

NOTICE TO THE SHAREHOLDERS

Notice is hereby given that the Twenty First (21st) Annual General Meeting of the members of **BOHRA INDUSTRIES LIMITED** will be held on Monday, 21st August 2017 at 3:00 P.M. (IST) at the Registered Office of the Company at 301, Anand Plaza, University Road, Udaipur (Raj.)- 313001 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Balance Sheet, statement of Profit & Loss accounts, cash flow statement, Report of the Directors and Auditors for the year ended 31st March 2017.

2. Appointment of Statutory Auditor

To pass with or without modification the following Resolutions as an Ordinary Resolution.

“RESOLVED that pursuant to the provisions of Section 139 and all other applicable provisions of the Companies Act, 2013 (the “Act”) read with proviso to Rule 3(7) of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the members hereby ratify the appointment of M/s Agrawal Gupta & Maheshwari, Chartered Accountants (FRN No. 012681C), as the Statutory Auditors of the Company to hold office from the conclusion of this meeting till the conclusion of the Annual General Meeting to be held for the financial year 2017-18 on such remuneration as may be determined by the Board of Directors.”

3. “RESOLVED THAT Mr. Deepak Babel (DIN: 03320024) Director who **retires by rotation** and being eligible for re-appointment be and is hereby re-appointed as Director of the company.”

SPECIAL BUSINESS:

4. Ratification of Remuneration to Cost Auditor

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

“RESOLVED THAT pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 and The Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration payable to **M/S M.S Mehta & Associates**, Cost Accountants having Firm Registration No. 100459 appointed by the Board of Directors of the Company to conduct the audit of the cost records of the Company for the financial year 2017-18, amounting to Rs.15,000/- (Rupees Fifteen Thousand Only) in connection with the aforesaid audit be and is hereby ratified and confirmed.”

5. Increase in Managerial Remuneration of Sunil Bhandari (DIN: 01028404) Wholetime Director of the Company

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

“RESOLVED THAT pursuant to the provisions of Sections 197 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with Schedule V to the Act and the Rules made thereunder, including any statutory modification thereof, or any other law and subject to approval of shareholders, consent of the board be and is hereby accorded for the increase in the remuneration structure of Mr. Sunil Bhandari, (DIN: 01028404) Wholetime Director of the Company with effect from 01st April 2017 as under :

REMUNERATION :

I Salary : 17,300/- (Rupees Seventeen Thousand Three Hundred only) per month with such increments as may be mutually decided with Board of Directors.

II Allowances

(a) House Rent Allowances	: 7,000 per month
(b) Transportation Allowance	: 800 per month
(c) Children Education Allowance	: 500 per month
(d) Special Allowance	: 54,400 per month.

III Perquisites

In addition to salary & allowances as stated above Mr. Sunil Bhandari shall be entitled to the following perquisites.

PART - A

(i) Gratuity not exceeding half month's salary for each completed year of service.

(ii) Contribution to the Provident Fund, Superannuation Fund or annuity Funds will not be included in the computation of the ceiling on perquisites to the extent these either or put together are not taxable under the Income Tax Act, 1961.

(iii) Encashment of leave as per the rules of the Company.

PART -B

Provision of car for use on the Company's business and telephone at the residence will not be considered perquisites. Personal long distance call and use of car for private purposes shall be billed by the Company to the Whole time Director.

In the event of loss or absence or inadequacy of profits in any financial year of the Company, Mr. Sunil Bhandari, Whole time Director shall be paid the salary and perquisite as specified herein above.

The agreement may be terminated at any time by either party giving a six month notice in writing.

1. Mr. Bhandari during the continuance of this agreement shall not become interested either by himself or through his wife or minor children in any selling agency of the Company.

2. This agreement may at the option of either party be terminable on prior three clear months' notice in writing to the other, provided however the company may upon payment to Mr. Bhandari of six month's salary as enumerated in clause 4 herein in lieu of such notice terminate this agreement earlier.

3. In the event of this agreement being terminated under the provisions of clause 6 hereof or in the event of Mr. Bhandari dying during the currency of this agreement he or his executors or administrators or his any other legal representatives shall be entitled to receive from the Company his remuneration upto the date of such termination or death, subject to the provisions of section 202 of the Companies Act, 2013.

4. Mr. Bhandari shall not at any time either while he shall hold the office of Whole time Director or afterwards either on his account or for any other person, firm, Company solicit interfere with or endeavour to entice away from the Company any person, firm or company who at any time during or at the date of determination of the employment were customers of or in the habit of dealing with the Company.

5. Mr. Bhandari shall not at any time within one year from the termination of this agreement either directly or indirectly either on his own behalf or agent for any person, firm or Company carry on or be engaged or interested any similar trade or business in Udaipur.

“RESOLVED FURTHER THAT Mr. Sunil Bhandari, Wholetime Director of the company be and is hereby authorized to undertake all such acts, deeds, matters and things to finalise and execute all such deeds, documents and writings as may be deemed necessary, proper, desirable and expedient in its absolute discretion, to enable this resolution, and to settle any question, difficult or doubt that may arise in this regard.”

6. Increase in Sitting Fees for every Board Meeting

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

“RESOLVED THAT pursuant to the provisions of Sections 197 (5) of the Companies Act, 2013 the sitting fees payable to the directors be and is hereby increased from Rs. 2500/- (Rupees Two Thousand Five Hundred) to Rs. 4000/- (Rupees Four Thousand) with effect from 01st April 2017 for every meeting of the Board of Directors attended by them.”

“RESOLVED FURTHER THAT the above resolution is approved by the Board and the Board of Directors of the Company be and is authorised to do all such acts, deeds, matters and things as



may be considered necessary, desirable or expedient for the purpose of giving effect to this resolution.”

**By Order of the Board
For BOHRA INDUSTRIES LIMITED**

Place : UDAIPUR
Date : May 31st, 2017

**HEMANT KUMAR BOHRA
Chairman & Managing Director
DIN: 01128799**

NOTES: -

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself/herself. Such a proxy need not be a member of the Company.
2. Proxies, in order to be effective, must be received by the Company **not later than 48 hours** before the commencement of the meeting.
3. All documents referred to in the accompanying Notice are open for inspection at Registered Office of the Company during office hours on all working days between 11:30 A.M. and 01:30 P.M. up to the date of Annual General Meeting.
4. Explanatory Statement pursuant to section 102 of the Companies Act, 2013 in respect of Special Business item no 4 is enclosed.
5. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
6. In case of **joint holders** attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.
7. **Corporate Members** intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company, a certified copy of the relevant Board Resolution together with their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the Meeting.
8. Members holding shares in physical form are requested to consider **converting** their holding to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact the Company or the Registrar & Transfer Agents (**Bigshare Services Private Limited, Mumbai**) for assistance in this regard.
9. All Members are requested to –
 - intimate immediately any **change in their address** to Company's Registrar and Share Transfer Agent .
 - Bring their copies of annual report and **attendance slip** with them at the meeting.



- Members holding shares in dematerialized form are requested to intimate all changes pertaining to their **registered email id**, bank detail, mandates, nominations, power of attorney etc to their Depository Participants.

10. The Register of Members and Share Transfer Books of the Company will remain closed from 14th August 2017 to 21st August 2017. (both day inclusive).

By Order of the Board

For BOHRA INDUSTRIES LIMITED

PLACE : UDAIPUR

DATE : May 31st, 2017

HEMANT KUMAR BOHRA
Chairman & Managing Director
DIN: 01128799

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013
WITH REFERENCE TO THE SPECIAL BUSINESS SPECIFIED IN THE NOTICE CONVENING THE
TWENTY FIRST ANNUAL GENERAL MEETING OF THE COMPANY:**

Item no. 4

The Board has approved the appointment and remuneration of M/S M.S Mehta & Associates (Registration No.100459) as the Cost Auditor to conduct the audit of the cost records of the Company for the financial year ending March 31, 2018.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the shareholders of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 4 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2018.

None of the Directors of the Company / their relatives are, in any way, concerned or interested financially or otherwise, in the resolution set out at Item No. 4 of the Notice.

**By Order of the Board
For BOHRA INDUSTRIES LIMITED**

PLACE : UDAIPUR
DATE : May 31st, 2017

**HEMANT KUMAR BOHRA
Chairman & Managing Director
DIN: 01128799**



ATTENDANCE SLIP

BOHRA INDUSTRIES LIMITED
CIN : L24117RJ1996PLC012912

Regd. Office: - 301, Anand Plaza , University road, Udaipur -313001(Raj.)

Name of the Member :	
Registered Address :	
E-mail ID :	
CLIENT ID/Folio No :	
DP ID :	
No. of Shares held	

I certify that I am a member/*Proxy/Authorised Representative** for the member of the company.

I hereby record my presence at the 21st Annual General Meeting of the Company on Monday 21st August, 2017 at 3.00 P.M. at 301, Anand Plaza University Road Udaipur (Raj.) - 313001 India.

.....
Name of the member/proxy
(in BLOCK Letters)

.....
*Signature of the Shareholder/Proxy/Representative**

*Strike out whichever is not applicable

Note:

- 1. Please hand over the Attendance Slip duly completed and signed at the Registration Counters.***
- 2. Copy of the Annual Report and Notice of the Annual General Meeting (AGM) along with Attendance Slip and Proxy Form is sent to all the members at their respective address registered with the company.***



PROXY FORM

BOHRA INDUSTRIES LIMITED
CIN: L24117RJ1996PLC012912
Regd. Office: 301, Anand Plaza University Road, Udaipur (Raj.) 313001

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

Name of the Member(s)		
Registered Address		
E-mail Id	Folio No /Client ID	DP ID
I/We, being the member(s) of _____ shares of the Bohra Industries Limited, hereby appoint:		
Name :	E-mail Id:	
Address:		
Signature , or failing him		

Name :	E-mail Id:
Address:	
Signature , or failing him	

Name :	E-mail Id:
Address:	
Signature , or failing him	

as my/ our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Twenty First (21st) Annual General Meeting of the company, to be held on Monday 21st August, 2017 at 3:00 P.M. at Registered Office of the company 301 Anand Plaza University Road Udaipur (Raj.) – 313001 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Description	Vote	
		For	Against
1.	Adoption of Audited Financial Statements for the year ended March 31,2017.		
2.	Ratification of appointment of M/s Agrawal Gupta & Maheshwari Chartered Accountants, as Statutory Auditors and fix their remuneration.		
3.	Re- appointment of Mr. Deepak Babel as a Director.		
4.	Appointment of M/s M.S. Mehta & Associates, Cost Accountants, as Cost Auditors and fix their remuneration		
5.	Increase in Managerial Remuneration of Sunil Bhandari (DIN: 01028404) Wholtime Director of the Company.		
6.	Increase in Sittings Fees for every Board Meeting		

Affix 1 Rupee Revenue Stamp

Signed this.....day of2017 Signature of Shareholder.....

Signature of first proxy holder Signature of second proxy holder Signature of third proxy holder

Note:

1. **This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.**
2. **The proxy need not be a member of the company.**
3. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the company carrying voting rights. A member holding not more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
4. **This is only optional.** Please put a 'X' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.
5. Appointing a proxy does not prevent a member from attending the meeting in person if he/she so wishes.