

BOHRA INDUSTRIES LIMITED

CIN: L24117RJ1996PLC012912

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

Tel No. +91-294-2429513, 2429514

Email Id: bil@bohraindustries.com

Website: www.bohraindustries.com



NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE is hereby given that the extraordinary general meeting of Bohra Industries Limited will be held on Monday, 22nd April 2019 at 04:00 p.m. at registered office of the company at 301, Anand Plaza, University Road, Udaipur (Raj) to transact the following business:

AS A SPECIAL BUSINESS:

1. RE-APPOINTMENT OF MR. HEMANT KUMAR BOHRA (DIN: 01128799) AS MANAGING 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 section Sections 196, 197, 198 & 203 of the Companies Act, 2013, read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, (hereinafter referred to as "the Act")(including any statutory modification or re-enactment thereof, for the time being in force), and subject to approval of members and such other approvals, permissions etc., as may be required, the Company hereby approves the appointment of Mr. Hemant Kumar Bohra as Managing Director of the Company for a period of five years with effect from 08.03.2019, on the terms and conditions including remuneration as set out hereunder and as are set out in the Agreement to be entered into between the Company and Mr. Hemant Kumar Bohra, a draft whereof duly initialized by the Chairman for the purpose of identification is submitted to this Meeting, with liberty to the Board of Directors of the Company (hereinafter referred to as "the Board") to alter and vary the said terms of appointment and remuneration and/or Agreement in such manner as may be agreed to between the Board and Mr. Hemant Kumar Bohra but so that his remuneration shall not exceed the limits specified in Schedule V to the Act (including any statutory modification or re-enactment thereof, for the time being in force) or any amendment and/or modifications that may hereafter from time to time be made thereto by the Central Government."

"RESOLVED FURTHER THAT Mr. Sunil Bhandari, Whole Time Director (DIN: 01028404) of the company be and is hereby authorized on behalf of the Board to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

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

Place : Udaipur
Date : 07th March, 2019

SD/-
SUNIL BHANDARI
(Wholetime Director)
DIN: 01028404
Address: 301 Anand Plaza
University Road,
Udaipur 313 001 (Raj.)

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NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, with regard to the Special Business as per item no.1 is appended hereto.
2. A member entitled to attend and vote at the meeting is entitled to appoint proxy/proxies to attend and vote instead of himself/herself, such proxy/proxies need not to be a member of the company.
3. The instrument of Proxy in order to be effective, should be deposited at the registered office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting
4. Corporate Members are requested to send a duly certified copy of the Board Resolution/Power of Attorney/Letter of Representation authorizing its representative to attend and vote on their behalf at an Extra Ordinary General Meeting.
5. Members/Proxies attending the meeting are requested to bring the Attendance Slip (duly completed and signed) to the Meeting.
6. Members are requested to notify immediately any change in their Address to the Company.
7. Inspection of documents -The documents pertaining to the Special Business are available for inspection at the registered office of the Company between 10.30 am to 12.30 p.m. on any working day prior to the meeting.



ANNEXURE TO THE NOTICE

Explanatory Statement under Section 102(1) of the Companies Act, 2013

Item No. 1

The Board of Directors of the Company at their meeting held on 07.03.2019 appointed Mr. Hemant Kumar Bohra as Managing Director of the Company for a period of 5 years with effect from 08.03.2019 subject to the approval of the members of the Company. Mr. Bohra aged 61 years has very vast and rich knowledge of the fertilizer industry. The Board of Directors of the Company feels that his appointment to the office of the Managing Director will help the Company in achieving its objects in better and harmonious way. The proposed remuneration is within the limits and other terms of the Schedule V of the Companies Act, 2013. The terms and conditions of the appointment of the Managing Director are embodied in the Agreement to be made between the Company and the Managing Director, inter alia, contains the following terms and conditions :

NAME & DESIGNATION : Mr. Hemant Kumar Bohra
Managing Director

PERIOD : 08.03.2019 to 07.03.2024

REMUNERATION:

I. Basic Salary Rs. 1,50,000/- (Rupees One Lakh Fifty Thousand only) per month with such increments as may be mutually decided with Board of Directors.

II. Allowances :

- a) Special Allowances :Rs. 48,250 per month
- b) Children Education Allowance : Rs. 5,000 per month
- c) Transportation Allowance : Rs. 15,000 per month
- d) Uniform Allowance :Rs. 4,000 per month
- e) Medical Allowance : Rs. 1,250 per month
- f) Telephone Allowance : Rs. 1,500 per month

III. Perquisites:

In Addition to salary and allowances, as stated above Mr. Hemant Kumar Bohra shall be entitled to the following perquisites:

Part A

Following Perquisites shall not be included in the computation of ceiling on perquisites:

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

(ii) Contribution to the Provident Fund, Super Annuation 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 Managing Director.

In the event of loss or absence or inadequacy of profits in any financial year of the Company, Mr. Hemant Kumar Bohra, Managing 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.

This may be treated as an abstract of the draft agreement between the Company and Mr. Hemant Kumar Bohra, pursuant to Section 190 of the Companies Act, 2013.

The proposed remuneration is within the limits of the schedule V as amended, to the Companies Act, 2013.

The remuneration has been approved by the Remuneration Committee.

None of the Directors & KMP of the company except Mr. Hemant Kumar Bohra himself is interested & concern in passing the above resolution.

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

Place : Udaipur
Date : 07th March, 2019

SD/-
SUNIL BHANDARI
(Wholetime Director)
DIN: 1028404
Address: 301 Anand Plaza
University Road,
Udaipur 313 001 (Raj.)



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FORM No. MGT-11

Proxy Form

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

Name of the Member(s)		
Registered Address		
E-mail Id	Folio No /Client ID	DP ID

I/We being the member (s) of Bohra Industries Limited holding.....shares, hereby appoint:

1.	Name:	
	Address:	
	E-mail ID:	
	Signature:or failing him/her

2.	Name:	
	Address:	
	E-mail ID:	
	Signature:or failing him/her

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at an Extra-Ordinary General Meeting of members of the Company, held on Monday 22nd April 2019 at 04:00 P.M. at the registered office of the Company at 301, Anand Plaza, University Road, Udaipur (Raj) and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	Ordinary Resolutions	For	Against	Abstain
1.	Re-Appointment of Mr. Hemant Kumar Bohra as Managing Director for Further Period of five years.			

Signed this.....day of2019 Signature of Shareholder.....

Affix 1 Rupee Revenue

Signature of first proxy holder Signature of second proxy holder Signature of third proxy holder
✂.....

Note : This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company at 301, Anand Plaza, University Road, Udaipur (Raj) not less than forty-eight hours before the commencement of Meeting.



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Attendance Slip for Extra – Ordinary General Meeting

Date: _____nd _____ 2019, at _____ P.M. _____

Folio No./DP Id Client ID No.	
Name of First Named Member /Proxy/Authorized Representative	
Name of Joint Member (s), if any:	
No. of Shares held	

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

I hereby record my presence at the Extra Ordinary General Meeting of the Company on Monday 22nd April 2019 at 04:00 P.M. at 301, Anand Plaza University Road Udaipur (Raj.) -313001 India.

.....

Name of the Member/Proxy
(In BLOCK Letters)

.....

Signature of the Member/Proxy/ Authorized Representative

.....✕.....

Note:

- Members /Proxy holders are requested to bring their attendance slip with them when they come to attend the meeting and hand it over at the entrance after signing it.**
- Members /Proxy holders who come to attend at the meeting are requested to bring their copies of the Notice convening this Extra – Ordinary General meeting.**

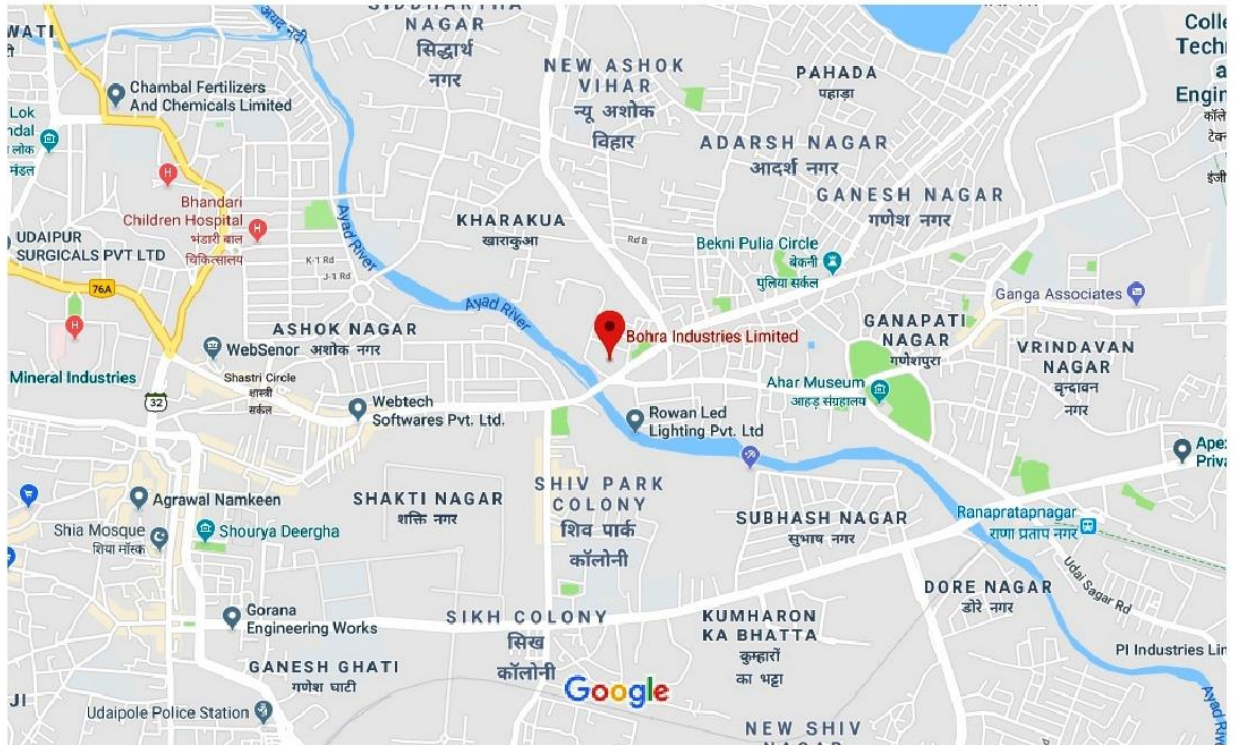


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