

26th Annual Report

Bohra Industries Limited

2021-22

Bohra Industries Limited

BOHRA INDUSTRIES LIMITED

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

CIN: L24117RJ1996PLC012912

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

NOTICE

26th ANNUAL GENERAL MEETING

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

ORDINARY BUSINESS:

1. Adoption of Accounts

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

SPECIAL BUSINESS:

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

iv) Relevant Date

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

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

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

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

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

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

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

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

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

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

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

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

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

xiv Auditors' Certificate

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

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

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

Krishna Agarwal
DIN: 09402238
(Managing Director)

Place: Udaipur
Date: 08.12.2022

NOTES:

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

ANNEXURE TO THE NOTICE

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

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

Item No. 2

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

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

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

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

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

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

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

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

Item No. 3

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

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

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

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

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

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

Item No. 4

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

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

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

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

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

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

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

ITEM: 5

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

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

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

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

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

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

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

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

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

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

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

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

Item No. 6

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

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

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

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

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

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

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

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

Item No. 7

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

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

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

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

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

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

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

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

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

Item No. 8

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

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

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

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

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

Krishna Agarwal

DIN: 09402238

(Managing Director)

Place: Udaipur

Date: 08.12.2022

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

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

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

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

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

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

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