by way of Special resolution for the appointment of Mr. Mahesh Kumar Hada as an Independent Director of the Company for a period of 5 years commencing from December 02, 2024.

None of other Director, Key Managerial Personnel or their respective relatives are concerned or interested in the Resolutions mentioned at items no. 3, except for Mr. Mahesh Kumar Hada

Item No.4:

The Board of Directors of the Company had appointed Mr. Shankar Balachandran (DIN: 10850023) as an Independent, Additional Director of the Company for a term of 5(Five) years, which is effective from December 2, 2024.

Mr. Shankar Balachandran (DIN: 10850023) has given a declaration to the Board that she meets the criteria of independence as provided under Section 149 (6) of the Act. In the opinion of the Board, Mr. Shankar Balachandran (DIN: 10850023) fulfills the conditions specified in the Act and the Rules made there under for appointment as an Independent Directors and he is an independent of the management. Other details of Director seeking appointment at the forthcoming Annual General Meeting Information as required under Clause 1.2.5 of the Secretarial Standard on General Meetings (SS-2) is given hereunder

Sr. No.	Nature of Information	Particulars
1.	Name	Mr. Shankar Balachandran (DIN: 10850023)
2.	Date of Birth	10/01/1965
3.	Age	59
4.	Brief Resume including experience	He has completed his Bachelor of Science and Master of Arts (MA) and currently doing PHD and having knowledge of finance and commerce.
5.	Date of first appointment	01/06/1964
6.	Remuneration Last Drawn	NIL
7.	Qualification	Graduate
8.	Nature of expertise in specific functional area	finance
9.	Relationship with other Directors, Managers and other Key Managerial Personnel of the company	NIL
10.	Shareholding in the Company	NIL
11.	Directorship in other Companies	NIL
12.	Chairmanship / Membership of Committee of Board of Directors of other Companies	NIL
13.	No. of board meetings attended during the year 2023-24	NIL
14.	Terms and conditions of appointment or re-appointment	As per permissible limits of Schedule V of the Companies Act, 2013
15.	Remuneration sought to be paid	As per permissible limits of Schedule V of the Companies Act, 2013

Therefore, approval of the shareholders is sought by way of Special resolution for the appointment of Mr. Shankar Balachandran as an Independent Director of the Company for a period of 5 years commencing from December 02, 2024.

None of other Director, Key Managerial Personnel or their respective relatives are concerned or interested in the Resolutions mentioned at items no. 4, except for Mr. Shankar Balachandran

Item No-5:

The members of the Company had appointed Ms. Kalpana Mehta (DIN:05215041) as an Independent Director of the Company from. She will complete his present term on 26th December, 2024 and is eligible for re-appointment for one more term. The Nomination and Remuneration Committee and the Board of Directors on the basis of performance of Directors, has recommended re-appointment of Ms. Kalpana Mehta for a term of 3 consecutive years on the Board of the Company. The Nomination and Remuneration Committee and the Board while recommending the reappointment of Ms. Kalpana Mehta, had considered various factors, viz., the number of Board/ Committee meetings attended, knowledge & experience, skills, professional qualification, integrity, adherence to ethical standards, participation in deliberations, time devoted, independent judgments etc. Her performance was evaluated as “surpasses expectation” by the Board. The Company has also received notice from a Member, under Section 160 of the Act, proposing the reappointment of Ms. Kalpana Mehta as an Independent Director of the Company.

Accordingly, it is proposed to re-appoint Ms. Kalpana Mehta as an Independent Director for a term of 3 consecutive years commencing from the conclusion of 28th AGM till the conclusion of 31st AGM to be held in year 2028.

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 an Independent Director and has also confirmed that she has not been debarred by SEBI from accessing the capital market as well as from holding the office of Director pursuant to any SEBI/MCA order or any other such authority.

The Company has also received a declaration from Ms. Kalpana Mehta to the effect that she meets the criteria of independence as prescribed under Section 149(6) of the Act, read with Rules framed thereunder and Regulation 16 of the Listing Regulations.

Ms. Kalpana Mehta is not related to any Director or Key Managerial Personnel of the Company in any way and in the opinion of the Board of Directors, she is independent of management. A copy of the letter of re-appointment, setting out terms and conditions of his re-appointment, is available for inspection in the manner as stated in the notes of this notice. Other details in respect of appointment of Ms. Kalpana Mehta, in terms of Regulation 36(3) of Listing Regulations, the Act, and Secretarial Standards on General Meetings is annexed to this notice. Except Ms. Kalpana Mehta, being an appointee and her relatives, none of the Directors, Key Managerial Personnel of the Company or their relatives are in any way, concerned or interested, in the resolution set out at item no. 5 of the notice.

The Board considers that the re-appointment of Ms. Kalpana Mehta would be of immense benefit to the Company and thus recommends the Special Resolution as set out at item no. 5 for approval of shareholders of the Company.

Sr. No.	Nature of Information	Particulars
1.	Name and DIN	Ms. Kalpana Mehta (DIN:05215041)
2.	Date of Birth	12/12/1977
3.	Age	47
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.
5.	Date of first appointment	27/12/2021
6.	Remuneration Last Drawn	NIL
7.	Qualification	C.A.
8.	Nature of expertise in specific functional area	Finance
9.	Relationship with other Directors, Managers and other Key Managerial Personnel of the company	NIL
10.	Shareholding in the Company	Nil

11.	Directorship in other Companies	14
12.	Chairmanship / Membership of Committee of Board of Directors of other Companies	NIL
13.	No. of board meetings attended during the year 2023-24	6
14.	Terms and conditions of appointment or re-appointment	As per permissible limits of Schedule V of the Companies Act, 2013
15	Remuneration sought to be paid	As per permissible limits of Schedule V of the Companies Act, 2013

BOHRA INDUSTRIES LIMITED

CIN: L24117RJ1996PLC012912

Registered Office: 301, Anand Plaza, University Road, Udaipur, Rajasthan 313001
 Email id: bil@bohraindustries.com, Phone: +91-294-2429513; Fax: +91-294-2429515
 Website: <http://www.bohraindustries.com>

DIRECTOR'S REPORT

To
The Members,
Bohra Industries Limited

Your Directors' are pleased to present the 28th Annual Report of the Company together with the Audited Financial Statements for the financial year ended March 31, 2024.

1. FINANCIAL SUMMARY

<u>Particulars</u>	<u>(Amount in Lakhs)</u>	
	<u>2023-24</u>	<u>2022-23</u>
Total Revenue	-	-
Total Expenditure	142.82	175.42
Profit / (Loss) Before Depreciation and Tax (PBDT)	(142.82)	(175.42)
Less: Depreciation	135.93	137.98
Profit / (loss) before Tax	(278.75)	(313.40)
Prior Period Items	0	0
Less: Provisions for Taxation Including Deferred Tax	21.03	19.51
Profit / (Loss) After Tax (PAT)	(257.72)	(293.89)

2. FINANCIAL SUMMARY AND STATE OF COMPANY'S AFFAIRS

During the period under review, the company was not under operation and hence the total revenue earned is NIL as same as previous year. Net loss for the current year is Rs. 257.72 lakhs as compared to Net Loss of Rs. 293.89 lakhs in previous year.

3. TRANSFER TO RESERVE

No amount is proposed to be transfer to General Reserves in the Financial Year 2023-24.

4. DIVIDEND

No Dividend was recommended by the Board of Directors due to losses during the financial year 2023-24. (Previous year was also Nil).

5. 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

There are no material changes or commitments affecting the financial position or business activities of the Company between the end of the Financial Year and the date of this Board's Report.

6. CHANGE IN NATURE OF BUSINESS

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

7. 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.

8. CHANGES IN DIRECTORS & KEY MANAGERIAL PERSONALS (KMP):

During the financial year 2023-24:-

1. Mr. Raghuvver Singh Rathore (DIN: 08626195) resigned from office on 05th June, 2023, who was appointed as whole-time director of the company w.e.f 16th August, 2022.
2. Ms. Payal Jain (DIN: 09458207) resigned from office on 22nd June 2023, who was appointed as independent director of the company w.e.f 05th January, 2022.
3. Mr. Mahendra Singh Kothari (DIN: 08626203) resigned from office on 12th August 2023, who was appointed as whole-time director of the company w.e.f 16th August 2022.

9. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS:

There are no significant and material orders passed by regulators/ courts that would impact the going concern status of the Company and its future operations.

10. SHARE CAPITAL:

During the year under review, no changes in the share capital of the Company.

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.

Issued and Paid-up Share Capital

Total Issued and Paid-up share capital of your Company is Rs. 14,29,71,520 divided into 1,42,97,152 equity shares of Rs. 10/- each fully paid-up.

The Company has not issued any equity share rights, Sweat Equity Shares or Bonus shares.

11. DISCLOSURES REGARDING ESOPs:

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

12. INTERNAL FINANCIAL CONTROL AND ADEQUACY

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/>

13. COMPANY'S POLICY ON SELECTION OF DIRECTORS AND DETERMINING DIRECTORS' INDEPENDENCE AND REMUNERATION:

The Company has a Nomination and Remuneration Committee (NRC) and the Composition of Committee and the Scope of the Committee are set out in the Corporate Governance Report forming part of this Annual Report.

The Company's Policy for selection and appointment of Directors and their remuneration is based on its NRC policy which, inter alia, deals with the manner of selection of the Board of Directors and such other matters as provided under section 178(3) of the Act and SEBI Listing Regulations.

The shareholders may refer the Company's website for the detailed Nomination & Remuneration Policy of the Company on the appointment and remuneration of Directors including criteria for determining qualifications, independence of Director and other matters provided under sub-section (3) of section 178.

14. PARTICULARS OF EMPLOYEES UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013

There were no employees whose remuneration was in excess of the limits prescribed under Section 197 (12) of the Companies Act, 2013 read with Rules 5 (2) of Companies (Appointment and remuneration of Managerial personnel) Rules 2014. The ratio of remuneration of each director to the median employee's remuneration and other details in accordance with sub-section 12 of the Section 197 of the Act, read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, form part of this report as **Annexure - I**.

15. MANAGEMENT DISCUSSION AND ANALYSIS REPORT :

The Management Discussion and Analysis forms an integral part of this report has been separately furnished in Annual Report in **Annexures II**. The Management Discussion and Analysis gives details of organization, overall industrial economic overview, current and future outlook, strength and weakness, cautionary statement.

16. STATUTORY AUDITORS AND THEIR REPORT:
STATUTORY AUDITORS

M/s Valawat & Associates (FRN: 003623C) were appointed by the Shareholders at the 27th Annual General Meeting of the Company held on 30th December, 2023 as Statutory Auditors for a period of five consecutive years to hold office upto conclusion of the 32nd Annual General Meeting. They have audited the financial statements of the Company for the Financial Year under review.

The observations of Statutory Auditors in their Report are self-explanatory and therefore, do not require further explanation. The Auditors' Report does not contain any qualification, reservation or adverse remark. Further, there was no incidence of fraud reported by the Statutory Auditors under sub-section (12) of section 143 other than those which are reportable to the Central Government.

COST AUDITOR

As per section 148, cost audit is not applicable for the year under review.

INTERNAL AUDITOR

In accordance with the provisions of Section 138 of the Companies Act, 2013, Mr. Jain Kothari & Co., Chartered Accountant (FRN: 022340C) was appointed as an internal auditor of the Company to conduct internal audit of the Company. The observations and suggestions of the Internal Auditors were reviewed, and necessary corrective/ preventive actions were taken.

SECRETARIAL AUDIT

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and rules made thereunder, CS GAURAV GOYAL, Practicing Company Secretary (FCS No. 13147 Cop No. 22052) was appointed as Secretarial Auditors to conduct secretarial audit of the company for the financial year 2023-24. The Report of Secretarial Auditor is annexed with this report as **Annexure-III**. The qualifications, observations or adverse remark or disclaimer is as stated in the said report.

17. EXTRACT OF 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/>

18. 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, 2024.

19. CORPORATE SOCIAL RESPONSIBILITY (CSR)

As the CSR provisions are not applicable during the period under review, the Company has not developed and implemented any Corporate Social Responsibility initiatives.

20. DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to section 134 of the Companies Act, 2013 with respect Directors' Responsibility Statement it is hereby confirmed that:

- i. in the preparation of the annual accounts for the financial year ended 31st March, 2024, the applicable accounting standards had been followed and there are no material departures from the same;
- ii. the directors have 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, i.e 31st March, 2024 and of the profit and loss of the company for that period;
- iii. the directors have taken proper and sufficient care for the 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 fraud and other irregularities,
- iv. the directors have prepared the annual accounts on a going concern basis;

- v. the directors have implemented internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively; and
- vi. the directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

21. **MEETING OF BOARD**

During the year under review, 6 (Six) meetings of the Board of Directors were held. 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 2023-24.

Sr. No	Date of Meeting	Board's Strength	No. of Directors Present
1	29/05/2023	6	2
2	14/08/2023	3	2
3	08/09/2023	3	2
4	09/11/2023	3	2
5	08/12/2023	3	2
6	14/02/2024	3	2

22. **COMMITTEES OF THE BOARD**

The Board of Directors have constituted the following Committees in order to effectively deliberate its duties under the Act and the Listing Regulations, 2015:

1. Audit Committee;
2. Nomination and Remuneration Committee;
3. Stakeholders' Relationship Committee;

Details of the Committees in respect of its composition, terms of reference and meetings held during the financial year 2023-24 are provided in the Corporate Governance Report, which forms part of this Annual Report.

23. **RELATED PARTY TRANSACTIONS:**

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 Notes 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/document/RELATED-PARTY-TRANSACTION.pdf>

24. DISCLOSURE REGARDING PREVENTION OF SEXUAL HARASSMENT:

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 2023-24.

25. VIGIL MECHANISM / WHISTLE BLOWER POLICY

Pursuant to Rule 7 of the Companies (Meetings of Board and its Powers) Rules 2014 read with Section 177(9) of the Act and as per Regulation 22 of the Listing Regulations (as amended from time to time), the Company has framed Vigil Mechanism/Whistle Blower Policy ("Policy") to enable Directors and employees to report genuine concerns or grievances, significant deviations from key management policies and reports on any non-compliance and wrong practices, e.g., unethical behaviour, fraud, violation of law, inappropriate behaviour/conduct, etc.

The functioning of the Vigil Mechanism is reviewed by the Audit Committee from time to time. None of the Directors or employees have been denied access to the Audit Committee of the Board.

The objective of this mechanism is to maintain a redressal system that can process all complaints concerning questionable accounting practices, internal controls, or fraudulent reporting of financial information.

The Policy framed by the Company is in compliance with the requirements of the Act and the Listing Regulations and is available on the website of the Company at <http://www.bohraindustries.com/document/WHISTLE%20BLOWER%20AND%20VIGIL%20MECHANISM%20POLICY.pdf>

26. RISK MANAGEMENT

The Risk Management policy is formulated and implemented by the Company in compliance with the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The policy aimed at creating and protecting shareholders value by minimizing threats and losses and identifying and maximizing opportunities. The risk management policy defines the risk management approach across the enterprise at various levels, including documentation and reporting.

The Audit Committee evaluated various risks and that there is no element of risk identified that may threaten the existence of the Company.

27. CORPORATE GOVERNANCE:

Your Company is committed to maintain the highest standards of Corporate Governance and adheres to the stipulations set out in the Listing Regulation and have implemented all the prescribed requirements. A Corporate Governance Report and Qualified Certificate from practicing company secretary confirming compliance of conditions as required by Regulation 34(3) read with Part E of Schedule V of the Listing Regulations form part of this Board's Report.

28. RISK MANAGEMENT POLICY

The brief of the Remuneration policy has been uploaded on website of the company at <http://www.bohraindustries.com/document/NOMINATION%20AND%20REMUNERATION%20POLICY.pdf>

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

During the year company has made an investment in accordance with the provision of section 186 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014. During the year Company has not given loans and provides guarantees in pursuant to provision of section 186 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014.

30. INDEPENDENT DIRECTORS

As per evaluation done 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.

31. BOARD EVALUATION:

The Board of Directors has carried out an annual evaluation of its own performance, board committees, and individual directors pursuant to the provisions of the Companies Act, 2013 and the corporate governance requirements as prescribed by the Listing Regulations. The performance of the Board as a whole, Committees and individual Directors was evaluated by seeking inputs from all Directors based on certain parameters.

32. 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 equipment's: 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 Research and Development: NIL

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

33. 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.

34. LISTING OF SHARES

The shares of the Company are listed on National Stock Exchange of India Limited ("NSE") Main Board. The Annual Listing fees for the financial year 2023-24 has been paid.

35. CEO/CFO CERTIFICATION

The Managing Director has issued CEO and Chief Financial Officer (CFO) certificate pursuant to the provisions of Regulation 17(8) of the Listing Regulations, certifying that the financial statements do not contain any materially untrue statement and these statements represent a true and fair view of the Company's affairs. The said certificate is annexed and forms part of the Annual Report.

36. FAMILIARISATION PROGRAM FOR INDEPENDENT DIRECTORS

Your Company has formulated familiarization programme for the Independent Directors to familiarize them with their role, rights and responsibility as Directors, the working of the Company, nature of the industry in which the Company operates, business model of the company etc. The detail of such familiarization programme is available on the website of the Company at the weblink:

<http://www.bohraindustries.com/document/FAMARLISATION%20PROGRAMME%20FOR%20INDEPENDENT%20DIRECTOR.pdf>

37. 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/document/CODE%20OF%20PRACTICES%20AND%20PROCEDURES%20FOR%20FAIR%20DISCLOSURE%20OF%20UNPUBLISHED%20PRICE.pdf>

38. COMPLIANCE WITH SECRETARIAL STANDARDS

Your Company has complied with applicable Secretarial Standards (SS) issued by the Institute of Companies Secretaries of India.

39. OTHER DISCLOSURES

The Company has neither made any application, nor are any proceedings pending under the Insolvency and Bankruptcy Code, 2016.

The Company has not entered into any one-time settlement with any Bank or Financial Institutions, hence disclosure under rule (8)(5)(xii) of Companies (Accounts) Rules 2014 is not applicable.



40. ACKNOWLEDGEMENTS

Your Directors would like to express their appreciation for the support and co-operation received from financial institutions, company's bankers, government authorities and shareholders during the year under review. The Company wishes to place on record their sincere appreciation to all employees for their commitment and continued contribution to the Company.

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

Sd/-

KRISHNA AGARWAL
MANAGING DIRECTOR
DIN: 09402238

Sd/-

KALPANA MEHTA
INDEPENDENT DIRECTOR
DIN: 05215041

Date: 09/12/2024

Place: Udaipur

Annexure-I

DISCLOSURE AS PER SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5 (1), 5 (2) & 5 (3) OF COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2016

- i. The Ratio of the remuneration of each Director to the median remuneration of employees of the Company for the year ended 31st March, 2024 and the percentage increase in remuneration of each Director, Key Managerial Personnel (KMP) during the financial year 2023-2024 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 2023-24
1	Krishna Agarwal	Managing Director	-	-
2	Kalpana Mehta	Independent Director	-	-
3	Shahid Raza Rizvi	Independent Director	-	-
4	Ankita Jain	Company Secretary	0.72	-

* Median remuneration of the Employees of the Company to be Rs. 2,48,988/-.

- ii. Percentage increase in the median remuneration of employees in the financial year 2023-24 is NIL:-
- iii. Number of Permanent Employees on the payroll as on 31st March 2024 of the Company is 4.
- 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 2023-24 is as per the remuneration policy of the Company.

Further, disclosures pertaining to remuneration and other details as required under Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is given below:

Name	Mr. Mangilal Kumawat	Mr. Ashish Bohara	Mrs. Deepika Sharma	Mrs. Ankita Jain
Designation	General Manager	Accounts Executive	Office Assistant	Company Secretary
Qualification	M.com	B.com, CA Inter	Graduate	C.S.
Nature of employment (Contractual or Otherwise)	Accounts & Finance	Accounts & Finance	Office & Computer work	Secretarial Work
Work Experience (Years)	34	22	14	12
Date of Commencement	01-01-2008	01-01-2008	15-12-2022	11-10-2022
Age (Years)	59	45	38	35
Remuneration paid in FY 2023-24	597360.00	257976.00	240000.00	180000.00
whether any such employee is a relative of any director or manager of the company and if so, name of such director or manager	No	No	No	No
the percentage of equity shares held by the employee in the company	No	No	No	No

ANNEXURE-II MANAGEMENT DISCUSSION AND ANALYSIS REPORT

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.

SEGMENT -WISE PERFORMANCE

During the period under review, the company was not under operation and hence the total revenue earned is NIL. Their loss for the financial year 2023-24 is 257.72 as compared to the previous financial year Loss of Rs. 293.89 Lakhs.

OPPORTUNITIES

There is a compelling need for alternate fertilizers which will have lesser wastage and reduced fertilizer usage while keeping the same or more yield. This opens up for new investment with better return while

ensuring food security. Business diversification like Trading of fertilizer products will improve the bottom line of the company.

THREATS

High volatility in the prices of raw material resulting in an adverse impact on production and marketing plans which eventually affects the bottom line of the company.

RISK AND CONCERNS

Global commodity prices, including prices for raw materials to manufacture fertilizers, were at all-time high in FY2024 and this upward trend is expected in FY2025 as well.

The fertilizer sector still depends on subsidies from the government. Notwithstanding a timely pay-out of outstanding amount to all fertilizer manufacturers by the government in the wake of a global commodity Price-hike, any delay in subsidy disbursement in future may affect fertilizer manufactures.

INTERNAL CONTROL SYSTEMS

The Company has built adequate systems on Internal Financial Controls towards achieving efficiency and effectiveness in operations, optimum utilization of resources, and effective monitoring thereof as well as compliance with all applicable laws The internal control mechanism comprises a well-defined organisation structure, documented policy guidelines, predetermined authority levels and processes commensurate with the level of responsibility and that same are adequate and operating effectively.

FINANCIAL PERFORMANCE

The annexed Balance Sheet has given the members, the Company's performance in the year under report.

HUMAN RESOURCES MANAGEMENT

The Company's belief in trust, transparency and teamwork improved employee efficiency at all levels. The Company's commitment to harmonious industrial relations resulted in enhancing effectiveness of operations and enabled the achievement of international benchmarks in tourism business. The company's ongoing objective is to create an inspirational work climate where talented employees engaged in creating sustained value for the stakeholders. Training and orientation programs are being arranged periodically, to update the employees in the work techniques. The overall human resources are positive and we would be able to effectively achieve the desired objectives. The Company has developed an environment of harmonious and cordial relations with its employees. As on March 31st, 2024, the Company has a total of 5 full time employees across all its business segments.

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.

ANNEXURE-III

Form No. MR-3

Secretarial Audit Report

(For the Financial Year Ended 31.03.2024)

[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)
301, ANAND PLAZA, UNIVERCITY ROAD
UDAIPUR, RAJASTHAN-313001

I 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). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained and also the information provided by the Company, its officers, agents and authorized representatives, during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period April 01, 2023 to March 31, 2024, 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 herein after:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by BOHRA INDUSTRIES LIMITED ("the Company") for the financial year ended on March 31, 2024 according to the provisions (to the extent applicable) of:

1. The Companies Act, 2013 (the Act) and the rules made there under;
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 extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial borrowings; (Not applicable to the company during the audit period)
5. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, ('SEBI Act') 1992 to the extent applicable:-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
 - (d) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; (Not applicable to the company during the review period);

- (e) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
 - (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Not applicable to the company during the review period)
 - (g) 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;
 - (h) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; (Not applicable to the company during the audit period) and
 - (i) The Securities and Exchange Board of India (Buy back of Securities) Regulations, 2018; (Not applicable to the company during the audit period)
 - (j) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; (Not applicable to the company during the audit period)
 - (k) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; (Not applicable to the company during the review period);
6. Having regards to the compliance system prevailing in the Company, information representation provided by management and on examination of the relevant documents and records in pursuance thereof on test-check of all the welfare Acts related to Employees as applicable on company.

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

- (i) Secretarial Standards with respect to Meetings of Board of Directors (SS-1) and General Meetings (SS-2) issued by The Institute of Company Secretaries of India.
- (ii) The Listing Agreements entered into by the Company with NSE Limited and SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

We report that during the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observations/Qualification:

1. *The Company has not re-constituted Nomination and Remuneration committee and Stakeholder relationship committee as required.*
2. *The company during the period under review has not complied with the provision of Section 177 of Companies Act, 2013 read with Regulation 18 and Part C of Schedule II of SEBI (LODR) Regulation, 2015 and failed to conduct required meetings of Audit Committee, Nomination and Remuneration committee and separate meeting of Independent Directors.*
3. *On demand for the IICA registration certificate registered with the Independent Directors' Databank maintained by the Indian Institute of Corporate Affairs (IICA) for the so appointed Independent Director the company failed to produce the same to us thus attracting the non-compliance of rule 6(4) of the companies (Appointment and Qualification of Directors) Rules 2014*
4. *On demand for declaration under section 149(7) of companies act 2013 for Independent Director the company failed to produce the same.*
5. *The Company has not disclosed required documents i.e Financials Results, Annual Report etc. on the website of the Company as required under regulations of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.*
6. *The Company has failed to comply with regulation 27(2) with respect to quarterly compliance report on corporate governance and 24 A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.*

7. *The Company has not complied with regulation 31(1)(b) (for quarter ended on June 30, 2023) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.*
8. *The company during the period under review has not made adequate and timely disclosures as applicable to the stock Exchange.*
9. *Implementation of SDD Software, upon verification, it was found that the Company purchased the SDD software, in compliance with Regulations 3(5) & 3(6) of SEBI (Prohibition of Insider Trading), Regulations, 2015, where it has been observed that no record has been maintained in the software.*
10. *Pursuant to Section 203(1) of the Companies Act, 2013, every listed company shall appoint a Chief Financial Officer as KMP. However, the company has not appointed Chief Financial Officer for the F.Y. 2023-24.*
11. *Mr. Shahid Raza Rizvi (DIN: 02029659) disqualified from being appointed or continuing as Directors of the company under section 164(2)(a) of the companies act, 2013.*
12. *The Company has not maintained proper statutory record and minutes as required under the companies act, 2013.*
13. *The Company has not/delayed filled necessary E-Forms i.e E-Form DPT-3, E-Form MGT-14, E-Form DIR-12, E-Form MGT-7 etc. as required under the companies act, 2013.*
14. *The Company has in default of payment ESI under Employee state Insurance Act and Provident Fund.*
15. *The company has not filed required form DIR-12 for the regularization of Additional Independent Directors i.e Kalpana Mehta appointed on 27.12.2021 and Shahid Raza Rizvi appointed on 05.01.2022.*

I further report that

- The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors but the Company needs to appoint rotational directors. Also due to the disqualification of Mr. Shahid Raza Rizvi (DIN: 02029659) under section 164(2)(a) of the companies act, 2013 the board composition lacks the compliance of SEBI (LODR) and Companies act 2013. The changes in the composition of the Board of Directors and Key Managerial Personnel that took place during the period under review were carried out in compliance with the provisions of the Act, which are as follows:
 - Mr. Raghuveer Singh Rathore (DIN: 08626195) resigned from office on 05th June, 2023.
 - Ms. Payal Jain (DIN: 09458207) resigned from office on 22nd June 2023.
 - Mr. Mahendra Singh Kothari (DIN: 08626203) resigned from office on 12th August 2023.
 - As per Company adequate notice has been given to all the directors to schedule the Board Meetings, Committee Meetings, agenda and detailed notes on agenda were sent in advance and a system exists for meaningful participation at the meeting but we did not find any conclusive evidence acknowledging the same.
 - During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc except as mentioned above.

I further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that Company has applied for extension of Annual General Meeting and got the approval for holding the AGM till 30 Oct 2024 but due to some unavoidable reasons company



couldn't hold the AGM by 30 oct 2024 and applied for another extension, approval of which received on 06 Dec, 2024 that allow company to hold AGM till 31st December 2024.

Sd/-

GAURAV GOYAL

Practicing Company Secretaries

FCS No. 13147

Cop No. 22052

Peer Review No. 2799/2022

UDIN: F013147F003313169

Place: Jaipur

Date: 09.12.2024

Note: This report is to be read with our letter of even date which is annexed as "ANNEXURE-1" and forms an integral part if this report.

“ANNEXURE-1”

TO,
THE MEMBERS,
BOHRA INDUSTRIES LIMITED
(CIN: L24117RJ1996PLC012912)
301, ANAND PLAZA, UNIVERCITY ROAD
UDAIPUR, RAJASTHAN-313001

My Report of given date is to be read along with this letter.

- A. Maintenance of Secretarial records is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.
- B. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on the test basis to ensure that correct facts are reflected in Secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for my opinion.
- C. I have not verified the correctness and appropriateness of financial records and books of accounts of the Company.
- D. Wherever required, I have obtained the Management representation about compliance of laws, rules and regulations and happenings of events etc.
- E. The compliance of provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. My examination was limited to the verification of procedures on test basis.
- F. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of efficacy or effectiveness with which the management has conducted the affairs of the Company.

Place: Jaipur
Date: 09.12.2024

Sd/-
GAURAV GOYAL
Practicing Company Secretaries
FCS No. 13147
Cop No. 22052
Peer Review No. 2799/2022
UDIN: F013147F003313169

**CERTIFICATE BY CHIEF EXECUTIVE OFFICER/CHIEF FINANCIAL OFFICER
(Pursuant to regulation 17(8) of SEBI (Listing Obligations & Disclosure
Requirements), Regulations, 2015 for the Financial Year ended 31st March, 2024**

**To
The Board of Directors
Bohra Industries Limited
301, Anand Plaza, University Road,
Udaipur 313001, Rajasthan**

(Pursuant to regulation 17(8) of SEBI (Listing Obligations & Disclosure Requirements), Regulations, 2015 for the Financial Year ended 31st March, 2024.

- A. We have reviewed financial statements and the cash flow statement for the year ended 31st March, 2024 and that to the best of our knowledge and belief :
- a) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - b) These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- B. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the financial year 2023-24 which are fraudulent, illegal or violate of the Company's code of conduct.
- C. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- D. We have indicated to the auditors and the Audit committee that :
- i. There are no significant changes in internal control over financial reporting during the year;
 - ii. There are no significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - iii. There are no instances of significant fraud of which they have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

**Date: 09/12/2024
Place: Udaipur**

**Sd/-
Krishna Agarwal
Managing Director
DIN: 09402238**

Declaration regarding compliance by board members and Senior Management Personnel with the Company's Code of Conduct of Board of directors and Senior Management

This is to confirm that the Company has adopted a Code of Conduct for its employees including the Managing Director and Executive Directors. In addition, the Company has adopted a Code of Conduct for its Non-Executive Directors and Independent Directors. These Codes are available on the Company's website at: <http://www.bohraindustries.com/document/CODE%20OF%20CONDUCT%20FOR%20DIRECTORS%20AND.pdf>

I confirm that the Company has received from the Senior Management team of the Company and the Members of the Board, a declaration of compliance with the code of Conduct as applicable to them in respect of the year ended March 31, 2024.

Date: 09/12/2024

Place: Udaipur

Sd/-

Krishna Agarwal

Managing Director

DIN: 09402238

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS
[Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI
(Listing Obligations and Disclosure Requirements) Regulations, 2015]

To
 The Members of
Bohra Industries Limited
 301, Anand Plaza, University Road,
 Udaipur 313001, Rajasthan

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of M/s. Bohra Industries Limited (CIN: L24117RJ1996PLC012912) having registered office at 301, Anand Plaza, University Road, Udaipur 313001, Rajasthan (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para C clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company & its officers, We hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2024 have been debarred or disqualified from being appointed or continuing as Directors of the company by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

Sr. No.	Name of Director	DIN	Date of appointment in Company
1	Mr. Krishna Agarwal	09402238	25/11/2021
2	Ms. Kalpana Mehta	05215041	27/12/2021

Further Mr. Shahid Raza Rizvi (DIN: 02029659) disqualified from being appointed or continuing as Directors of the company under section 164(2)(a) of the companies act, 2013.

Ensuring the eligibility of for the appointment/ continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification.

This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**For S P MOUD & ASSOCIATES
COMPANY SECRETARIES
UNIQUE CODE: S2023RJ906400**

Sd/-
**CS SURYA PRAKASH MOUD
PROPRIETOR
M. No.: F12943, COP No.: 26437
ICSI-PR No.: 3005/2023**

**Place: Udaipur
Date: 07/12/2024
UDIN: F012943F003305397**

Certificate on Corporate Governance

To
The Members of
Bohra Industries Limited
301, Anand Plaza, Univercity Road,
Udaipur 313001, Rajasthan

We have examined the compliance of conditions of Corporate Governance by Bohra Industries Limited (“the Company”) for the year ended on March 31, 2024 as stipulated in Regulations 17 to 27 and clauses (b) to (i) and (t) of Regulation 46 (2) & other applicable regulations and paragraphs C, D and E of Schedule V of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (‘the SEBI Listing Regulations’).

The compliance of conditions of the Corporate Governance is the responsibility of the Management of the Company including the preparation and maintenance of all relevant supporting records and documents. This responsibility also includes the design, implementation and maintenance of internal control procedures to ensure the compliance with the conditions of the Corporate Governance stipulated in the Listing Regulations.

Our responsibility is to provide a reasonable assurance that the Company has complied with the conditions of Corporate Governance as stipulated in the Listing Regulations. Our examination was limited to the review of procedures and implementation thereof, as adopted by the Company for ensuring the compliance with conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

Based on our examination of the relevant records and according to the information and explanations provided to us and the representations provided by the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in regulations 17 to 27 and clauses (b) to (i) and (t) of regulation 46(2) and para C, D and E of Schedule V of the Listing Regulations during the year ended March 31, 2024 except the following:

- 1. The Company has not re-constituted Nomination and Remuneration committee and Stakeholder relationship committee as required.*
- 2. The has not conducted required meetings of Audit Committee, Nomination and Remuneration committee and separate meeting of Independent Directors.*
- 3. The Company has not presented certificate of registration of Independent Directors registered with the Independent Directors’ Databank maintained by the Indian Institute of Corporate Affairs (IICA).*

4. *The Company has not disclosed required documents i.e Financials Results, Annual Report etc. on the website of the Company as required under regulations of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.*
5. *The Company has not complied with regulation 27(2), 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.*
6. *The Company has not complied with regulation 31(1)(b) (for quarter ended on June 30, 2023) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.*
7. *The Company purchased the SDD software, in compliance with Regulations 3(5) & 3(6) of SEBI (Prohibition of Insider Trading), Regulations, 2015, no record has been maintained in the software.*
8. *Pursuant to Section 203(1) of the Companies Act, 2013, every listed company shall appoint a Chief Financial Officer as KMP. However, the company has not appointed Chief Financial Officer for the F.Y. 2023-24.*
9. *Mr. Shahid Raza Rizvi (DIN: 02029659) disqualified from being appointed or continuing as Directors of the company under section 164(2)(a) of the companies act, 2013.*

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For S P MOUD & ASSOCIATES
COMPANY SECRETARIES
UNIQUE CODE: S2023RJ906400

Sd/-
CS SURYA PRAKASH MOUD
PROPRIETOR
M. No.: F12943, COP No.: 26437
ICSI-PR No.: 3005/2023

Place: Udaipur
Date: 07/12/2024
UDIN: F012943F003306145

CORPORATE GOVERNANCE REPORT

In accordance with Regulation 17 to 27 and 34(3) read along with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the report containing the details of Corporate Governance systems and processes at **BOHRA INDUSTRIES LIMITED** is as follows:

1. THE COMPANY'S PHILOSOPHY ON CODE OF CORPORATE GOVERNANCE

Bohra Industries Limited is committed to be best practices in the area of Corporate Governance, in letter and in spirit. Our Company's Management strongly believes in fostering a governance philosophy that is committed to maintaining accountability, transparency and responsibility, which are integral to the Company's day-to-day operations to ensure that we gain and retain the trust of our stakeholders at all times.

The Company's philosophy on corporate governance oversees business strategies and ensures fiscal accountability, ethical corporate behaviour and fairness to all stakeholders comprising regulators, employees, customers, vendors, investors and the society at large.

For us, Corporate Governance is an ethically driven business process that is committed to values aimed at enhancing an organization's brand and reputation. Our Corporate Governance framework is a reflection of our culture, our policies and our relationship with stakeholders and our commitment to values.

The Company has a strong legacy of fair, transparent and ethical governance practices. The Company has adopted a code of conduct for its employees including the managing director and the executive directors. In addition, the Company has adopted a code of conduct for its non-executive directors and independent directors and code of conduct for prevention of insider trading.

Our Corporate Governance philosophy stems from our belief that the business strategy and plans should be consistent with the welfare of all the shareholders and should be in line with policies of Government of India.

Company reviews its corporate governance practices to ensure that they reflect the latest developments in the corporate arena and thus positioning itself to conform to the best corporate governance practices. Company is committed to pursue excellence in all its activities and maximize its shareholders' wealth.

2. BOARD OF DIRECTORS

The Board of Directors is entrusted with the ultimate responsibility of the management, general affairs, direction and performance of the Company and has been vested with requisite powers, authorities and duties. Bohra Industries Limited corporate governance practices are shaped by its Board of Directors. The Board is committed to protecting the long-term interests of all our stakeholders, and considering this, it provides objective and prudent guidance to the management. The information relating to procedures, composition, committees, etc. of the Board is provided below:

a) BOARD COMPOSITION

The Board of the Company has an optimum combination of Executive, Non-Executive and Independent Directors to maintain its independence as per requirements of Regulation 17 of the Listing Regulations as well as the Companies Act, 2013 read with the Rules issued there under.

As per requirements of Regulation 17 of the Listing Regulations as well as the Companies Act, 2013 read with the Rules issued there under.

As on 31st March, 2024, Bohra Industries Limited has 3 members on Board, including 2 Independent Directors who are eminent professionals from diverse fields. The composition of the board and category of directors as on 31st March, 2024, are as follows:

Category	No of Directors	Percentage to total no. of Directors
Promoter /Executive Directors	1	33.33
Non- Executive Independent Directors	2	66.66
Total	3	100

b) ATTENDANCE OF EACH DIRECTORS AT BOARD MEETING AND ANNUAL GENERAL MEETING

The Board meets at least once in a quarter to inter-alia review the Company's quarterly performance and Financial Results assess business strategies and their implementation and also discuss policy, compliance and other matters. The Meetings are conducted in compliance with the regulatory requirements including those prescribed under the Act. In exceptional circumstances, additional Meetings are held, if necessary.

During the year 2023-24, Six (6) board meetings were held and the gap between two meetings did not exceed one hundred twenty days. The necessary quorum was present for all the Meetings. The dates on which the Board Meetings were held are as follows:

29.05.2023, 14.08.2023, 08.09.2023, 09.11.2023, 08.12.2023, 14.02.2023 and 14.02.2023.

Name of Director	Number of Board Meetings attended	Entitled to attend	Whether attended last AGM held on 30 th December, 2023
Krishna Agarwal	6	6	Yes
Kalpana Mehta	6	6	Yes
Shahid Raza Rizvi	6	0	No

The necessary quorum was present for all the meetings.

During the year a no separate meeting of the independent directors was held.

c) NUMBER OF BOARD OR BOARD COMMITTEES OF WHICH A DIRECTOR IS A MEMBER OR CHAIRPERSON (ONLY THE MEMBERSHIP(S) OF AUDIT COMMITTEE AND STAKEHOLDERS' RELATIONSHIP COMMITTEE OTHER THAN BOHRA INDUSTRIES LIMITED CONSIDERED AS PER LISTING REGULATIONS AND THE NAME OF THE LISTED COMPANY IN WHICH DIRECTOR IS A DIRECTOR AND CATEGORY OF THE DIRECTORSHIP

None of the Directors on the Board is a director in more than 10 Public Companies and 20 Companies overall and no Independent Director hold Directorship as an independent director in more than 7 listed Companies. Further, there are no Directors on the Board of the Company, who serve as Whole-time Director/ Managing Director with any other listed company. Also, none of Director is a member of more than 10 Committees or Chairman of more than 5 Committees (Audit Committee and Stakeholder Relationship committee) across all the Companies in which he is a Director. The Directors have made necessary disclosures regarding Committee positions as on March 31, 2024.

The names and category of Directors on the Board including Directorships and Committee Chairmanships/Memberships held by them as on 31st March, 2024, is given herein below:

Name of Director	Designation	Category	DIN	Directorship in Other Indian Companies		Committees' Membership in other Public Companies	
				Chairman	Director	Director	Member
Krishna Agarwal	Managing Director	Executive Director	09402238	NIL	0	NIL	NIL
Kalpana Mehta	Independent Director	Non-executive	05215041	NIL	9	NIL	NIL
Shahid Raza Rizvi	Independent Director	Non-executive	02029659	NIL	1	NIL	NIL

Notes:

1. Independent directors are non-executive directors as defined under Clause 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and are independent of the management of the Company. The maximum tenure of the independent directors is in compliance with the Companies Act, 2013 ("Act"). All the Independent Directors have confirmed that they meet the criteria as mentioned under clause 16(1) (b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 149 of the Act.
2. The Board of Directors of the Company does not hold any membership in other Listed Company and also not hold the membership and Chairmanship in the Committee of any other listed Company.
3. Committees' Membership in other public companies includes Audit and Stakeholders' Relationship Committees only.
4. Other directorships do not include directorships of Section 8 companies and of companies incorporated outside India.

d) RELATIONSHIP OF DIRECTORS AND THEIR BUSINESS INTEREST IN THE COMPANY AS ON MARCH 31, 2024

Name of the Directors	Relationship with other Directors	Relationship with the Company, if any
Krishna Agarwal	None	None
Kalpana Mehta	None	None
Shahid Raza Rizvi	None	None

e) NUMBER OF SHARES AND CONVERTIBLE INSTRUMENTS HELD BY NON-EXECUTIVE DIRECTORS AS ON MARCH 31, 2024

Name of the directors	No. of Shares of Rs. 10/- each held singly or jointly	% to total paid-up capital of The Company
Kalpana Mehta	0	0
Shahid Raza Rizvi	0	0

*No convertible instruments are held by non- Executive directors.

f) FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS

All new Independent Directors inducted to the Board are introduced to our Company culture through orientation sessions. Executive Directors and Senior Management provide an overview of operations and familiarize the new independent directors on matters related to our values and commitments. They are also introduced to the organization structure, services, group structure and subsidiaries, constitution, Board procedures, matters reserved for the Board, major risks and risk management strategy. The details of the familiarization programme of the Independent Directors are available on the following link:

<http://www.bohraindustries.com/document/FAMARLISATION%20PROGRAMME%20FOR%20INDEPENDENT%20DIRECTOR.pdf>

g) CORE SKILLS/EXPERTISE/COMPETENCIES IDENTIFIED, IN CONTEXT OF OUR BUSINESS , BY THE BOARD OF DIRECTORS

The Board of Company comprises qualified members who bring in the required skills, competence and expertise that allow them to make effective contributions to the Board and its committees. The Board members are committed to ensuring that the Company's Board is in compliance with the highest standards of corporate governance.

Leadership: Extended leadership experience for a significant enterprise, resulting in a practical understanding of organizations, processes, strategic planning and risk management. Develop talent and long term growth.

Technology: A significant background in technology and has knowledge of the construction, designing and operation of business including seamless engineering abilities.

Diversity: Diversity of thought, experience, knowledge, perspective, gender and culture. Varied mix of strategic perspectives and geographical focus with knowledge and understanding of key geographies.

Personal values: Personal characteristics matching the Company's values, such as integrity, accountability, and high performance standards.

Corporate governance: Experience in developing and implementing good corporate governance practices, maintaining board and management accountability, managing stakeholders' interests and Company's responsibilities towards customers, employees, suppliers, regulatory bodies and the communities in which it operates.

Functional and managerial experience: Knowledge and skills in accounting and finance, business judgment, general management practices and processes, crisis response and management, industry knowledge, macro-economic perspectives, human resources, labour laws, international markets and risk management.

Global: Experience in driving business success in market around the world, with an understanding of diverse business environment, economic conditions, cultures and regulatory framework and a broad perspective on global market opportunities.

Given below is a list of core skills, expertise and competencies of the individual Directors:

Name of Director	Leadership	Technology	Diversity	Functional and Managerial experience	Personal Values	Global	Corporate Governance
Krishna Agarwal	✓	✓	✓	✓	✓	✓	✓
Kalpana Mehta	✓	✓	✓	✓	✓	✓	✓
Shahid Raza Rizvi	✓	✓	✓	✓	✓	✓	✓

** These skills/competencies are broad-based, encompassing several areas of expertise/experience. Each Director may possess varied combinations of skills/experience within the described set of parameters, and it is not necessary that all Directors possess all skills/ experience listed therein*

h) INDEPENDENT DIRECTORS CONFIRMATION BY THE BOARD

All Independent Directors have given declarations that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 and Regulation 16(1) (b) of the Listing Regulations. In the opinion of the Board, the Independent Directors, fulfil the conditions of independence specified in Section

149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the Listing Regulations.

The Board of Directors, based on the declaration(s) received from the Independent Directors, has verified the veracity of such disclosures and confirms that the Independent Directors fulfil the conditions of independence specified in the Listing Regulation and are independent of the management of the Company.

i) SEPARATE INDEPENDENT DIRECTORS' MEETINGS

Schedule IV of the Companies Act, 2013 and Secretarial Standard- 1 on Meetings of the Board of Directors mandates that the Independent Directors of the Company hold at least one meeting in a year, without the attendance of non -Independent Directors.

The Independent Directors shall meet at once in a year, without the presence of Executive Directors or Management representatives.

During the financial year 2023-24, no meeting of Independent Directors was held.

j) SUCCESSION PLANNING

The Company believes that sound succession plans for the Board members and senior leadership are very important for creating a robust future for the Company. The Nomination and Remuneration Committee and the Board, as part of the succession planning exercise, periodically review the composition of the Board to ensure that the same is closely aligned with the strategy and long-term needs of the Company.

k) INFORMATION FLOW TO THE BOARD MEMBERS

Information is provided to the Board Members on a continuous basis for their review, inputs and approval from time to time. Our quarterly financial statements and annual financial statements are first presented to the Audit Committee and subsequently to the Board for their approval. In addition, specific cases of acquisitions, important managerial decisions, material positive/negative developments and statutory matters are presented to the respective Committees of the Board and later with the recommendation of Committees to the Board for their approval.

As a system, in most cases, information to Directors is submitted along with the agenda papers well in advance of the Board meeting. The Company adheres to the provisions of the Companies Act, 2013 read with the Rules issued there under, Secretarial Standards and Listing Regulations with respect to convening and holding the meetings of the Board of Directors, its Committees and the General Meetings of the shareholders of the Company.

l) BOARD MEETING PROCEDURE

The tentative dates of Board Meetings for the next fiscal are decided in advance and published in this Report as part of shareholder information. To enable the Board to discharge its responsibilities effectively and take informed decisions, necessary information and documents are made available to the Board well in advance.

The Directors are informed of the items on the Agenda for every Board Meeting along with the notice to enable them to deliberate on each Agenda item and make informed decisions. All statutory and other significant matters, including the minimum information as required to be placed in terms of Schedule II- Part- A of Listing Regulations and Secretarial Standards under the Act, are placed before the Board. Detailed Agenda notes are also circulated to the Board in advance of the Meetings.

Independent Directors are expected to attend at least four quarterly Board Meetings and the AGM. The Board members are expected to rigorously prepare for, attend and participate in Board and applicable Committee Meetings. Each Board member is expected to ensure their other current and planned future commitments do not materially interfere with their responsibilities with us.

Board's role, functions, responsibility and accountability are clearly defined. In addition to matters statutorily requiring Board's approval, all major decisions involving formulation of strategy and business plans, annual operating and capital expenditure budgets, new investments, compliance with statutory regulatory requirements, major accounting provisions etc. are considered by the Board.

m) SELECTION AND APPOINTMENT OF NEW DIRECTORS

The selection and appointment of Directors of the Company is carried out in accordance with provisions of the Act and relevant rules made thereunder, Directions and Guidelines issued under Listing Regulations and as per the Policy on Nominations & Remuneration for Directors, Key Managerial Personnel (KMP), Senior Management and other Employees.

The Board has delegated the screening and selection process to the Nomination and Remuneration Committee, which consists mostly of Independent Directors. The Committee, based on defined criteria, makes recommendations to the Board on the induction of new Directors and KMPs. The Board recommends the appointment of the Director to the shareholders. The proposal is placed before the shareholders for approval.

- n)** The Board functions as a full Board or through various Committees constituted for specific operation areas. The Board provides leadership, strategic guidance, objective and independent views to the Company's management while discharging its fiduciary responsibilities, thereby ensuring that the management adheres to high standards of ethics, transparency and disclosure.

- o) None of the Non-Executive Directors have any material pecuniary relationship or transactions with the Company.
- p) The individual details of the Directors seeking appointment / reappointment at the ensuing Annual General Meeting of the Company are provided.

3. COMMITTEES OF THE BOARD

In compliance with the requirements of the Act and the Listing Regulations, the Board of Directors has constituted various Committees. These Committees are entrusted with such powers and functions as detailed in their respective terms of reference. Besides, the Committees help focus attention on specific matters of the organization.

During the Financial Year under review, your Company conducted all its Committee Meetings, following all norms and rules applicable for such type of Meetings. The Board of Directors of the Company takes note of the minutes of the Committee Meetings at its Meetings. All the recommendations of the various Committees were accepted by the Board during the Financial Year.

Currently, the Board of the Company has three Committees namely Audit Committee, Nomination & Remuneration Committee and Stakeholders' Relationship Committee, the details of which are given as below:

A. AUDIT COMMITTEE

The Audit Committee has been constituted by the Company in terms of provisions of Section 177 of the Act and Regulation 18 read with Part D of Schedule II of Listing Regulations and is chaired by an Independent Director.

The terms of reference of the audit committee are broadly as under:

- Oversight of the listed entity's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- The recommendation for appointment, remuneration and terms of appointment of auditors of the listed entity;
- Approving payment to statutory auditors, for any other services rendered by them.
- Reviewing with the management, the annual financial statement and auditor's report thereon before submission to the board for approval, with particular reference to:
 - (a) Matters required to be included in the director's responsibility statement to be included in board's report in terms of clause (c) of sub section 3 of section 134 of the Companies Act 2013;
 - (b) Changes, if any, in accounting policies and practices and reasons for the same;

- (c) Major accounting entries involving estimates based on the exercise of judgment by management;
- (d) Significant adjustment made in the financial statements arising out of audit findings;
- (e) Compliance with listing and other legal requirements relating to financial statements;
- (f) Disclosure of any related party transactions;
- (g) Modified opinion(s) in the draft audit report;
- Reviewing with the management the quarterly financial statements before submission to the Board for approval.
- Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the board to take up steps in this matter.
- Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process.
- Approval or any subsequent modification of transactions of the company with related parties.
- Scrutiny of inter-corporate loans and investments.
- Valuation of undertakings or assets of the company, wherever it is necessary.
- Evaluation of internal financial controls and risk management systems.
- Reviewing with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- Discussion with internal auditors of any significant findings and follow-up thereon.
- Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matters to the Board.
- Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post audit discussion to ascertain any area of concern
- To look into the reasons for substantial defaults, if any, in the payment to depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.
- To review the functioning of the Vigil Mechanism/ Whistle Blower Mechanism.

- Approval of appointment of the Chief Financial Officer after assessing qualifications, experience and background, etc. of the candidate.
- Carrying out any other function as is mentioned in the terms of reference of the audit committee.
- Reviewing the utilization of loans and/or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans/advances/investments existing as on the date of coming into force of this provision
- Consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholders.
- Reviewing the financial statements, in particular, the investments made by the unlisted subsidiaries;
- Reviewing the following information:
 - The Management Discussion and Analysis of financial condition and results of operations;
 - The appointment, removal, and terms of remuneration of the Chief internal auditor/ internal auditor(s);
 - Statement of significant related party transactions (as defined by the audit committee), submitted by management;
 - Management letters/ letters of internal control weakness issued by the statutory auditors;
 - Internal audit report relating to internal control weaknesses
 - Statement of deviations
 - (a) Quarterly statements of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of regulation 32(1).
 - (b) Annual statements of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of regulation 32(7).
- May call for comments of auditor about internal control systems, the scope of audit, including the observations of the auditors and review of financial statement before their submission to the Board and may also discuss any related issued with the internal and statutory auditors and the management of the company
- To have authority to investigate into any matter in relation to the items referred above or referred to it by the Board and for this purpose shall have power to obtain professional advice from external sources and have full access to information contained in the records of the company.
- Any other matter as the Audit Committee may deem appropriate.

Composition and number of meetings of the Audit Committee:

At present, the Audit Committee comprises of Three (3) Directors as its Members, all are Independent Directors. The composition of the Committee is in adherence to provisions of the Act, Listing Regulations and rules made thereunder. All the Members of the Committee are financially literate and majority of the Members including the Chairperson possess financial management expertise. The Independent Director of the Company acts as Chairman to the Committee. The audit committee invites executives, as it considers appropriate (particularly the head of the finance function), representatives of the statutory auditors and representatives of the internal auditors to be present at its meetings. The Board have accepted and implemented the recommendations of the Audit Committee, whenever provided by it.

The previous Annual General Meeting (AGM) of the Company was held on 30th December, 2023 and was not attended by the Chairman of the audit committee.

The Audit Committee of the Company consists of three Independent Directors. The Committee is headed by Mr. Shahid Raza Rizvi and two members Ms. Kalpana Mehta and Mr. Krishna Agarwal. Due to lack of quorum no Audit Committee Meetings were held during the year.

B NOMINATION AND REMUNERATION COMMITTEE

The Nomination and Remuneration Committee has been constituted by the Company in terms of the Provisions of Section 178 of the Act and Regulation 19 read with Part D of Schedule II of Listing Regulations and are chaired by an Independent Director.

The Board has accepted and implemented the recommendations of the Nomination and Remuneration Committee, whenever provided by it.

The broad terms of reference of the Nomination and Remuneration Committee are as under:

To formulate a criteria for determining qualifications, positive attributes and independence of a Director.

- To recommend to the Board of directors a policy relating to remuneration for Directors, Key Managerial Personnel and other employees.
- For every appointment of an independent director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:
 - a. use the services of an external agencies, if required;

- b. consider candidates from a wide range of backgrounds, having due regard to diversity; and
- c. consider the time commitments of the candidates.
- Formulate criteria for evaluation of performance of Independent Directors and the Board of Directors.
- To devise a policy on Board diversity.
- Identify persons who are qualified to become Directors and who may be appointed in Senior Management in accordance with the criteria laid down in this policy and recommend to the Board of Directors their appointment and removal.
- To extend or continue the term of appointment of the Independent director, on the basis of the report of performance evaluation of independent directors.
- To specify the manner for effective evaluation of performance of Board, its committees and individual directors to be carried out either by the Board, by the Nomination and Remuneration Committee or by an independent external agency and review its implementation and compliance.
- To recommend the board, all remuneration, in whatever form, payable to senior management.
- Ensure that level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the company successfully,
- Ensure that relationship of remuneration to performance is clear and meets appropriate performance benchmarks.
- Ensure that remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals.
- To carry out any other function as is mandated by the Board from time to time and / or enforced by any statutory notification, amendment or modification, as may be applicable.
- To perform such other functions as may be necessary or appropriate for the performance of its duties

Composition and Number of Meeting of the Nomination and Remuneration Committee:

The Nomination and Remuneration Committee of the Company consists of three Independent Directors. The Committee is headed by Ms. Kalpana Mehta, Independent Director.

The composition of the Committee is in adherence to the provisions of the Act and SEBI LODR Regulations. The Independent Director Ms. Kalpana Mehta acts as the Chairman to the Nomination and Remuneration Committee.

After resignation of Ms. Payal Jain Nomination and Remuneration Committee was not reconstituted. Hence during the year 2023-24, no meeting of Nomination and Remuneration Committee was held. The Company does not have any employee stock option scheme. The remuneration policy is attached with the director's report with this annual report.

The Nomination and Remuneration Policy of the Company is uploaded on the Company's website and can be accessed at:

<http://www.bohraindustries.com/document/NOMINATION%20AND%20REMUNERATION%20POLICY.pdf>

Performance Evaluation Criteria for Independent Directors:

The performance evaluation criteria for Independent directors are determined by the Nomination and Remuneration committee. An indicative list of factors that may be evaluated include participation and contribution by a director, commitment, effective deployment of knowledge and expertise, effective management of relationship with stakeholders, integrity and maintenance of confidentiality and independence of behaviour and judgment.

C. STAKEHOLDERS' RELATIONSHIP COMMITTEE

The Constitution of the Stakeholders' Relationship Committee is in terms of section 178(5) of the Act and as per Regulation 20 read with Part D of the Schedule II of Listing Regulations. The main role of the committee is to look into the redressed of complaints of investors such as transfer or credit of shares, non-receipt of dividend / notice / annual reports, revalidation of dividend DD etc.

The role of the committee shall inter-alia include the following:

- Resolving the grievances of the security holders of the listed entity including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.
- Review of measures taken for effective exercise of voting rights by shareholders
- Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent.
- Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company.

Composition and Number of Meeting of the Stakeholders' Relationship Committee:

The Stakeholders' Relationship Committee of the Company consists of three Directors out of which two are Independent Director and one is Executive Director. The Committee is headed by Ms. Kalpana Mehta, Independent Director.

After resignation of Mr. Raguveer Singh Rathore, Stakeholders' Relationship Committee was not reconstituted. Hence during the year 2023-24, no meeting of Stakeholders' Relationship Committee was held.

Compliance Officer: CS Ankita Jain, Company Secretary of the Company act as a Compliance Officer of the Company.

The Details are as follows:

Name: Ms. Ankita Jain

Designation: Company Secretary & Compliance Officer

Address: 301, Anand Plaza, Univercity Road, Udaipur- 313001, Rajasthan

Email: bil@bohraindustries.com

Investor Grievance Redressal:

The number of complaints received and resolved to the satisfaction of investors during the year under review and their break-up are as under:

Sr. No.	Nature of Complaints	No. of Complaints received during the year 2023-24	No. of Complaints resolved during the year 2023-24	No. of Complaints pending during the year 2023-24
1	Non-Receipt of Dividend/Interest/ Redemption Warrant	NIL	NIL	NIL
2	Non-Receipt of Annual Report	NIL	NIL	NIL
3	Non-receipt of Refund/Credit of Shares-IPO	NIL	NIL	NIL
4	SEBI-Scores	NIL	NIL	NIL
Total		NIL	NIL	NIL

D. INDEPENDENT DIRECTORS:

Independent Director acts as a guide, coach, and mentor to the Company. The role of an Independent Director includes improving corporate credibility and governance standards and helping in managing risk. They provide independent oversight in the Company. Independent Directors play an important role in deliberations at the Board Meetings and bring to the Company their wide experience in the fields of finance, housing, accountancy, law and public policy. This wide knowledge of both, their field of expertise and Board room practices helps foster varied, unbiased, independent and experienced perspectives. The Company benefits immensely from their inputs in achieving its strategic direction. All the Committees which require Independent Directors in the composition have Independent Directors as specified in terms of the Listing Regulations and the Act. These Committees function within the defined terms of

reference in accordance with the Act, the Listing Regulations and as approved by the Board, from time to time.

The Independent Directors have confirmed that they satisfy the criteria prescribed for an Independent Director as stipulated in Regulation 16(1)(b) & 25 of the Listing Regulations and Section 149(6) of the Act and they are independent from the management of the Company. All Independent Directors of the Company have been appointed as per the provisions of the Act and Listing Regulations. Formal letters of appointment have been issued to the Independent Directors. In the opinion of the Board, the Independent Directors fulfill the conditions specified in the Listing Regulations and are independent of the management.

None of the Independent Directors has resigned before the expiry of their respective tenures during the Financial Year 2023-24 except Ms. Payal Jain (DIN: 09458207) resigned from office on 22nd June 2023, who was appointed as independent director of the company w.e.f 05th January, 2022.

Independent director databank registration:

Pursuant to a notification dated October 22, 2019 issued by the Ministry of Corporate Affairs, all Independent directors have completed the registration or re-registration with the Independent Directors' Databank maintained by the Indian Institute of Corporate Affairs (IICA). Requisite disclosures have been received from the directors in this regard. With regard to proficiency of the Independent Directors, ascertained from the online proficiency self-assessment test conducted by the institute, as notified under sub-section (1) of section 150 of the Act, the Board of Directors have taken on record the declaration submitted by Independent Directors that they are exempt from appearing in the test or they have passed the exam as required by the institute or they will clear the exams.

Meeting of Independent Directors:

Schedule IV of the Act and as per Listing Regulations mandate that the Independent Directors of the Company shall hold at least one meeting in a year, without the attendance of Non- Independent Directors and Members of Management for reviewing the performance of non-independent directors, Chairman of the company and the Board as a whole.

During the year, no meeting of Independent Directors was held.

4. SENIOR MANAGEMENT

Particulars of senior management- No Senior Management other than Directors/KMP.

5. REMUNERATION OF DIRECTORS

The Company has no pecuniary relationship or transaction with its non-executive directors other than sitting fees. The Company has a credible and transparent policy in

determining and accounting for the remuneration of the Managing/whole-time Directors. The remuneration policy is aimed at attracting and retaining high calibre talent. The Company has no stock option scheme.

Criteria of making payment to executive directors:

The remuneration to the Managing Director and Executive Director is decided on the basis of the following Broad criteria:

- (i) Industry trend.
- (ii) Remuneration package in other comparable corporate.
- (iii) Job Responsibilities.
- (iv) Company performance and individual key performance areas

Note: Remuneration is paid after taking approval from the Nomination and Remuneration Committee, Board of Directors and Shareholders as required.

Executive Director

(Amount in Lakhs) Name of Director	Salary Benefits & Allowances	Perks	Bonus	Consultancy	Total	Tenure /Service Contract	Notice Period & Severance Fee
Krishna Agarwal	-	-	-	-	-	04 th January, 2025	3 Months notice Or Salary in lieu thereof

Criteria of making payment to non-executive directors:

The non –executive directors are entitled to receive sitting fees for each meeting of the Board or committee attended by him of such sum as may be approved by the Board of directors within overall limits prescribed under the Companies Act, 2013 and the rules made thereunder as amended from time to time.

Details of sitting fees paid to Non-Executive Directors of the Company during the year ended 31st March, 2024 are here as under:

Non-Executive Independent Director

Name of Director	Tenure	Sitting Fees (In Rs.)
Kalpana Mehta	3 yrs	-
Shahid Raza Rizvi	5 yrs	-

Stock Options:

During the year, no stock options were granted to the Directors of the Company.

No performance linked incentives were given to any director during the year 2023-24.

6. GENERAL BODY MEETINGS

AGM For Financial Year	Date	Time	Location	Special Resolution(s) Passed
2020-21	30.09.2021	3:30 P.M.	Annual General Meeting through Video Conferencing/ Other Audio Visual Means facility	-
2021-22	30.12.2022	11:00 A.M.	Annual General Meeting through Video Conferencing/ Other Audio Visual Means facility	<ol style="list-style-type: none"> 1. To appoint Ms. Kalpana Mehta as the Independent Director of the Company. 2. To appoint Ms. Payal Jain as Independent Director of the Company. 3. Appointment of Mr. Shahid Raza Rizvi as Independent Director of the company. 4. Appointment of Mr. Krishna Agarwal as Managing Director of the Company. 5. Appointment of Mr. Mahendra Singh Kothari as Whole Time Director of the Company. 6. Appointment of Mr. Raghuvveer Singh Rathore as Whole Time Director of the Company. 7. To rectify the discrepancies noted in the Notice for Extra ordinary General Meeting held on 19th July, 2022.
2022-23	30 th December, 2023	12:30 P.M.	Annual General Meeting through Video Conferencing/ Other Audio Visual Means facility	-

Postal Ballot:

For matters which are urgent and require shareholders' approval in the period between the AGMs, the Company seeks the approval of shareholders through postal ballot. In compliance with sections 108 and 110 and other applicable provisions of the Act, read with the related Rules, the Company also provides electronic voting (e-voting) facility to all its members.

During the year, the Company did not pass any resolution through postal ballot.

Further, none of the resolution proposed to be passed in the AGM Notice requires to be conducted through postal ballot.

7. MEANS OF COMMUNICATION

- a) **Quarterly Results:** The quarterly results are displayed on Company's website "<http://www.bohraindustries.com/>" and promptly submitted to the Stock Exchanges where the shares of the Company are listed i.e. National Stock Exchange Limited.
- b) **Newspaper Wherein results normally published:** Newspapers in which results of the Company are normally published:
 - (i) Financial Express, in English (National)
 - (ii) Business Remedies, in Hindi (Vernacular).
- c) **Website:** The Company's website (<http://www.bohraindustries.com/>) contains a separate dedicated section 'INVESTOR ZONE'. It contains comprehensive database of information of interest to our investors including the financial results and Annual Report of the Company, information on dividend declared by the Company, any price sensitive information disclosed to the regulatory authorities from time to time, business activities and the services rendered / facilities extended by the Company to our investors, in a user-friendly manner. The basic information about the Company as required in terms of Listing Regulations is provided on Company's website and the same is updated regularly.

The shareholders can also access the details of corporate governance policies, Board committee charters, Memorandum and Articles of Association, financial information, shareholding information, and shares transferred / liable to transfer to IEPF, etc. on the Company's website.
- d) **News Releases, presentations, among others:** Official media releases are sent to the Stock Exchanges before their release to the media for wider dissemination. Presentations made to media, analysts, institutional investors, etc. are posted on Company's website.
- e) **Presentation to institutional investors/analysts:** Conference calls and Analyst meets are usually conducted for investors and analysts for discussing recent developments which are also available on company's website under the section "Investor Zone"
- f) **Stock Exchange:** The Company makes timely disclosures of necessary information to the National Stock Exchange of India Limited (NSE) through NSE Electronic Processing System (NEAPS) Portal.
- g) **Annual Report:** The Annual Reports containing, inter alia, Audited Financial Statement, Consolidated Financial Statements, Directors' Report, Auditors' Report and other important information is circulated to members and others entitled thereto. The Management's Discussion and Analysis (MD&AR) Report

forms part of the Annual Report and is displayed on the Company's Website i.e. <http://www.bohraindustries.com/>.

- h) **Securities and Exchange Board of India Complaints Redress System (SCORES):** The investor complaints are processed in a centralized web-based complaints redressal system. The salient features of this system are centralized database of all complaints, online upload of Action Taken Reports (ATRs) by the concerned companies and online viewing by investors of actions taken on the complaint and its current status.

8. GENERAL SHAREHOLDER INFORMATION

- a) Company Registration Details: The Company is registered in the state of Rajasthan, India. The CIN allotted to the Company by Ministry of Corporate Affairs, Government of India is L24117RJ1996PLC012912.
- b) Registered Office: 301, Anand Plaza, Univercity Road, Udaipur 313001 (Rajasthan)
- c) Annual General Meeting:
Day, Date and Time :-Tuesday, 31st December, 2024 at 01:00 P.M.
Venue/ Mode :-through Video conference and other audio-visual means.
E-Voting Date :-December 28, 2024 to December 30, 2024
- d) Date of Book Closure:- NA
- e) Financial Year: April 1, 2023 to March 31, 2024
- f) Financial Calendar (Tentative) for 2024-25:
Results for the 1st Quarter ending June 30, 2024: Second week of August, 2024
Results for the 2nd Quarter ending September 30, 2024: Second week of November, 2024
Results for the 3rd Quarter ending December 31, 2024: Second week of February, 2024
Results for the 4th Quarter ending March 31, 2025: Last week of May, 2025
- g) Dividend Payment Date: NA
- h) Listing on Stock Exchange: The shares of the Company are listed on National Stock Exchange of India Limited (NSE), Exchange Plaza, C-1, Block G, Bandra- Kurla complex, Bandra (E) Mumbai – 400051
- i) ISIN: INE802W01023
- j) Stock Code/ Listing Symbol:
NSE Symbol: BOHRAIND
- k) Listing fees status: The Annual Listing fee for Financial Year 2024-25 has been paid.
- l) Stock Market Price Data: Market price data – high, low during each month in last financial year are as follows:-

Month	Bohra Industries Limited	
	High Price (Rs.)	Low Price (Rs.)
April 2023	110.05	71.05

May 2023	105.90	81.55
June 2023	100.00	80.00
July 2023	80.05	50.40
August 2023	65.75	43.60
September 2023	62.20	44.80
October 2023	50.75	42.10
November 2023	55.80	32.45
December 2023	37.60	22.15
January 2024	31.00	24.25
February 2024	25.85	20.90
March 2024	24.50	17.50

[Source: This information is compiled from the data available from the websites of NSE] m) Performance in comparison to broad based indices NSE Nifty: The above Table in point (l) depicts Monthly closing quotes on National Stock Exchange for the year ended March 31, 2024.

n) Securities suspended from trading: None of the Company's listed securities are suspended from trading.

o) Registrar and Transfer Agent: The Company has appointed a Registrar whose details are given below:

M/s Bigshare Services Pvt. Ltd.

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

Tel: 9122-62638200

Fax: 9122-62638299

E-mail: info@bigshareonline.com

Website: www.bigshareonline.com

p) Share Transfer System: The Company has appointed a common Registrar for the dematerialization of shares. In terms of Regulation 40(1) of SEBI Listing Regulations, as amended from time to time, securities can be transferred only in dematerialized form with effect from April 1, 2019. As required under Regulation 40(9) & (10) of the SEBI (LODR) Regulations, 2015, a certificate is required to be obtained from a Practicing Company Secretary within 30 days from the end of financial year, certifying that all certificates have been issued within the time period specified in the Regulation from the date of lodgement for transfer, subdivision, consolidation, renewal, exchange or endorsement of calls/allotment monies. The certificate in this regard has been obtained from Practicing Company Secretaries and the same has been forwarded to NSE.

q) Dematerialization of Shares and Liquidity: 100% of the paid-up capital is held in dematerialized form and are frequently traded. SEBI, effective April 01, 2019, barred physical transfer of shares of listed companies and mandated transfers only through demat. However, investors are not barred from holding shares in physical form. We request shareholders whose shares are in the physical mode to dematerialize their shares and update their bank accounts and email IDs with the respective depository

participants to enable us to provide better service. The Company has been allotted ISIN i.e. INE802W01023 for Dematerialization of the Company's Shares.

Shares held in demat and physical modes as on March 31, 2024 are as follows:

Category	Number of Shares	% of total equity
Demat mode		
NSDL	7452300	52.12
CDSL	6844852	47.88
Total	14297152	100
Physical Mode	0	0
Grand Total	14297152	100

r) Outstanding GDR/ADR: The Company has not issued any GDRs / ADRs / Warrants or any convertible instruments in the past and hence as on March 31, 2024, the Company does not have any outstanding GDRs / ADRs / Warrants or any convertible.

s) Commodity price risk or foreign exchange risk and hedging activities: Natural Hedge.

t) Plant/Site Location: 301, Anand Plaza, University Road, Udaipur-313001-Rajasthan
Temporary close factory sheds at /near project sites

u) Address for Correspondence: 301, Anand Plaza, Univercity Road, Udaipur 313001, Rajasthan.

E-mail: Other than Secretarial Matters: bil@bohraindustries.com

On Secretarial Matters: bil@bohraindustries.com

For any assistance regarding dematerialization of shares, share transfers, transmissions, change of address or any other query please write to:

M/s Bigshare Services Pvt. Ltd.

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

Tel: 9122-62638200

Fax: 9122-62638299

E-mail: info@bigshareonline.com

Website: www.bigshareonline.com

v) Credit Rating: During the year under review, your Company's credit ratings as below:

FACILITY	RATING
Long term Bank Facilities	-
Long term/Short term Bank Facilities	

w) Remittance of Dividend through Electronic Mode

The Company provides the facility for remittance of dividend, if any, to Shareholders through NECS (National Electronic Clearing Service) / RTGS (Real Time Gross Settlement) / NEFT (National Electronic Funds Transfer). Shareholders, who have not yet opted for remittance of dividend through electronic mode and wish to avail the same, are required to provide their bank details, including MICR (Magnetic Ink Character Recognition) and IFSC (Indian Financial System Code) to their respective Depository Participants where shares are held in the dematerialized form and the Registrar Transfer Agent in the physical form respectively.

9. OTHER DISCLOSURE

i. Significant Related Party Transactions

No material transactions entered into with related parties as defined under the Act and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 during the financial year

The details of the Related Party Transactions are set out in the Notes to Financial Statements forming part of this Annual Report.

The Company does not have any material-related party transactions, which may have potential conflict with its interests at large. In any case, disclosures regarding the transactions with related parties are given in the notes to the Accounts of financial statements.

Policy for related party transactions is uploaded on the Company's website at the following link:

<http://www.bohraindustries.com/document/RELATED-PARTY-TRANSACTION.pdf>

ii. Strictures or Penalties:

Details of non-compliance by the Company, penalties, strictures imposed on the Company by the stock exchanges or the Securities and Exchange Board of India or any statutory authority, on any matter related to capital markets, during the last three years 2021-22, 2022-23 and 2023-24 respectively: NSE vide its letter Ref. NSE/LIST/SOP/0642 dated August 18, 2022 has wavered the non-compliances and fees till the date of approval of resolution plan. However the following fines were paid by the company for non compliances which were not wavered by NSE-

Period	Regulation	No of Days	Fine in Rs.
31-12-2021	13(3)- Investor Grievance Report	145	145000
31-12-2021	6(1)- Appointment of Compliance Officer	74	74000
Total (Gross)			219000
GST			39420
Total			258420

iii. Vigil Mechanism and Whistle Blower Policy:

The Company has adopted a whistle blower policy and has established the necessary vigil mechanism for employees and directors to report concerns about unethical behaviour. No person has been denied access to the chairman of the audit committee. The policy has been put up on the website of the Company at the following link:

<http://www.bohraindustries.com/document/WHISTLE%20BLOWER%20AND%20VIGIL%20MECHANISM%20POLICY.pdf>

iv. Compliance with Mandatory and Other Recommendatory Requirements:

The Company has complied all the regulations from 17 to 27 and clauses (b) to (i) of sub regulation (2) of regulation 46 of the SEBI (LODR) Regulations, 2015, during the year 2022-23 and complied all the mandatory requirements of the Listing Regulations. There are no instances of non-compliance of Corporate Governance Report as mentioned in sub-paras (2) to (10) of Para (C) of Schedule V other than the following:

- Pursuant to Regulation 26A(2) of the SEBI (LODR), 2015, the company shall fill the vacancy in the office of the Chief Financial Officer at the earliest and in any case not later than three months from the date of such vacancy. However, the company has not appointed Chief Financial Officer for the entire F.Y. 2023-24 after 11th April, 2022.

v. Subsidiary Companies

There has been no Subsidiary of the Company.

vi. Commodity price risk or foreign exchange risk and hedging activities; -Not Any**vii. Preferential Allotment**

During the Financial Year 2023-24, no Preferential Allotment was made.

viii. Certificate from practicing Company Secretary

Certificate as required under Part C of Schedule V of Listing Regulations, received from Mr. Surya Prakash Moud (CoP No 26437), Proprietor of M/s. S P MOUD & Associates., Practicing Company Secretaries, that none of the Directors *except Mr. Shahid Raza Rizvi (DIN: 02029659)* on the Board of the Company have been debarred or disqualified from being appointed or continuing as directors of the Company by the Securities and Exchange Board of India/ Ministry of Corporate Affairs or any such statutory authority was placed before the Board of Directors at their meeting is annexed to this Report.

ix. Recommendations of Committees of the Board

There were no instances during the financial year 2023-24, wherein the Board had not accepted recommendations made by any committee of the Board.

x. Statutory Audit Fees Paid to Statutory Auditor

S. No.	Fee Paid By	Status	Amount in Rs.	F.Y.
1.	Bohra Industries Limited	Company		
	Audit Fees		75000	2023-24
	Certificate and other services		75000	2023-24

xi. Disclosure under the Sexual Harassment of Women at Workplace (Prevention, Prohibition, and Redressal) Act, 2013

In Compliance with the Sexual Harassment of Women at Workplace (Prevention, Prohibition, and Redressal) Act, 2013, your Company has constituted an 'Internal Complaints Committee' ('Committee'). No complaint has been received during the Year ended 31st March, 2024 in this regard.

The Company has in place a Policy for Prevention of Sexual Harassment at Workplace as per requirement of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. Internal Complaint Committee has been set up to redress the complaints received regarding sexual harassment. All employees (permanent, contractual, temporary, trainees) are covered under this policy. The following is the Summary of Sexual Harassment complaints received during the year ended 31st March, 2024 in this regard.

- (a) Number of complaints pending at the beginning of the year: NIL
- (b) Number of complaints received during the year: NIL
- (c) Number of complaints disposed off during the year: NIL
- (d) Number of cases pending at the end of the year: NIL

10. Disclosure of Loans and advances to entity in which directors are interested:

During the year under review, the Company and its subsidiaries did not give any Loans and advances to firms/companies in which directors are interested. The terms and conditions of the grant of all loans and advances in the nature of loans and guarantees provided are not prejudicial to the company's interest and in compliance of the Companies Act, 2013.

11. Website:

The Company ensures dissemination of applicable information under Regulation 46(2) of the Listing Regulations on the Company's website (<http://www.bohraindustries.com/>). A separate section on 'Investor Zone' on the website contains details relating to the financial results declared by the Company, annual reports, presentations made by the Company to investors shareholding patterns and such other material information which is relevant to shareholders.

12. Categories of Equity Shareholders as on 31st March 2024

Category	No. of Shareholders	No. of Shares held	% of Total
Promoter and Promoter Group	2	3779012	26.43
Key Managerial Personnel	0	0	0.00
Alternate Investment Fund	0	0	0.00
Financial Institutions/bank	0	0	0.00
Bodies Corporate	24	2623096	18.35
Public Individuals	2736	7635759	53.41
Foreign Portfolio Investor	0	0	0.00
NBFC Registered with RBI	0	0	0.00
NRIs/OCBs	10	7597	0.05
Public Trusts	0	0	0.00
Hindu Undivided Family	0	0	0.00
Firms	0	0	0.00
Any Other (specify) (Clearing members)	3	54624	0.38
Any Other (specify) (HUF)	72	197064	1.38
Any Other (specify) (IEPF)	0	0	0.00
Total	2847	14297152	100

13. Prevention of Insider Trading

The Company has adopted an 'Code of Conduct to Regulate, Monitor and Report Trading by Designated Persons' ("the Code") in accordance with the SEBI (Prohibition of Insider Trading) Regulations, 2015 (The PIT Regulations).

The Company has also formulated 'The Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (UPSI)' in compliance with the PIT Regulations. This Code is displayed on the Company's website and can be accessed through the following link:

<http://www.bohraindustries.com/document/CODE%20OF%20PRACTICES%20AND%20PROCEDURES%20FOR%20FAIR%20DISCLOSURE%20OF%20UNPUBLISHED%20PRICE.pdf>

14. SEBI Complaints Redress System (SCORES):

The investors' complaints are also being processed through the centralized web base complaint redressal system of SEBI. The salient features of SCORES are availability of centralized database of the complaints, uploading online action taken reports by the company. Through SCORES the investors can view online, the action taken and current status of their complaints.

SEBI vide its Circular dated 26th March, 2018 have streamlined the process of filing investor grievances in the SCORES in order to ensure speedy and effective resolution of complaints filed therein. The said Circular can be accessed on the website of SEBI at: https://www.sebi.gov.in/legal/circulars/mar-2018/investor-grievance-redress-mechanism-new-policy-measures_38481.html

15. Addresses of the redressal agencies for investors to lodge their grievances:

S.NO.	NAME OF AGENCIES	ADDRESS
1	Ministry of Corporate Affairs (MCA)	A Wing, Shastri Bhawan, Rajendra Prasad Road, New Delhi – 110 001 Tel. No.: (011) 2338 4660, 2338 4659 Website: www.mca.gov.in
2	Securities and Exchange Board of India	Plot No.C4-A, 'G' Block, Bandra-Kurla Complex, Bandra (East), Mumbai – 400 051, Tel. No.: (022) 26449000 / 40459000 / (022) 26449950 / 40459950 Fax No.: (022) 26449019-22 / 40459019-22 Toll Free Investor Helpline: 1800 22 7575 E-mail : sebi@sebi.gov.in Website: www.sebi.gov.in
3	Stock Exchanges: National Stock Exchange of India Ltd.	Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (E), Mumbai – 400 051 Tel. No.: (022) 26598100 - 8114 Fax No.: (022) 26598120 Website: www.nseindia.com
4	Depositories: National Securities Depository Limited Central Depository Services (India) Limited	Trade World, 'A' Wing, 4th & 5th Floors, Kamala Mills Compound, Lower Parel, Mumbai – 400 013 Tel. No.: (022) 2499 4200 Fax No.: (022) 2497 6351 Email: info@nsdl.co.in Website: www.nsdl.co.in Marathon Futurex, A-Wing, 25th floor, N M Joshi Marg, Lower Parel, Mumbai – 400 013 Toll free No.: 1800-22-5533 Email: complaints@cdslIndia.com Website: www.cdslindia.com

In accordance with the provisions of Regulation 26 (6) of the Listing Regulations, the Key Managerial Personnel, Director(s) and Promoter(s) of the Company have affirmed that they have not entered into any agreement for themselves or on behalf of any other

person, with any shareholder or any other third party with regard to compensation or profit sharing in connection with dealings in the securities of the Company.

16. Reconciliation of Share Capital Audit

A qualified practicing Company Secretary carried out a share capital audit to reconcile the total admitted equity share capital with the National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL) and the total issued and listed equity share capital. The audit report confirms that the total issued / paid-up capital is in agreement with the total number of shares in physical form and the total number of dematerialized shares held with NSDL and CDSL.

17. Details of material subsidiaries of the listed entity; including the date and place of incorporation and the name and date of appointment of the statutory auditors of such subsidiaries

There has no Subsidiary of the Company.

18. CEO AND CFO CERTIFICATION

As required under Regulation 17 of the Listing Regulations, the CEO/CFO certificate for the financial year 2023-24 signed by Mr. Krishna Agarwal, Managing Director was placed before the Board of Directors of the Company at their meeting held on 09th December, 2024 and is annexed to this Report.

19. COMPLIANCE CERTIFICATE ON CORPORATE GOVERNANCE

As required by Schedule V of the Listing Regulations, Certificate from Mr. Surya Prakash Moud (CoP No.26437), Proprietor of M/s. S P Moud & Associates., Practicing Company Secretaries, on Corporate Governance is annexed to this Report.

20. CODE OF CONDUCT

The members of the board and senior management personnel have affirmed the compliance with the Code applicable to them during the year ended March 31, 2024. The Annual Report of the Company contains a Certificate by the Managing Director in terms of Regulation 26 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 based on the compliance declarations received from Independent Directors, Non-Executive Directors and senior management.

INDEPENDENT AUDITOR'S REPORT

**To
The Members
Bohra Industries Limited**

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the accompanying Standalone financial statements of Bohra Industries Limited ("the Company") which comprise the Balance Sheet as at 31st March 2024, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended, and notes to the financial statements including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid 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,

- a) In the case of the Balance Sheet, of the state of affairs of the Company as at 31st March, 2024
- b) In the case of the Statement of Profit and Loss, of the loss for the year ended on that date; and
- c) In the case of the Cash Flow Statement, cash flows for the year ended on that date.

Basis for Opinion

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

Key Audit Matters

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

Description of Key Audit Matters

The Company does not have any significant transactions during the year. The turnover of the Company is NIL and there is no major operational activity during the year. However, the management is hopeful to meet the Company's obligation and continuing business operations. Having regards to this, financial statements have been prepared on the basis of going concern. Hence no adjustments have been made to the carrying value of Assets and Liabilities of the Company. Our Opinion is not Qualified in this matter.

Information other than the Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's report including the Annexures to Board's Report, Corporate Governance and Shareholder's Information, but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of the 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 the 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.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management

either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibility

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

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion.

Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), as issued by Central Government of India in terms of Sub Section (11) of Section 143 of the Act, we hereby give in the "**Annexure A**" a statement on the matters specified in paragraphs 3 and 4 of the Order to the extent applicable.
2. As required by Section 143(3) of the Act, based on our audit 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 accounts 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 accounts;
 - d. In our opinion, the aforesaid financial statements comply with the Accounting Standards referred to in Section 133 of the Act read with Rule 7 of The Companies (Accounts) Rules, 2014;

- e. On the basis of written representations received and taken on record by the Board of Directors, none of the Directors is disqualified as on 31st March 2024, from being appointed as a Director in terms of Section 164(2) of the Act. However, on the basis of our verification, Mr. Shahid Raza Rizvi (DIN: 02029659) is disqualified from being appointed or continuing as Directors of the company under section 164(2)(a) of the companies act, 2013 as he is director of a Company which has not filed Annual Accounts with ROC for more than three years.
- 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"**. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
- g. With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:
In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.
- h. 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 litigations on its financial position in its Standalone Financial Statements.
- ii. The Company did not have any long-term contracts including derivatives contracts for which there were any material foreseeable losses;
- iii. There were no amounts required to be transferred to the Investor Education and Protection Fund by the Company.
- iv.
- a. The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
- b. The Management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded

in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

- c. Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11 (e), as provided under (a) and (b) above, contain any material misstatement.
- v. Based on our examination, which included test checks, the Company has used accounting softwares maintaining its books of account for the financial year ended March 31, 2024 which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the softwares. Further, during the course of our audit we did not come across any instance of the audit trail feature being tampered with.

As proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable from April 1, 2023, reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 on preservation of audit trail as per the statutory requirements for record retention is not applicable for the financial year ended March 31, 2024.

- vi. The Company has not declared or paid any dividend during the year.

For Valawat & Associates

Chartered Accountants

FRN: 003623C

Sd/-

Jinendra Jain

Partner

Membership No. 072995

Place: Mumbai

Date: 30-05-2024

UDIN: : 24072995BKAMQJ5937

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Annexure A to the Independent Auditors' Report**(Referred to in para 1 under "Report on other Legal and Regulatory Requirement" of our report of even date)**

1. According to the information and explanations given to us, in respect of the fixed assets:

(a) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.

(b) There is a phased program for verification of fixed assets, over a period of three years, which in our opinion is reasonable having regard to the size of the company and nature of its assets. According to the information and explanation given to us, no material discrepancies were noticed on such verification.

(c) As per the information and explanations provided to us, and on behalf of the examination of the records of the company, title deeds of immovable properties (other than properties where the company is the lessee and the lease agreement are duly executed in favor of the lessee) are in the name of the company.

(d) The Company has not revalued any of its Property, Plant and Equipment (including right-of-use assets) and intangible assets during the year.

(e) No proceedings have been initiated during the year or are pending against the Company as at March 31, 2024 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.

2. According to the information and explanations given to us, in respect of the Inventories:

(a) The physical verification of inventory was not by the Management during the year and, in our opinion, this is reasonable as no manufacturing activity took place during the year and no purchases were made during the year. In absence of physical verification of the inventory by management we are unable to comment on discrepancies of 10% or more in physical verification of inventory as compared to book value.

(b) The company has not been sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks on the basis of security of current assets.

3. According to the information and explanations given to us and on the basis of our examination of the records, the Company has not made investments and has not granted loans or advances in the nature of loans, unsecured, to its subsidiaries, related parties and associate companies during the year.

- (a) During the year the Company has not made any investments and granted Unsecured Loans to its Wholly owned Subsidiaries and its Associate companies and other related parties and the terms and conditions of such investments and loans are not prejudicial to the Company's interest. The Company has not given advances in the nature of loans to companies or any other parties during the year.
- (b) The Company has not granted loans during the year to companies or any other parties where the schedule of repayment of principal and payment of interest has been stipulated. The Company has not given advances in the nature of loans to companies or any other parties during the year.
- (c) There are no amounts of loans granted to companies or any other parties which are overdue for more than ninety days.
- (d) The Company had not granted loans to companies which had not fallen due during the year. The Company had not extended loans during the year to the respective parties to settle the dues which had fallen due for the existing loans.
- (e) The Company has not granted any loans or advances in the nature of loans, either repayable on demand or without specifying any terms or period of repayment to companies or any other parties. Accordingly, the requirement to report on clause 3(iii)(f) of the Order is not applicable to the Company.
4. In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Section 185 and 186 of the Companies Act, 2013 in respect of loans, guarantee, investments and security provided.
5. As per the Ministry of Corporate Affairs notification dated March 31, 2014 the provisions of Sections 73 to 76 or any other relevant provisions of The Companies Act, 2013 and The Companies (Acceptance of Deposits) Rules, 2014, as amended, with regard to the deposits accepted are not applicable to the Company. According to information and explanations given to us, the Company has not accepted any deposits during the year.
6. We have broadly reviewed the books of accounts maintained by the company and are of the opinion that, prima facie, the cost records and accounts prescribed by the Central Government under Sub-Section (1) of Section 148 of the Companies Act, 2013 have been made and maintained. However, we have not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.
7. According to the information and explanations given to us:
- a) The Company is regular in depositing undisputed statutory dues including Employees State Insurance, Income Tax, Cess, Goods and Service Tax and any other material statutory dues as applicable with the appropriate authorities except mentioned as below:

Act	Statutory Dues	Amount (In Lacs)	Period	Date of Payment	Due Date	Frequency
Employee state Insurance Act	ESIC	0.02	April 2023 – March 2024	Not Paid	15th Of every succeeding month	Monthly
Employee state Insurance Act	ESIC	0.06	Nov 2022 – March 2023	Not Paid	15th Of every succeeding month	Monthly
Employee state Insurance Act	ESIC	0.16	April 2022 – October 2022	Not Paid	15th Of every succeeding month	Monthly
Employee state Insurance Act	ESIC	0.75	Before April 2022	Not Paid	15th Of every succeeding month	Monthly
Provident Fund	PF	0.23	April 2023 – March 2024	Not Paid	15th Of every succeeding month	Monthly
Provident Fund	PF	0.20	April 2022 – March 2023	Not Paid	15th Of every succeeding month	Monthly
Provident Fund	PF	0.14	Before April 2022	Not Paid	15th Of every succeeding month	Monthly

- b) There are no undisputed statutory dues payable in respect of Employees' State Insurance, Income-tax, Cess, Goods and Service Tax and other material statutory dues in arrears as at March 31, 2024 for a period of more than six months from the date they became payable other than as mentioned in Point 7(a).
- c) According to the information and explanation given to us and on basis of our examination of the records of the company, details of dues of Income Tax, Sales Tax, Service Tax, Goods and Service Tax (GST), Duty of Customs, Duty of Excise and Value added Tax which have not been deposited as on 31st March 2024.

8. There were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961).

9. In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of loans or borrowings to Financial

Institutions and Banks. The Company has not taken loans or borrowings from Government or by way of Debentures.

- a) The Company has not raised funds by way of Term loans during the year.
- b) The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.
- c) On an overall examination of the financial statements of the Company, the Company has not raised any funds on short term basis.
- d) On an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries.
- e) The Company has not raised loans during the year on the pledge of securities held in its subsidiaries companies

10. According to the information and explanations given to us, the Company has not raised moneys by way of Initial Public Offer or Further Public Offer during the year. During the year, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally) and hence reporting under clause 3(x)(b) of the Order is not applicable.

11.

- (a) According to the information and explanations given to us, no fraud by the Company and no fraud on the Company by its officers or employees has been noticed or reported during the year.
- (b) No report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year.
- (c) As represented by the management, there are no whistle blower complaints received by the company during the year.

12. The Company is not a Nidhi Company; hence reporting under clause (xii) of paragraph 3 of the Order is not applicable to the Company.

13. According to the information and explanations given to us, the Company is in compliance with Section 177 and 188 of The Companies Act, 2013, wherever applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the notes on Financial Statements as required by the applicable accounting standards.

14.

- (a) In our opinion, the Company has an adequate internal audit system commensurate with the size and the nature of its business.

- (b) We have considered, the internal audit reports for the year under audit, issued to the Company during the year and till date, in determining the nature, timing and extent of our audit procedures.
15. According to the information and explanations given to us, the Company has not entered into any non-cash transactions with Directors or persons connected with him under provisions of Section 192 of The Companies Act, 2013.
- 16.
- (a) In our opinion, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under clause 3(xvi)(a), (b) and (c) of the Order is not applicable.
- (b) In our opinion, there is no core investment company within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) and accordingly reporting under clause 3(xvi)(d) of the Order is not applicable.
17. The Company has incurred cash losses amounting to Rs. 142.83 Lac in the financial year and Rs. 175.42 Lac in the immediately preceding financial year.
18. There has been no resignation of the statutory auditors of the Company during the year. However, the Statutory Auditors were appointed after completion of term of previous Statutory Auditors.
19. On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
20. Since the provisions of section 135 of the Companies Act, 2013 with regard to corporate social responsibility are not applicable to the company hence clause 3(xx) is not applicable.

For Valawat & Associates

Chartered Accountants

FRN: 003623C

Sd/-

Jinendra Jain

Partner

Membership No. 072995

Place: Mumbai

Date: 30-05-2024

UDIN: 24072995BKAMQJ5937

Annexure-B to the Independent Auditor's Report

(Referred to in para 2(f) under "Report on other Legal and Regulatory Requirement" of our report of even date)

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 March 31, 2024 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 (the "Guidance Note") 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 Act.

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 and the Standards on Auditing, issued by the ICAI and prescribed under Section 143(10) of the Act, 2013 to the extent applicable, to an audit of internal financial controls 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 statements, whether due to fraud or error.

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

Meaning of Internal Financial Controls over Financial Reporting

A Company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and 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, 2024, 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 Valawat & Associates

Chartered Accountants

FRN: 003623C

Jinendra Jain

Partner

Membership No. 072995

Place: Mumbai

Date: 30-05-2024

UDIN: : 24072995BKAMQJ5937

Bohra Industries Ltd ,
Udaipur
BALANCE SHEET as at 31st March , 2024

Rs. In Lakhs

PARTICULARS	NOTE	31.03.2024	As at 31.03.2023
I. EQUITY AND LIABILITIES			
(1) SHARE HOLDERS FUNDS			
(a) Share Capital	3	1,429.72	1,429.72
(b) Reserves & Surplus	4	4,255.71	4,513.39
		5,685.43	5,943.11
(2) SHARE APPLICATION PENDING ALLOTMENT			
(3) NON - CURRENT LIABILITY			
(a) Long Term Borrowing	5	55.89	52.49
(b) Deferred Tax Liability (Net)	6	0.00	18.11
(c) Other Long Term Liabilities	7	10.00	10.00
(d) Long Term Provisions	8	12.03	32.03
		77.92	112.63
(4) CURRENT LIABILITIES			
(a) Short Term Borrowings	9	0.00	0.00
(b) Trade Payables	10	49.86	36.96
(c) Other Current Liabilities	11	259.89	168.26
(d) Short Term Provisions	12	0.00	0.00
		309.75	205.22
TOTAL		6,073.10	6,260.96
II. ASSETS			
(1) NON - CURRENT ASSETS			
(a) Fixed Assets	13		
(i) Tangible Assets		1,693.02	1,828.72
(ii) Capital Work in Progress		23.82	23.82
(b) Non Current Investments	14	2.45	2.45
(c) Long term loans and advances	15	696.51	710.20
(d) Other non - current assets	16	2.93	0.00
		2,418.73	2,565.19
(2) CURRENT ASSETS			
(a) Inventories	17	248.86	248.86
(b) Trade receivables	18	2,982.15	3,020.15
(c) Cash and Bank Balances	19	0.49	4.73
(d) Short Term Loans and advances	20	385.12	386.17
(e) Other Current Assets	21	37.75	35.86
		3,654.37	3,695.77
TOTAL		6,073.10	6,260.96

Significant Accounting policies

0.00

0.00

The notes are an integral part of these financial statements.

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

For M/s Valawat & Associates
Chartered Accountants
(FRN : 003623C)

For and On Behalf of the Board of Directors

Jinendra Jain
Partner
M. No. 072995

Krishna Agarwal
Managing Director
DIN : 09402238

Kalpana Mehta
Director
DIN : 05215041

DATE : 30-05-2024

PLACE : Udaipur

Ankita Jain
Company Secretary

Bohra Industries Ltd

Udaipur

Statement of Profit & Loss account for period ended on 31st March; 2024

Rs. In Lakhs

PARTICULARS	NOTE	31.03.2024	As at 31.03.2023
CONTINUING OPERATIONS INCOME			
I. Revenue from Operations	22	-0.00	-0.00
II. Other Income	23	-0.00	-0.00
III. Total Revenue (I + II)		-0.00	-0.00
IV. Expenses			
Cost of Materials Consumed	24	-0.00	-0.00
Increase/(Decrease) in Inventory	25	-0.00	-0.00
Employee Benefit Expense	26	22.56	37.16
Finance Costs	27	0.01	0.05
Depreciation and Amortisation Expenses	13	135.93	137.98
Other Expenses	28	120.25	138.21
Total Expenses		278.75	313.40
V. Profit before Exceptional and extraordinary items & taxation (III-IV)		(278.75)	(313.40)
VI. Exceptional Items		-	-
VII. Profit before taxation (V - VI)		(278.75)	(313.40)
VIII. Tax expense			
(1) Current Tax		-0.00	-0.00
Less: Mat Credit Entitlement		0.00	-0.00
Net Current Tax		-0.00	-0.00
(2) Deferred Tax		21.03	19.51
IX. Profit/ (Loss) for the year (VII-VIII)		(257.72)	(293.89)
X Earning per equity share:			
(1) Basic		(1.80)	(2.06)
(2) Diluted			

Significant Accounting policies 1

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

This is the statement of Profit and Loss referred to in our report of even date

For M/s Valawat & Associates
Chartered Accountants
(FRN : 003623C)

For and On Behalf of the Board of Directors

Jinendra Jain
Partner
M. No. 072995

Krishna Agarwal
Managing Director
DIN : 09402238

Kalpana Mehta
Director
DIN : 05215041

DATE : 30-5-2024

PLACE : Udaipur

Ankita Jain
Company Secretary

BOHRA INDUSTRIES LIMITED**Udaipur , Rajasthan**

CASH FLOW STATEMENT As at 31st March , 2024

Particulars	(Rs in Lakhs)	
	As at 31.03.2024	As at 31.03.2023
Cash Flow from Operating Activities		
Net Profit / (Loss) Before Tax	(278.75)	(313.40)
Adjustment For		
Depreciation	135.93	137.98
Interest and finance charge	0.01	0.05
Gross Interest received form Bank & others	-	-
Net Profit / (Loss) on sale / discard of Fixed Assets	-	-
Operating Profit / (Loss) Before Working Capital Changes	(142.81)	(175.37)
Adjustment For Working Capital Changes		
Trade & Other Receivables	38.00	-
Other Current Assets	(0.83)	4.12
Inventories	-	-
Trade Payables	12.90	(15.27)
Other Current Liabilities & Provisions	91.64	(37.72)
Other Long Term Provisions	(20.00)	17.62
Long Term Provisions	13.70	-
Cash Generated from Operations	(7.40)	(206.62)
Direct Tax (paid) / received	0.00	0.00
Net Cash from Operating Activities (A)	(7.40)	(206.62)
Cash Flow From Investing Activities		
Purchase / Addition of Fixed Assets	(0.23)	(2.27)
Sale of Fixed Assets	-	-
Increase / Adjustment in Capital Work in Progress	-	-
Capital Expenditure	-	-
Increase / Decrease in Investment	-	-
Interest received form Bank & others	-	-
Advance for Capital Goods	-	-
Cash from / (used in) Investment Activities (B)	(0.23)	(2.27)
Cash Flow From Financing Activities		
Proceeds from Unsecured Loan (Net)	3.40	-
Repayment of Bank Borrowings	-	-
Proceeds from Bank Borrowings (Working Capital)	-	(1,611.41)
Money received towards Share Capital	-	1,800.00
Interest and finance charge Paid (Net)	(0.01)	(0.05)
Dividend paid	-	-
Net Cash Receipt / Used in Financing Activities (C)	3.39	188.54
Net increase / (-) decrease in cash & cash equivalents (A) + (B) + (C)	(4.24)	(20.35)
Cash & cash equivalents as on beginning of the year	4.73	25.08
Cash & cash equivalents as on end of year	0.49	4.73

The accompanying notes an integral part of the financial statements

As per our report of even date

For M/s Valawat & Associates
Chartered Accountants
(FRN : 003623C)Jinendra Jain
Partner
M. No. 072995DATE : 30-5-2024
PLACE : Udaipur

For and On Behalf of the Board of Directors

Krishna Agarwal
Managing Director
DIN : 09402238Kalpana Mehta
Director
DIN : 05215041Ankita Jain
Company Secretary

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2024**Note: 1****1. COMPANY OVERVIEW**

Bohra Industries Limited (“the company”) is a Public Limited Company incorporated under the provisions of the Companies Act, 1956. 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**.

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 accepted 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 as 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 plans. 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.

Defined benefit 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 an expense in the year such contribution is paid. However, the company is paying and enjoying gratuity on an actual payment basis and not on a valuation basis since 2014.

p) Segment Reporting:

As the Company's business falls within 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 a 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; 2024

Rs. In Lakhs

PARTICULARS	31.03.2024	As at 31.03.2023
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	1,029.72
Preference Share Capital	400.00	400.00
TOTAL	1,429.72	1,429.72

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

PARTICULARS	As at 31 st March 2024		As at 31 st March 2023	
	No. of Shares	Amount	No. of Shares	Amount
Outstanding at the beginning of the Year	14297152	142971520.00	10297152	102971520.00
Add : Issued Pref. Shares			4000000	40000000.00
Outstanding at the end of the Year	14297152	142971520.00	14297152	142971520.00

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

PARTICULARS	As at 31 st March 2024		As at 31 st March 2023	
	No. of Shares	% of holding	No. of Shares	% of holding
Aditi Speciality Packaging Pvt Ltd	2381170	16.65	-	-
Krishna Agarwal	2104000	14.72	3800000	26.58
Mrs Andal Bonumalla	1675012	11.72	2930000	20.49
Nitesh Vijayvergia	-	-	2220000	15.53
Deepak Vijayvergia	1135000	7.94	1200000	8.39
TOTAL	7295182		10150000	

(V) Promoter Shareholding

PARTICULARS	As at 31 st March 2024		As at 31 st March 2023	
	No. of Shares	% of holding	No. of Shares	% of holding
Krishna Agarwal	2104000	14.72	3800000	26.58
Mrs Andal Bonumalla	1675012	11.72	2930000	20.49
TOTAL	3779012	26.43	6730000	47.07

NOTE - 4**RESERVES & SURPLUS**

Rs. In Lakhs

PARTICULARS	31.03.2024	As at 31.03.2023
Balance C/f	9040.24	9040.24
Share Premium Account	1400.00	1400.00
Resolution Reserve	17.61	17.61
Share Capital (Old)	0.00	0.00
Less : Pre Issue Expenses	0.00	0.00
Net Share Premium Account	10457.85	10457.85
Surplus in Statement of Profit and Loss		
Profit & Loss Account Opening balance	-5944.45	-5650.56
Add : Profit for the year	-257.72	-293.89
Transfer to General Reserve	-6202.16	-5944.45
Net Surplus in statement of profit and loss	4255.70	4513.39

NOTE - 5**LONG TERM BORROWINGS****Rs. In Lakhs**

PARTICULARS	31.03.2024	As at 31.03.2023
Unsecured Loans :		
From NBFC	0.00	0.00
From Related Parties	52.49	52.49
Others	3.40	0.00
TOTAL	55.89	52.49

Particulars of Securities and Terms of Repayment

A. Unsecured Loan are on Long Term Basis and repayment after 12 months from reporting date and are interest free

NOTE - 6**DEFERRED TAX LIABILITY (NET)****Rs. In Lakhs**

PARTICULARS	31.03.2024	As at 31.03.2023
Deferred tax liabilities		
Difference between book balance and tax	0.00	18.11
TOTAL	0.00	18.11

NOTE - 7.**OTHER LONG TERM LIABILITY****Rs. In Lakhs**

PARTICULARS	31.03.2024	As at 31.03.2023
Security Deposits	10.00	10.00
Liability for Capital Expenditure	0.00	0.00
TOTAL	10.00	10.00

NOTE - 8**LONG TERM PROVISIONS****Rs. In Lakhs**

PARTICULARS	31.03.2024	As at 31.03.2023
Provision for Gratuity	12.03	32.03
TOTAL	12.03	32.03

NOTE - 9**SHORT TERM BORROWINGS****Rs. In Lakhs**

PARTICULARS	31.03.2024	As at 31.03.2023
Secured Loans :		
Working Capital Limit (Cash Credit)	0.00	0.00
TOTAL	0.00	0.00

NOTE - 10**TRADE PAYABLES****Rs. In Lakhs**

PARTICULARS	31.03.2024	As at 31.03.2023
Trade Payable	49.86	36.96
Less :-		
(a) Trade Payables having scheduled payment beyond 12 months after reporting date.	-	-
TOTAL	49.86	36.96

The Company has not received information from vendors regarding their status under the Micro, small and Medium Development Act, 2006 and hence disclosure relating to amount unpaid at the year end together with interest paid/payable under the Act have not been given.

Ageing:	Less Than One Year	More than One Year
Undisputed MSME - Regular	-	-
Undisputed Trade Payable - Other	31.16	18.71
Disputed MSME - Regular	-	-
Disputed Trade Payable - Other	-	-

NOTE - 11**OTHER CURRENT LIABILITIES****Rs. In Lakhs**

PARTICULARS	31.03.2024	As at 31.03.2023
(a) Current Maturities of Long Term Borrowings		
Secured Loans :		
Unsecured Loans :		
From Bank	0.00	0.00
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	0.00
(d) Statutory Liabilities	1.56	1.32
(f) Employees Benefits Payable	196.82	165.44
(g) Provision for Auditors Remuneration	1.50	1.50
(h) Provision for Expenses	60.00	0.00
(i) Board Meeting Fees of Directors	0.00	0.00
TOTAL	259.89	168.26

NOTE - 12**SHORT TERM PROVISIONS****Rs. In Lakhs**

PARTICULARS	31.03.2024	As at 31.03.2023
Provision for Income Tax	0.00	0.00
TOTAL	0.00	0.00

NOTE - 14**NON - CURRENT INVESTMENTS****Rs. In Lakhs**

PARTICULARS	31.03.2024	As at 31.03.2023
INVESTMENTS :		
National Savings Certificates (Pledged with Sales Tax Departments)	0.00	0.00
Investment in Shares	2.45	2.45
Inter Deposit with Interest	0.00	0.00
TOTAL	2.45	2.45

NOTE - 15**LONG TERM LOANS AND ADVANCES****Rs. In Lakhs**

PARTICULARS	31.03.2024	As at 31.03.2023
Unsecured, Considered Good		
Security Deposit with Govt. & others	25.99	25.99
Capital Advances	670.53	684.21
TOTAL	696.51	710.20

NOTE - 16**OTHER NON CURRENT ASSETS****Rs. In Lakhs**

PARTICULARS	31.03.2024	As at 31.03.2023
UNSECURED CONSIDERED GOOD		
(a) Trade Recievable Outstanding for a period exceeding 6 months	-	-
Others	-	-
(b) Price Concession Receivables from GOI	0.00	0.00
TOTAL	0.00	0.00

NOTE - 17**INVENTORIES :****Rs. In Lakhs**

PARTICULARS	31.03.2024	As at 31.03.2023
(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	31.03.2024	As at 31.03.2023
(Unsecured, considered good)		
(a) Trade Recievable Outstanding for a period exceeding 6 months	1,862.09	1,900.09
Others	0.00	0.00
(b) Price Concession Recievables from GOI	1,120.06	1,120.06
TOTAL	2,982.15	3,020.15

Ageing:	Less Than Six Months	6 - 12 Months	1 - 3 Years	More than 3 Years
Trade Receivable - Considered Good	0	0	0	1,120.06
Trade Receivable - Considered Doubtful	0	-	0	1,862.09

NOTE - 19**CASH & BANK BALANCES AND CASH EQUIVALENTS BALANCES WITH BANKS****Rs. In Lakhs**

PARTICULARS	31.03.2024	As at 31.03.2023
Cash in Hand	0.00	0.00
Balances with Scheduled Banks :		
Current account	0.49	4.73
Other Bank Balances		
Fixed deposits for Margin Money*	0.00	0.00
TOTAL	0.49	4.73

NOTE - 20**SHORT TERM LOANS AND ADVANCES****Rs. In Lakhs**

PARTICULARS	31.03.2024	As at 31.03.2023
(Unsecured ,considered good)		
Loan to Employees	0.00	0.00
Staff -Agst Expenses	3.13	4.38
Balance with Central Goods & Service Tax Department	313.13	312.93
Others	68.86	68.86
Prepaid Insurance and Expenses	0.00	0.00
TOTAL	385.12	386.17

NOTE - 21**OTHER CURRENT ASSETS****Rs. In Lakhs**

PARTICULARS	31.03.2024	As at 31.03.2023
(Unsecured, Considered Good)		
Other Receivable/ Recoverable *	37.75	35.86
TOTAL	37.75	35.86

*Prepayment against Purchase of Raw Material and Services

NOTE - 22**REVENUE FROM OPERATIONS****Rs. In Lakhs**

PARTICULARS	31.03.2024	As at 31.03.2023
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	31.03.2024	As at 31.03.2023
Interest Income		
On Bank Deposits	0.00	0.00
On Security Deposit	0.00	0.00
Others	0.00	0.00
TOTAL	0.00	0.00

NOTE - 24**RAW MATERIALS CONSUMED :****Rs. In Lakhs**

PARTICULARS	31.03.2024	As at 31.03.2023
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	31.03.2024	As at 31.03.2023
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	31.03.2024	As at 31.03.2023
Salary & Wages	12.50	33.92
ESIC Contribution	0.02	0.17
Contribution To P.F.	0.13	0.11
Labour & Staff Welfare	0.00	0.00
Gratuity	0.00	0.00
Security Expenses	9.92	2.96
TOTAL	22.56	37.16

NOTE - 27**FINANCIAL COSTS****Rs. In Lakhs**

PARTICULARS	31.03.2024	As at 31.03.2023
(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	0.01	0.05
TOTAL	0.01	0.05

NOTE - 28**OTHER EXPENSES****Rs. In Lakhs**

PARTICULARS	31.03.2024	As at 31.03.2023
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	1.85	1.50
Internal Audit Fees	0.25	0.00
Bad Debts	51.69	0.00
Postage & Courier	0.00	0.00
Telecommunication	0.06	0.02
Printing & Stationery	0.09	0.03
Conveyance	2.10	0.00
Legal & Professional	8.83	18.10
Travelling :		
Directors	0.00	0.00
Others	1.70	2.15
	1.70	2.15

Rent, Rates & Others		3.60	1.80
Insurance – Vehicles		0.04	0.00
Rep. & Maintenance :			
General	0.42		0.00
Vehicles	0.14	0.56	0.27
		0.56	0.27
Miscellaneous Expenses		49.48	98.64
	Total (b)	120.25	122.51
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	15.70
Advertisement Expenses		0.00	0.00
Rebate, discounts		0.00	0.00
Transportation Charges		0.00	0.00
	Total (c)	0.00	15.70
	Total (a+b+c)	120.25	138.21

NOTE –29**RELATED PARTY TRANSACTIONS****List of Related Parties**

Name	Relation
Krishna Agarwal	Managing Director and Promoter
Andal Bonumulla	Promoter
Kalpana Mehta	Director
Shahid Raza Rizvi	Director
Ankita Jain	Company Secretary

Transactions with Related Party**Rs. In Lakhs**

Particulars	31.03.2024	31.03.2023
Unsecured Loan taken/payment during the year		
Krishna Agarwal		
Opening Balance	32.91	39.00
Received during the year	0	0
Paid during the year	0	6.09
Closing Balance	32.91	32.91
Andal Bonumalla		
Opening Balance	19.56	150.00
Received during the year	0	19.56
Paid during the year	0	150.00
Closing Balance	19.56	19.56
Trade Payable in Normal Course of Business		
Shahid Raza Rizvi		
Opening Balance	0.73	0
Transactions during the year	0	1.23
Paid during the Year	0	0.5
Closing Balance	0.73	0.73

NOTE - 30**Contingent Liabilities****Rs. In Lakhs**

Particulars	31.03.2024	31.03.2023
Bank Guarantees	-	-
Letter of Credit/Buyers' Credit	-	-
Total	-	-

NOTE - 31**Auditors' Remuneration****Rs. In Lakhs**

Particulars	31.03.2024	31.03.2023
Statutory Audit	1.50	0.75
Tax Audit	-	0.25
Certification	0.35	0.50
Total	1.85	1.50

NOTE - 32**Earning Per Share****Rs. In Lakhs**

Particulars	31.03.2024	31.03.2023
Profit After Tax (A)	(257.72)	(293.89)
Weighted Average No. of Shares (B)	1,42,97,152	14,29,71,520
Nominal Value of Shares	10.00	10.00
Basic Diluted Earning per share	(1.80)	(0.21)

NOTE - 33**EMPLOYEE BENEFITS**

Disclosures as required by AS 15 (Revised 2005) "Employee Benefits" are as under.

Rs. In Lakhs

DEFINED CONTRIBUTION PLAN	31.03.2024	31.03.2023
Contribution to Provident Fund	0.13	0.11
Contribution to ESIC	0.02	0.17
Total	0.14	0.28

NOTE - 34**Consumption Pattern - Raw Materials and Stores & Spares****Rs. In Lakhs**

Particulars	2023-24	% age	2022-23	% age
Raw Materials				
Imported	0	0	0	0
Indigenous	0	0	0	0
Total	0	0	0	0
Stores & Spares				
Imported	0	0	0	0
Indigenous	0	0	0	0
Total	0	0	0	0

NOTE -35**CIF Value of Imports- Raw Materials****Rs. In Lakhs**

Particulars	As on 31-03-2024	As on 31-03-2023
Rock Phosphate	0	0

NOTE - 36**Expenditure in Foreign Currency****Rs. In Lakhs**

Particulars	Rs. In Lakhs	
	As on 31-03-2024	As on 31-03-2023
Expenditure	0	0

NOTE -37**Managerial Remuneration:****Rs. In Lakhs**

Particulars	Rs. In Lakhs	
	As on 31-03-2024	As on 31-03-2023
Payment to the Managing director Salaries and allowances	0	0
Payments to whole time director Salaries and allowances	0	0

NOTE - 38**Ratios**

Particulars	Year Ended	
	31.03.2024	31.03.2023
	Debt-Equity Ratio (In times) Non current Borrowing + Current Borrowing / Total Equity	0.01
Current Ratio (In times) Current Assets / Current Liabilities	11.80	18.01
Current Liability Ratio (In times) Current Liabilities / Total Liabilities	0.05	0.03
Total Debts to Total Assets (In times) Total Borrowings (Current + Non Current) / Total Assets	0.01	0.01
Debtors Turnover (In times) Revenue From Operations / Average Trade Receivables	-	-
Inventory Turnover (In times) Cost of Goods Sold (Raw Material and Components Consumed + Purchase of Stock in Trade + Change in Inventories + Mfg. expenses) / Average Inventories of Finished Goods, Semi Finished Goods, Stock in Trade, Stores Cutting Tools and Raw Material and Components	-	-
Operating Margin (%) Earnings Before Interest and Tax Less Other Income / Revenue From Operations	-	-
Net Profit Margin (%) Profit After Tax / Total Income	-	-

Note 39 - Other Regulatory Information

(i) The Company does not have any Benami property, where any proceeding has been initiated or pending against the Company group for holding any Benami property

(ii) The Company has not been declared wilful defaulter by any bank or financial Institution or other lender.

(iii) The Company does not have any transactions with companies struck off.

(iv) The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.

(v) The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:

(a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or

(b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries

(vi) The Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:

(a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the funding Party (Ultimate Beneficiaries) or

(b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries

(vii) The Company has no any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961.

NOTE - 40

The Company prepares and presents its financial statements as per Schedule IV to the Companies Act, 2013 the year by the Central Government, the statements for the year ended 31st March 2024 have been prepared and presented as per the requirements of the Revised Schedule to the Companies Act, 2013. The previous year figures have been accordingly regrouped / reclassified to confirm to the current classification.

**For M/s Valawat & Associates
Chartered Accountants
(FRN : 003623C)**

**Jinendra Jain
Partner
M. No. 072995**

**DATE : 30-05-2024
PLACE : Udaipur**

For and On Behalf of the Board of Directors

**Krishna Agarwal
Managing Director
DIN : 09402238**

**Kalpana Mehta
Director
DIN : 05215041**

**Ankita Jain
Company Secretary**