

# BOHRA INDUSTRIES LIMITED

CIN: L24117RJ1996PLC012912



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

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## **NOTICE OF EXTRA-ORDINARY GENERAL MEETING**

**(Pursuant to Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended)**

Dear Members,

**NOTICE IS HEREBY GIVEN THAT THE EXTRA-ORDINARY GENERAL MEETING (EOGM) OF THE MEMBERS OF BOHRA INDUSTRIES LIMITED WILL BE HELD ON WEDNESDAY, OCTOBER 08, 2025, THROUGH VIDEO CONFERENCING (VC)/ OTHER AUDIO-VISUAL MEANS (OAVM) AT 1:00 P.M. (IST) TO TRANSACT THE BUSINESSES MENTIONED BELOW:**

### **SPECIAL BUSINESS:**

**1. TO CONSIDER AND APPROVE THE ISSUE OF WARRANTS CONVERTIBLE INTO EQUITY SHARES ON A PREFERENTIAL BASIS TO NON-PROMOTER FOR CASH:**

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

**RESOLVED THAT** pursuant to Sections 23, 42, 62 and 179 and other applicable provisions, if any, of the Companies Act, 2013, the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any amendment(s), statutory modification(s) or re-enactment thereof for the time being in force) ("**the Act**") and the enabling provisions of the Memorandum and Articles of Association of the Company, the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("**SEBI (ICDR) Regulations**"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI (LODR), Regulations**") and the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("**SEBI (Takeover) Code**") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines thereon issued from time to time by the Government of India ("**GOI**"), Reserve Bank of India ("**RBI**") and the provisions of the Foreign Exchange Management Act, 1999 ("**FEMA**"), the Registrar of Companies ("**the ROC**"), Ministry of Corporate Affairs ("**MCA**"), Securities and Exchange Board of India ("**SEBI**") and the Stock Exchange where the shares of the Company are listed ("**Stock Exchange**") and/or any other competent authorities (hereinafter referred to as '**Applicable Regulatory Authorities**'), from time to time to the extent applicable, the Listing Agreements entered into by the Company with the Stock Exchange and subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of the statutory, regulatory, appropriate authorities, institutions or bodies as may be required, and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of the above authorities while granting any such approvals, consents, permissions and/or sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter

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called '**the Board**' which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred on the Board by this resolution or any person authorised by the Board or its committee for such purpose), approval of the shareholders of the Company be and is hereby accorded to create, offer, issue and allot from time to time in one or more tranches, up to 40,00,000 (Forty Lakhs) convertible warrants ("**Warrants**") each convertible into 1 (One) fully paid up Equity Share of the Company having a face value of Rs. 10/- (Rupees Ten only) each within a period of 18 (Eighteen) months from the date of allotment of the Warrants as per SEBI (ICDR) Regulations, to the below mentioned allottee(s) ("**Proposed Allottees**") for cash at an issue price of Rs. 31/- (Rupees Thirty-One only) (including a premium of Rs. 21/- (Rupees Twenty-One only) per Warrant) ("**Warrant Issue Price**") aggregating up to Rs. 12,40,00,000/- (Rupees Twelve Crore Forty Lakhs only), which may be exercised in one or more tranches during the period commencing from the date of allotment of the Warrants until expiry of 18 (Eighteen) months by way of preferential issue, in accordance with the terms of the Warrants as set out herein, and in the explanatory statement to this Notice calling EGM, and on such other terms and conditions as set out herein, subject to applicable laws and regulations, including the provisions of Chapter V of the SEBI ICDR Regulations and the Act, as the Board may determine (the "**Preferential Issue**").

| Sr. No. | Name of the Proposed Allottees                | No. of Warrants up to | Investment amount up to (Rs.) | Current Status / Category | Proposed Status / Category |
|---------|---|-----------------------|-------------------------------|---------------------------|----------------------------|
| 1       | Johnsom And Andrew Properties Private Limited | 10,67,000             | 3,30,77,000                   | Non-Promoter              | Non-Promoter               |
| 2       | Thomson And Wyman Enterprises Private Limited | 10,67,000             | 3,30,77,000                   | Non-Promoter              | Non-Promoter               |
| 3       | Sahi Logistics & Infra Private Limited        | 10,66,000             | 3,30,46,000                   | Non-Promoter              | Non-Promoter               |
| 4       | VASM Consultants Private Limited              | 8,00,000              | 2,48,00,000                   | Non-Promoter              | Non-Promoter               |
|         | <b>Total</b>                                  | <b>40,00,000</b>      | <b>12,40,00,000</b>           |                           |                            |

**RESOLVED FURTHER THAT** in accordance with the provision of Chapter V of the SEBI (ICDR) Regulations, the "**Relevant Date**" for the purpose of determining the floor price for the preferential issue and allotment of Warrants be and is hereby fixed as **Monday, September 08, 2025** being the date 30 days prior to the date of **Extra-Ordinary General Meeting i.e. Wednesday, October 08, 2025**.

**RESOLVED FURTHER THAT** without prejudice to the generality of the above, the issue of Warrants and allotment of equity shares on the exercise of the Warrants shall be subject to the following terms and conditions, apart from others as prescribed in the explanatory statement to this Notice and as prescribed under applicable laws:

- The Warrant holders shall, subject to the SEBI (ICDR) Regulations and other applicable rules, regulations, and laws, be entitled to exercise the Warrants in one or more tranches

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within a period of 18 (Eighteen) months from the date of allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed to be exercised. The Company shall accordingly issue and allot the corresponding number of Equity Shares of face value of Rs. 10/- (Rupees Ten only) each to the Warrant holders;

- b. In accordance with Chapter V of SEBI (ICDR) Regulation, an amount equivalent to 25% of the Warrant Issue Price shall be payable at the time of subscription and allotment of each Warrant, and the balance 75% shall be payable by the Warrant holder(s) on the exercise of the Warrant(s);
- c. The respective Warrant holder shall make payment of Warrant price from their own bank account into the designated bank account of the Company.
- d. The tenure of the Warrants shall not exceed 18 (eighteen) months from the date of allotment of the Warrants. If a Warrant holder does not exercise the Warrants within a period of 18 (Eighteen) months from the date of allotment of such Warrants, the unexercised Warrants shall lapse and the amount paid by the Warrant holders on such Warrants shall stand forfeited by the Company;
- e. The price determined above and the number of Equity Shares to be allotted on exercise of the Warrants shall be subject to appropriate adjustments as permitted under the rules, regulations, and laws, as applicable from time to time;
- f. Apart from the said right of adjustment mentioned in (e) above, the Warrants shall not carry any voting rights until they are converted into equity shares, and the Warrants by itself, until exercised and converted into equity shares, shall not give the Warrant holders any rights with respect to those of an equity shareholder of the Company;
- g. The right attached to the Warrants may be exercised by the Warrant holder, in one or more tranches, at any time on or before the expiry of 18 (eighteen) months from the date of allotment of the Warrants by issuing a written notice ("Conversion Notice") to the Company specifying the number of Warrants proposed to be converted and the date designated as the specified conversion date ("Conversion Date"). The Company shall accordingly, without any further approval from the Members, allot the corresponding number of equity shares in dematerialized form on the Conversion Date mentioned in the Conversion Notice, subject to receipt of the relevant Warrant Exercise Amount by the Warrant holder to the designated bank account of the Company;
- h. The Company shall procure the listing and trading approvals for the Equity Shares to be issued and allotted to the Warrant holders upon exercise of the Warrants from the relevant Stock Exchanges in accordance with the SEBI Listing Regulations and all other applicable laws, rules, and regulations;
- i. The Equity Shares so allotted on exercise of the Warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company, shall rank pari passu with the then existing equity shares of the Company in all respects, including dividend and voting rights.;
- j. The allotment of Warrants pursuant to this resolution shall be completed within a period of 15 days from the passing of this resolution, provided that, where the allotment pursuant to this resolution is pending on account of pendency of any approval for such allotment by any regulatory authority or the Central Government, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approval(s) or permission;
- k. The allotment of the Equity Shares pursuant to the exercise of Warrants shall be completed within a period of 15 (Fifteen) days from the date of such exercise by the allottees;

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- l. The Warrants allotted in terms of this resolution and the resultant equity shares arising on exercise of rights attached to such Warrants shall be subject to lock-in as specified in the provisions of Chapter V of the SEBI ICDR Regulations;
- m. The pre-preferential shareholding of the proposed allottees under this resolution shall not be sold, transferred, pledged, or encumbered in any manner during the period of lock-in provided under SEBI (ICDR) Regulations, except to the extent and in the manner permitted thereunder;

**RESOLVED FURTHER THAT** the Board is authorized to take necessary steps to ensure that the equity shares allotted upon conversion of the Warrants shall be listed on the Stock Exchange(s) where the existing equity shares of the Company are listed, subject to receipt of necessary permissions and/or approvals, in compliance with SEBI (LODR) Regulations, 2015 and other applicable laws and regulations.

**RESOLVED FURTHER THAT** the Board is authorized to accept any modification(s) in the terms of issue of warrants, subject to the provisions of the Act and the SEBI ICDR Regulations, without being required to seek any further consent or approval of the Members.

**RESOLVED FURTHER THAT** the Board is authorized to make an offer to the proposed allottee through a private placement offer cum application letter (In the format of 'Form PAS-4') immediately after passing of this resolution, with a stipulation that allotment would be made only upon receipt of in-principle approval from the stock exchange.

**RESOLVED FURTHER THAT** pursuant to the provisions of SEBI ICDR Regulations, 2018 and other applicable laws, the Board is authorized to decide, approve, vary, modify and alter the terms and conditions of the issue of the Equity Shares, as it may, in its sole and absolute discretion deem fit within the scope of this approval of Members and expedient and to make an offer to the Allottee through private placement offer cum application letter in Form PAS- 4 as prescribed under the Companies Act, 2013, without being required to seek any further Consent or Approval of the Members.

**RESOLVED FURTHER THAT** pursuant to the provisions of the Companies Act, 2013, a complete record of private placement offers be recorded in Form PAS-5 for the issue of invitation to subscribe to Warrants.

**RESOLVED FURTHER THAT** the members of the Company take note of the Certificate issued by the Practicing Company Secretary, certifying that the proposed issue of warrants on a preferential basis is being made in accordance with the SEBI ICDR Regulations.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Preferential Issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its

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absolute discretion shall deem fit without being required to seek any fresh approval of the Members and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Warrants, conversion of the Warrants into Equity Shares, and listing of such Equity Shares on the Stock Exchange(s) and utilisation of proceeds of the Preferential Issue, open one or more bank accounts in the name of the Company or otherwise, as may be necessary or expedient in connection with the Preferential Issue, apply to the Stock Exchange(s) for obtaining in-principle and listing approval of the Equity Shares arising upon conversion of the Warrants and other activities as may be necessary for obtaining listing and trading approvals, file necessary forms with the appropriate authority or expedient in this regard and undertake all such actions and compliances as may be necessary, desirable or expedient for the purpose of giving effect to this resolution in accordance with applicable law including the SEBI (ICDR) Regulations and the SEBI (LODR) Regulations take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred, as it may deem fit in its absolute discretion, to any Committee of the Board or any one or more Director(s)/Company Secretary/ any Officer(s) of the Company to give effect to the aforesaid resolution.

**RESOLVED FURTHER THAT** all actions taken by the Board in connection with the above, and all incidental and ancillary things done are hereby specifically approved and ratified."

**2. TO APPOINT MS. BHAWANA KULHARI (DIN: 10982841) AS A NON-EXECUTIVE DIRECTOR OF THE COMPANY:**

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

**"RESOLVED THAT** pursuant to the provisions of sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification or re-enactment thereof, for the time being in force), Ms. Bhawana Kulhari (DIN: 10982841), who was appointed as an Additional Director (Non-executive) of the Company with effect from September 12, 2025 be and is hereby appointed as a Director (Non-executive) of the Company, liable to retire by rotation."

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

**Place: Udaipur  
Date: September 16, 2025**

**Sd/-  
ATUL DAVE  
MANAGING DIRECTOR  
DIN:09696561**



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## NOTES:

1. Pursuant to the General Circulars 2/2022 and 19/2021, other circulars issued by the Ministry of Corporate Affairs (MCA) and Circular SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 and other circulars issued by SEBI (hereinafter collectively referred to as "the Circulars"), companies are allowed to hold EGM through VC, without the physical presence of members at a common venue. Hence, in compliance with the Circulars, the EGM of the Company is being held through VC.
2. A member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on his / her behalf, and the proxy need not be a member of the Company. Since the EGM is being held in accordance with the Circulars through VC, the facility for the appointment of proxies by the members will not be available.
3. Participation of members through VC will be reckoned for the purpose of quorum for the EGM as per Section 103 of the Act.
4. Pursuant to the provisions of Section 113 of the Companies Act, Body Corporates/ Institutional / Corporate members intending for their authorized representatives to attend the meeting are requested to send to the Company, on [bil@bohraindustries.com](mailto:bil@bohraindustries.com) with a copy marked to [ivote@bigshareonline.com](mailto:ivote@bigshareonline.com) from their registered Email ID a scanned copy (PDF / JPG format) of certified copy of the Board Resolution / Authority Letter authorizing their representative to attend and vote on their behalf at the meeting.
5. In accordance with the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India ("ICSI") read with Clarification / Guidance on applicability of Secretarial Standards - 1 and 2 dated April 15, 2020, issued by the ICSI, the proceedings of the EGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the EGM.
6. In line with the aforesaid Circulars, the Notice of EGM is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories as on **September 12, 2025** (date of Board Meeting). Members may note that Notice has been uploaded on the website of the Company at <http://www.bohraindustries.com>. The Notice can also be accessed from the websites of the Stock Exchange, i.e., National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com), respectively, and the EGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility), i.e., <https://ivote.bigshareonline.com>. However, a member may also demand hard copies of the same via. Write to us at [bil@bohraidustries.com](mailto:bil@bohraidustries.com).
7. In view of the 'Green Initiatives in Corporate Governance' introduced by MCA and in terms of the provisions of the Companies Act, 2013, members who are holding shares of the Company in physical mode, are required to register their email addresses, to enable the Company to send all notices/ reports/ documents/ intimations and other correspondences, etc., through emails in the electronic mode instead of receiving physical copies of the same. Members holding shares in dematerialized form, who have not registered their email addresses with Depository Participant(s), are requested to register/update their email addresses with their Depository Participant(s).
8. A statement setting out the material facts as required under Section 102 of the Companies Act, 2013 ("Act") is annexed hereto.
9. Since the EGM is being held electronically, physical attendance of the Members has been dispensed with, and accordingly, the facility for appointment of proxies by the Members will not be available for the EGM. Therefore, the proxy form, attendance slip, and route map have not been annexed with this notice.

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10. As per the provisions of Section 72 of the Act, the facility for making a 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 it. 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.
11. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under section 103 of the Companies Act, 2013.
12. Members are requested to write to the Company, their query(ies), if any, on the Accounts and operations of the Company at its registered office at least ten days prior to the date of the meeting to enable the management to keep the information ready at the meeting.
13. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the 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. 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 the 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 EGM.
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. A periodic statement of holdings should be obtained from the concerned DP, and holdings should be verified.
17. As per the green initiative of the Ministry of Corporate Affairs (MCA), members are requested to provide their e-mail addresses to the Registrar & Share Transfer Agent of the Company, namely M/s Bigshare Services Private Limited, to receive the various Notices and other Notifications from the Company in electronic form.
18. The Board of Directors of the Company has appointed CS Surya Prakash Moud, proprietor of S P Moud & 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 voting through the ballot system on the date of the EGM.

## **THE INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING EGM ARE AS UNDER:**

- i. The voting period begins on October 5, 2025, at 09:00 AM(IST) and ends on October 7, 2025, at 06:00 PM(IST). During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of

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October 01, 2025, may cast their vote electronically. The e-voting module shall be disabled by Bigshare for voting thereafter.

- ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- iii. Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide a remote e-voting facility to their 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 facilities to the 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 the ease and convenience of participating in the e-voting process.

- iv. In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020**, on the 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 numbers and email IDs in their demat accounts to access the e-Voting facility.

1. Pursuant to the above-mentioned SEBI Circular, **the Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode** is given below:

| Type of shareholders  | Login Method   |
|---|--|
| Individual Shareholders holding securities in Demat mode with CDSL. | <p>Users who have opted for the CDSL Easi / Easiest facility can log in through their existing user ID and password. The option will be made available to reach the e-Voting page without any further authentication. The URL for users to log in to Easi/Easiest is <a href="https://web.cdslindia.com/myeasitoken/home/login">https://web.cdslindia.com/myeasitoken/home/login</a>, or visit the CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on the login icon &amp; New System Myeasi Tab, and then use your existing my easi username &amp; password.</p> <p>After successful login, the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by the company. On clicking the e-Voting option, the user will be able to see the e-Voting page of <b>BIGSHARE</b>, the e-Voting service provider, and you will be redirected to the <b>i-Vote</b> website for casting</p> |



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|   |   |
|---|---|
|   | <p>your vote during the remote e-Voting period. Additionally, there are also links provided to access the system of all e-Voting Service Providers, i.e., <b>BIGSHARE</b>, so that the user can visit the e-Voting service providers' website directly.</p> <p>If the user is not registered for Easi/Easiest, the option to register is available at <a href="https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration">https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration</a></p> <p>Alternatively, the user can directly access the e-Voting page by providing the Demat Account Number and PAN No. from a link <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a>. The system will authenticate the user by sending OTP on the registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, the user will be able to see the e-Voting option where the e-Voting is in progress, and also be able to directly access the system of all e-Voting Service Providers. Click on <b>BIGSHARE</b> and you will be redirected to the <b>i-Vote</b> website for casting your vote during the remote e-voting period.</p>  |
| Individual Shareholders holding securities in demat mode with NSDL. | <p>If you are already registered for the NSDL IDeAS facility, please visit the e-Services website of NSDL. Open a web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile device. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login," which is available under the '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 the e-Voting services. Click on "Access to e-Voting" under e-Voting services, and you will be able to see the e-Voting page. Click on the company name or e-Voting service provider name <b>BIGSHARE</b>, and you will be redirected to the <b>i-Vote</b> website for casting your vote during the remote e-Voting period or joining a virtual meeting &amp; voting during the meeting.</p> <p>If the user is not registered for IDeAS e-Services, the option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS Portal" or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>Visit the e-Voting website of NSDL. Open a web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile device. Once the home page of the e-Voting system is launched, click on the icon "Login" which is available under the 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP, and a Verification Code as shown on the screen. After successful authentication, you will be redirected to the NSDL Depository site, where you can see the e-Voting page. Click on the company name or e-Voting service provider name <b>BIGSHARE</b>, and you will be redirected to the <b>i-Vote</b> website for casting your vote during the remote e-Voting period or joining a virtual meeting &amp; voting during the meeting</p> |

# BOHRA INDUSTRIES LIMITED

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

|   |  |
|---|--|
| Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants</b> | You can also log in using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for the e-Voting facility. After a Successful login, you will be able to see the e-Voting option. Once you click on the e-Voting option, you will be redirected to the NSDL/CDSL Depository site after successful authentication, wherein you can see the e-Voting feature. Click on the company name or e-Voting service provider name, and you will be redirected to the e-Voting service provider website for casting your vote during the remote e-Voting period or joining a virtual meeting & voting during the meeting. |
|---|--|

**Important note:** Members who are unable to retrieve their User ID/ Password are advised to use the Forget User ID and Forget Password options available at the above-mentioned 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 <b>CDSL</b> | Members facing any technical issue in login can contact CDSL helpdesk by sending a request to <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or by contacting toll-free No. 1800 22 55 33. |
| Individual Shareholders holding securities in Demat mode with <b>NSDL</b> | Members facing any technical issue in login can contact NSDL helpdesk by sending a request to <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or calling 022- 48867000.   |

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

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

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

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

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

- If you have forgotten the password: Click on '**LOGIN**' under the '**INVESTOR LOGIN**' tab and then click on '**Forgot your password?**'
- Enter "**User ID**" and "**Registered email ID**". Click on the "**I AM NOT A ROBOT (CAPTCHA)**" option and click on '**Reset**'.  
*(In case a shareholder has a valid email address, the Password will be sent to his / her registered email address.)*

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

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

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

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

**NOTE:** If the Custodian has registered on the e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company, then they can use their existing user ID and password to log in.

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

*(In case a custodian has a valid email address, the Password will be sent to his / her registered email address.)*

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

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

## **Investor Mapping:**

- First, you need to map the investor with your user ID under the “**DOCUMENTS**” option on the custodian portal.
  - Click on the “**DOCUMENT TYPE**” dropdown option and select document type power of attorney (POA).
  - Click on upload document “**CHOOSE FILE**” and upload the power of attorney (POA) or board resolution for the respective investor and click on “**UPLOAD**”.
- Note:** The power of attorney (POA) or board resolution has to be named as the “**InvestorID.pdf**” (Mention Demat account number as Investor ID.)
- Your investor is now mapped, and you can check the file status on display.

## **Investor Vote File Upload:**

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

## **Helpdesk for queries regarding e-voting:**

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

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

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

- The Members may attend the EGM through VC/ OAVM at <https://ivote.bigshareonline.com> under Investor login by using the e-voting credentials (i.e., User ID and Password).
- After successful login, the **Bigshare E-voting system** page will appear.
- Click on “**VIEW EVENT DETAILS (CURRENT)**” under the ‘**EVENTS**’ option on the investor portal.
- Select the event for which you desire to attend the EGM under the dropdown option.

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- To join a virtual meeting, you need to click on the "VC/OAVM" link placed beside the "VIDEO CONFERENCE LINK" option.
- Members attending the EGM through VC/ OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

## **The instructions for Members for e-voting on the day of the EGM are as follows:**

- The Members can join the EGM in the VC/ OAVM mode 15 minutes before the scheduled time of the commencement of the meeting. The procedure for e-voting on the day of the EGM is the same as the instructions mentioned above for remote e-voting.
- Only those members/shareholders who will be present in the EGM through the VC/OAVM facility and have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through the e-Voting system in the EGM.
- Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.

## **Helpdesk for queries regarding virtual meeting:**

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



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## **EXPLANTORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND RULES MADE THEREUNDER**

### **ITEM NO. 1:**

The Board of Directors of the Company ("**Board**") in its meeting held on September 12, 2025, subject to necessary approval(s), have approved the proposal for raising of funds by way of preferential issue of 40,00,000 (–Forty lakhs) convertible warrants ("**warrants**"), which may be exercised in one or more tranches during the period commencing from the date of allotment of the Warrants until expiry of 18 (eighteen) months, at an issue price of Rs. 31/- (Rupees Thirty-One only) (including premium of Rs. 21/- (Rupees Twenty-One Only)) per warrant aggregating up to Rs 12,40,00,000/- (Rupees Twelve Crore Forty Lakhs only), for cash with a right to the warrant holders to apply for and be allotted 1 (One) Equity Share of the face value of Rs. 10/- (Rupees Ten only) each of the Company ("**Equity shares**") to the below mentioned allottee(s) ("**Proposed allottees**") in such form and manner and in accordance with the provisions of SEBI (ICDR) Regulations.

| <b>Sr. No.</b> | <b>Name of the Proposed Allottees</b>         | <b>No. of Warrants up to</b> | <b>Investment amount up to (Rs.)</b> | <b>Current Status / Category</b> | <b>Proposed Status / Category</b> |
|----------------|---|------------------------------|--------------------------------------|----------------------------------|-----------------------------------|
| 1              | Johnsom And Andrew Properties Private Limited | 10,67,000                    | 3,30,77,000                          | Non-Promoter                     | Non-Promoter                      |
| 2              | Thomson And Wyman Enterprises Private Limited | 10,67,000                    | 3,30,77,000                          | Non-Promoter                     | Non-Promoter                      |
| 3              | Sahi Logistics & Infra Private Limited        | 10,66,000                    | 3,30,46,000                          | Non-Promoter                     | Non-Promoter                      |
| 4              | VASM Consultants Private Limited              | 8,00,000                     | 2,48,00,000                          | Non-Promoter                     | Non-Promoter                      |
|                | <b>Total</b>                                  | <b>40,00,000</b>             | <b>12,40,00,000</b>                  |                                  |                                   |

The Proposed Allottees have also confirmed their eligibility in terms of Regulation 159 of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "SEBI ICDR Regulations"), to subscribe to the Warrants to be issued pursuant to the Preferential Issue.

The proposed Preferential Issue shall be made in terms of provisions of Chapter V of the SEBI (ICDR) Regulations, 2018, and applicable provisions of the Companies Act, 2013. The said proposal has been considered and approved by the Board at its meeting held on September 12, 2025.

The approval of the members of the Company is accordingly being sought by way of a 'Special Resolution' under Sections 42, and 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, read with the rules made thereunder, and in accordance with Regulation 160 of the SEBI (ICDR), Regulations, 2018 and the Securities and

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Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations"), as amended from time to time.

Disclosure as required under rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 and rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Chapter V of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) ("SEBI (ICDR) Regulations ") are as follows:

## 1. Objects of the Preferential Issue:

The funds are required by the Company for the following objects:

1. To invest in future growth opportunities, grant loans and repayment of borrowings & meet exigencies.
2. Working Capital Requirement.
3. General Corporate Purpose.

(Hereinafter collectively referred to as "Objects")

## Utilization of Proceeds

The quantum of funds required on different dates may vary; therefore, the Broad Range of intended use of the Issue Proceeds of the Issue is as follows:

| Sr. No. | Particulars   | Total estimated amount to be utilized (Rs. In Crore)* | Tentative timelines for utilization of issue proceeds from the date of receipt of funds |
|---------|---|---|---|
| 1.      | To invest in future growth opportunities, grant loans and repayment of borrowings & meet exigencies | 7,00,00,000   | Up to 18 months from the date of receipt of Funds                                       |
| 2.      | Working Capital Requirement   | 3,00,00,000   | Up to 18 months from the date of receipt of Funds                                       |
| 3.      | General Corporate Purpose   | 2,40,00,000   | Up to 18 months from the date of receipt of Funds                                       |
|         | <b>Total</b>  | <b>12,40,00,000</b>                                   |   |

*\*All decimals have been rounded off to two decimal points.*

The Main Object Clause of the Memorandum of Association of the Company enables us to undertake the existing activities and the activities for which the funds are being raised through the present Preferential Issue. Further, we confirm that the activities which is carried out by the Company till date is in accordance with the Object Clause of our Memorandum of Association.

Our Company proposes to deploy the balance proceeds of the Preferential Issue, aggregating to ₹2,40,00,000/-, towards general corporate purposes as approved by the

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management of the Company from time to time, subject to such utilisation not exceeding 25% of the proceeds of the Preferential Issue, in compliance with applicable laws. The fund requirements and deployment of the proceeds of the Preferential Issue is based on the internal management estimates and it may change subject to range gap which shall not exceed +/- 10% of the amount specified for that object of size of the Preferential Issue depending upon future circumstances since the same is dependent on a variety of factors such as financial, market and sectorial conditions, business performance and strategy, competition and other external factors, which may not be within the control of the Company and may result in modifications to the proposed schedule for utilisation of the net proceeds at the discretion of the Board, subject to compliance with applicable laws, in accordance with NSE Circular No. NSE/CML/2022/56 dated December 13, 2022.

Further, if the proceeds are not utilized (in full or in part) for the Objects during the period stated above, up to 18 months from the date of receipt of funds, the remaining proceeds, if any, shall be utilized in subsequent period of 12 months in accordance with the objectives of the issue and applicable laws. Till the committed funds are utilized towards the stated objects above, they will be used by the Company for its working capital requirements.

## **2. Monitoring of Utilization of Funds**

Since the issue size for the issue of warrants does not exceed Rs. 100 Crore, the Company is not required to appoint a Monitoring agency to monitor the issue in terms of the provisions of Regulation 162A of the SEBI ICDR Regulations, 2018.

## **3. The total/maximum number of securities to be issued / particulars of the offer / Kinds of securities offered, and the price at which securities are being offered, number of securities to be issued, and pricing:**

The resolution set out in the accompanying notice authorises the Board to offer, issue, and allot up to 40,00,000 (–Forty Lakhs) warrants convertible into Equity Shares of Rs. 10/- (Rupees Ten only) each, on a preferential basis to the proposed allottee(s), for cash at a price of Rs. 31/- (Rupees Thirty-One only) (including premium of Rs. 21/- (Rupees Twenty-One Only)) per warrant aggregating up to Rs 12,40,00,000/- (Rupees Twelve Crores Forty Lakhs only).

## **4. Particulars of the Preferential Issue, including the date of passing of the Board resolution**

The Board, at its meeting held on September 12, 2025 has, subject to the approval of the Members and such other approvals as may be required, approved the issuance of up to 40,00,000 Warrants to the Proposed Allottees, each at a price of Rs. 31/- per Warrant (including a premium of Rs.21/- per Warrant), aggregating up to Rs.12,40,00,000 crore, for a cash consideration, by way of a preferential issue.

## **5. Issue Price, Relevant Date, and the Basis or justification on which the price has been arrived at or the offer/invitation is being made:**

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The Equity Shares of the Company are listed only on the National Stock Exchange of India Limited (**NSE**). The Equity shares of the Company are frequently traded, and the price is determined pursuant to Regulation 164 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.

As per the provisions of the SEBI (ICDR) Regulations, the warrants will be issued at a price of Rs. 31/- (Rupees Thirty-One only) (rounded off) per warrant, which is more than the higher of the following:

- a. the average of the 90 trading days of the volume weighted average price of the Company's shares quoted on the Stock Exchange is **Rs. 30.08/-** (NSE, being the Stock Exchange with higher trading volumes for the said period) preceding the "Relevant Date"; or
- b. the average of the 10 trading days of the volume weighted average prices of the Company's shares quoted on the Stock Exchange is **Rs. 26.31/-** (NSE, being the Stock Exchange with higher trading volumes for the said period) preceding the "Relevant Date".

The higher minimum issue price arrived at after calculating in the aforesaid manner has been considered as the minimum issue price for the issue of Warrants. A certificate has been obtained from M/s Bhumika & Co., Practicing Company Secretary (Membership Number A37321; COP: 19635), certifying compliance with the Floor Price for the proposed preferential issue of the Company, based on the pricing formula prescribed under Regulation 164 of Chapter V of SEBI (ICDR) Regulation.

The Relevant Date, as per the provisions of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, for the determination of the issue price of Warrants is **Monday, September 08, 2025**.

As the proposed allotment is of more than five per cent of the Post-Issue Fully Diluted Share Capital\* of the Company to the proposed allottees, a Valuation Report from an Independent Registered Valuer is required to be obtained by the Company, pursuant to Regulation 166A of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018. Therefore, the Company has obtained the Valuation Report from an Independent Registered Valuer, namely N V Subbarao Kesavarapu, Registered Valuer IBBI Reg. No.: IBBI/RV/02/2019/12292 having office at Flat. No. 201, Pratima Arcade, Karnataka Bank Building, K P H B Phase 6, Kukatpally, Hyderabad, Telangana- 500072 for the issue price as Rs. 26.69/- in accordance with Regulation 166A of SEBI (ICDR) Regulations, 2018. The valuation report of the Independent Registered Valuer pursuant to Regulation 166A of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 can also be accessed on the company website on the following link: [www.bohraindustries.com](http://www.bohraindustries.com).

Accordingly, the minimum issue price for preferential basis shall be Rs. 30.08/- each, which is higher than the prices as computed above. However, the Company has decided to issue the Warrants, at an Issue Price of Rs. 31/- (Rupees Thirty-One only) each.

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We also confirm that the Articles of Association do not contain any restrictive provision for Preferential Allotment and do not contain any article that provides for the determination of price in case of preferential issue.

*\*For this purpose, "Post Issue Fully Diluted Share Capital" means the current Total Equity Share Capital of the Company calculated after assuming the full conversion of 20,25,002 Convertible Warrants allotted on June 17, 2025.*

## **6. The class or classes of persons to whom the allotment is proposed to be made**

The Preferential Issue of Warrants is proposed to be made to the persons belonging to the Non-Promoter category.

## **7. Name and Address of Valuer who performed Valuation:**

N V Subbarao Kesavarapu, Registered Valuer IBBI Reg. No.: IBBI/RV/02/2019/12292  
Address: Flat. No. 201, Pratima Arcade, Karnataka Bank Building, K P H B Phase 6, Kukatpally, Hyderabad, Telangana, 500072, E-Mail: [knvsubbarao@gmail.com](mailto:knvsubbarao@gmail.com), Contact no.: +91-8499800661. As the proposed allotment is more than five per cent of the post-issue fully diluted share capital of the Company to the proposed allottees, a valuation report from an Independent Registered Valuer is obtained pursuant to Regulation 166A of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.

## **8. Maximum number of securities to be issued**

The resolution set out in the accompanying notice authorises the Board to raise funds aggregating upto Rs.12,40,00,000 (Rupees twelve Crores Forty Lakhs Only) by way of issuance of upto 40,00,000 (Forty Lakhs) warrants, each convertible into, or exchangeable for, 1 (one) fully paid-up equity share of the Company of face value of Rs. 10/- each at a price of Rs. 31 each payable in cash. Minimum amount of Rs. 7.75 per Warrant, which is equivalent to 25% (twenty-five percent) of the Warrants Issue Price, shall be paid at the time of subscription and allotment of each Warrant. The warrant holder will be required to make further payments of Rs. 23.25 per Warrant, which is equivalent to 75% (seventy-five percent) of the Warrants Issue Price at the time of exercise of the right attached to Warrant(s) to subscribe to equity shares.

## **9. Amount which the Company intends to raise by way of such securities:**

Up to 12,40,00,000/- (Rupees Twelve Crores Forty Lakhs only)

## **10. Principal terms of Assets charged as securities:**

Not Applicable

## **11. Intention/ Contribution of promoters/directors / key managerial personnel or senior management to subscribe to the offer:**



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None of the existing Promoters, Directors, or Key Managerial Personnel or Senior Management of the Company intends to subscribe to the proposed issue or furtherance of objects.

## 12. Material terms of raising such securities

The material terms for the Preferential Issue of Warrants to the Proposed Allottees are set out below:

- a. The Warrant holders shall, subject to the SEBI (ICDR) Regulations and other applicable rules, regulations, and laws, be entitled to exercise the Warrants in one or more tranches within a period of 18 (Eighteen) months from the date of allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed to be exercised. The Company shall accordingly issue and allot the corresponding number of Equity Shares of face value of Rs. 10/- (Rupees Ten only) each to the Warrant holders;
- b. In accordance with Chapter V of SEBI (ICDR) Regulation, an amount equivalent to 25% of the Warrant Issue Price shall be payable at the time of subscription and allotment of each Warrant, and the balance 75% shall be payable by the Warrant holder(s) on the exercise of the Warrant(s);
- c. The respective Warrant holder shall make payment of Warrant price from their own bank account into the designated bank account of the Company.
- d. The tenure of the Warrants shall not exceed 18 (eighteen) months from the date of allotment of the Warrants. If a Warrant holder does not exercise the Warrants within a period of 18 (Eighteen) months from the date of allotment of such Warrants, the unexercised Warrants shall lapse and the amount paid by the Warrant holders on such Warrants shall stand forfeited by the Company;
- e. The price determined above and the number of Equity Shares to be allotted on exercise of the Warrants shall be subject to appropriate adjustments as permitted under the rules, regulations, and laws, as applicable from time to time;
- f. Apart from the said right of adjustment mentioned in (e) above, the Warrants shall not carry any voting rights until they are converted into equity shares, and the Warrants by itself, until exercised and converted into equity shares, shall not give the Warrant holders any rights with respect to those of an equity shareholder of the Company;
- g. The right attached to the Warrants may be exercised by the Warrant holder, in one or more tranches, at any time on or before the expiry of 18 (eighteen) months from the date of allotment of the Warrants by issuing a written notice ("Conversion Notice") to the Company specifying the number of Warrants proposed to be converted and the date designated as the specified conversion date ("Conversion Date"). The Company shall accordingly, without any further approval from the Members, allot the corresponding number of equity shares in dematerialized form on the Conversion Date mentioned in the Conversion Notice, subject to receipt of the relevant Warrant Exercise Amount by the Warrant holder to the designated bank account of the Company;
- h. The Company shall procure the listing and trading approvals for the Equity Shares to be issued and allotted to the Warrant holders upon exercise of the Warrants from the relevant Stock Exchanges in accordance with the SEBI Listing Regulations and all other applicable laws, rules, and regulations;
- i. The Equity Shares so allotted on exercise of the Warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum and Articles of Association of

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the Company, shall rank pari passu with the then existing equity shares of the Company in all respects, including dividend and voting rights;

- j. The allotment of Warrants pursuant to this resolution shall be completed within a period of 15 days from the passing of this resolution, provided that, where the allotment pursuant to this resolution is pending on account of pendency of any approval for such allotment by any regulatory authority or the Central Government, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approval(s) or permission;
- k. The allotment of the Equity Shares pursuant to the exercise of Warrants shall be completed within a period of 15 (Fifteen) days from the date of such exercise by the allottees;
- l. The Warrants allotted and the resultant equity shares arising on exercise of rights attached to such Warrants shall be subject to lock-in as specified in the provisions of Chapter V of the SEBI ICDR Regulations;
- m. The pre-preferential shareholding of the proposed allottees under this resolution shall not be sold, transferred, pledged, or encumbered in any manner during the period of lock-in provided under SEBI (ICDR) Regulations, except to the extent and in the manner permitted thereunder;

### **13. The shareholding pattern of the Company before the proposed issue and after the proposed issue of Warrants is as follows:**

The shareholding pattern of the Company before and after considering all the preferential issues under this Notice is provided in **Annexure A**, forming part of this Notice.

### **14. Proposed time schedule/ time frame within which the allotment/ preferential issue shall be completed:**

In accordance with Regulation 170 of the SEBI ICDR Regulations, the allotment of Warrants shall be completed within a period of 15 days from the date of passing of the resolution by the shareholders, provided that where the allotment is pending on account of pendency of any approval(s) or permission(s) from any regulatory authority / body, the allotment shall be completed by the Company within a period of 15 days from the date of such approval(s) or permission(s).

### **15. Change in control, if any, in the Company that would occur consequent to the preferential offer/issue:**

There shall be no change in the management or control of the Company pursuant to this issue and allotment of warrants.

### **16. No. Of persons to whom allotment on a preferential basis has already been made during the year, in terms of the number of securities as well as price:**

The details of the past allotment made on June 17, 2025, are as follows.

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| Sr. No.      | Name of Allottee(s)                        | Type of Security  | No. of Securities Allotted | Issue Price (₹) | Total Amount Raised (₹) |
|--------------|--|---|----------------------------|-----------------|-------------------------|
| 1            | Mark AB Capital Investment India Pvt. Ltd. | Equity Shares   | 68,75,000                  | 32              | 22,00,00,000            |
| 2            | Ajay Bagri                                 | Convertible Warrants*   | 1,26,563                   | 32              | 40,50,016               |
| 3            | Pedinekaluva Rama Swamy Reddy              | Convertible Warrants*   | 4,21,875                   | 32              | 1,35,00,000             |
| 4            | Supriya Vijayvargiyi                       | Convertible Warrants*   | 2,95,313                   | 32              | 94,50,016               |
| 5            | Ashish Vijayvargi                          | Convertible Warrants*   | 1,68,750                   | 32              | 54,00,000               |
| 6            | Aditi Bohra                                | Convertible Warrants*   | 8,43,750                   | 32              | 2,70,00,000             |
| 7            | Maina Agarwal                              | Convertible Warrants*   | 1,26,563                   | 32              | 40,50,016               |
| 8            | Mustaq Malawat                             | Convertible Warrants*   | 42,188                     | 32              | 13,50,016               |
| <b>Total</b> |  | <b>Equity Shares: 68,75,000</b><br><b>Convertible Warrants: 20,25,002</b> |                            |                 | <b>28,48,00,064</b>     |

*\*For Convertible Warrants, only 25% of the total consideration is received upfront on the allotment.*

## 17. Valuation for consideration other than cash:

Not applicable.

**18. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer OR where the specified securities are issued on a preferential basis for consideration other than cash, the valuation of the assets in consideration for which the equity shares are issued shall be done by an independent valuer, which shall be submitted to the stock exchanges where the equity shares of the issuer are listed:**

Not applicable.

## 19. Lock-in:

The Warrants allotted pursuant to this resolution, and the resultant equity shares to be issued and allotted upon exercise of the right attached to the Warrants as above, shall be subject to a lock-in for such period as per the provisions of Chapter V of the SEBI ICDR Regulations.

## 20. Listing:

The Company will make an application to the Stock Exchange(s) where the existing equity shares of the Company are already listed, for listing of the equity shares arising upon

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conversion of the Warrants. Such equity shares, once allotted upon conversion, shall rank pari-passu with the then existing equity shares of the Company in all respects, including dividend and voting rights.

## 21. Certificate:

As required in Regulation 163(2) of the SEBI (ICDR) Regulations, a certificate from a Practicing Company Secretary certifying that the issue is being made in accordance with the requirements of the SEBI (ICDR) Regulations, 2018. The certificate of Practicing Company Secretary can also be accessed on the company website on the following link: [www.bohraindustries.com](http://www.bohraindustries.com).

## 22. Undertakings:

The Company hereby undertakes that:

- a. The Company is eligible to make the Preferential Issue to the Proposed Allottees under Chapter V of the SEBI (ICDR) Regulations;
- b. As the equity shares of the Company have been listed for a period of more than 90 trading days as on the Relevant Date, the provisions of Regulation 164(3) of SEBI (ICDR) Regulations governing re-computation of the price of Equity Shares and lock-in extensions, required pursuant to Regulations 167(5) of the SEBI (ICDR) Regulations and the disclosures and undertakings required pursuant to Regulation 163(1)(g) and (h) of the SEBI (ICDR) Regulations are not applicable. However, the Company undertakes to recompute the price of the equity shares on conversion issued on a preferential basis in terms of the SEBI (ICDR) Regulations, 2018, where it is required to do so;
- c. The Company undertakes that if the amount payable on account of the re-computation of price is not paid within the time stipulated in SEBI (ICDR) Regulations, the Warrants shall continue to be locked-in till the time such amount is paid by the allottee;
- d. No person belonging to the promoters/promoter group has previously subscribed to any warrants of the Company but has failed to exercise them;
- e. The proposed allottee has not sold or transferred any Equity Shares during the 90 trading days preceding the relevant date;

All the Warrants held by the proposed allottee in the Company are in dematerialized form only.

## 23. Disclosures specified in Schedule VI of the SEBI (ICDR) Regulations, if the issuer or any of its promoters or directors is a wilful defaulter or a fraudulent borrower:

It is hereby confirmed that neither the Company nor its promoters or directors is a wilful defaulter or a fraudulent borrower as per Regulation 163(1)(i) of Chapter V read with schedule VI of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018. Further, none of its Directors or Promoters is a fugitive economic offender as defined under the SEBI (ICDR) Regulations.

## 24. Identity of proposed allottees (including natural persons who are the ultimate beneficial owners of warrants proposed to be allotted and/ or who ultimately control), the percentage (%) of Post Preferential Issue Capital that may be held by them and Change in Control, if any, consequent to the Preferential issue and the

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**Current and proposed status of the allottee(s) post preferential issues namely, promoter or non-promoter:**

| Sr .<br>N<br>o. | Name of<br>the<br>proposed<br>allottee                       | Pre<br>issue<br>Catego<br>ry | Name of<br>the<br>natural<br>persons<br>who are<br>the<br>ultimate<br>beneficia<br>l<br>owners | Pre issue<br>Sharehold<br>ing |     | No. of<br>Convert<br>ible<br>Warran<br>ts to<br>be<br>allotted | Post Issue<br>Shareholding* |    |                   | Post<br>Issue<br>Catego<br>ry |
|-----------------|--|------------------------------|--|-------------------------------|-----|--|-----------------------------|----|-------------------|-------------------------------|
|                 |  |                              |  | No<br>of<br>sha<br>re         | %   |  | No<br>share                 | of | %                 |                               |
| 1               | Johnsom<br>And<br>Andrew<br>Properties<br>Private<br>Limited | Non-<br>Promot<br>er         | 1.<br>Subhash<br>Phootarm<br>al Rathod<br>2.<br>Mangala<br>Subhash<br>Rathod                   | Nil                           | Nil | 10,67,00<br>0  | 10,67,00<br>0               |    | 3.9<br>2          | Non-<br>Promot<br>er          |
| 2               | Thomson<br>And Wyman<br>Enterprises<br>Private<br>Limited    | Non-<br>Promot<br>er         | 1.<br>Subhash<br>Phootarm<br>al Rathod<br>2.<br>Mangala<br>Subhash<br>Rathod                   | Nil                           | Nil | 10,67,00<br>0  | 10,67,00<br>0               |    | 3.9<br>2          | Non-<br>Promot<br>er          |
| 3               | Sahi<br>Logistics &<br>Infra<br>Private<br>Limited           | Non-<br>Promot<br>er         | 1.<br>Subhash<br>Phootarm<br>al Rathod<br>2.<br>Mangala<br>Subhash<br>Rathod                   | Nil                           | Nil | 10,66,00<br>0  | 10,66,00<br>0               |    | 3.9<br>2          | Non-<br>Promot<br>er          |
| 4               | VASM<br>Consultants<br>Private<br>Limited                    | Non-<br>Promot<br>er         | Sahil<br>Gupta   | Nil                           | Nil | 8,00,000   | 8,00,000                    |    | 2.9<br>4          | Non-<br>Promot<br>er          |
| <b>Total</b>    |  |                              |  |                               |     | <b>40,00,0<br/>00</b>  | <b>40,00,00<br/>0</b>       |    | <b>14.<br/>70</b> |                               |

*\*The post-issue shareholding percentage (%) is calculated on a fully diluted basis after assuming the full conversion of 20,25,002 warrants into Equity Shares allotted on June 17, 2025, together with the current proposed preferential allotment.*



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The Proposed Allottees have confirmed that they have not sold or transferred any equity shares of the Company during the 90 trading days preceding the Relevant Date. The Proposed Allottees have further confirmed that they are eligible under SEBI ICDR Regulations to undertake the Preferential Issue.

In accordance with the provisions of Sections 42 and 62 the Companies Act, 2013, read with applicable rules thereto and relevant provisions of the SEBI (ICDR) Regulations, approval of the members for the issue and allotment of the said warrants to the Proposed Allottees is being sought by way of a special resolution as set out in said item no. 1 of the notice.

None of the other Directors and Key Managerial Personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise, in this special resolution as set out in Item No. 1 of this Notice, except to the extent of their shareholding in the Company.

The Board of Directors of the Company believes that the proposed issue is in the best interest of the Company and therefore the board recommends the Special Resolution as set out in Item No. 1 in the accompanying notice for approval by the Members.

## ITEM NO. 2:

The Board of Directors of the Company recommended the regularization of appointment of Ms. Bhawana Kulhari (DIN: 10982841) as a Non-executive Director of the Company, liable to retire by rotation, who was appointed as Additional Director (Non-Executive) w.e.f. September 12, 2025, by the Members of the Company at this Extra Ordinary General Meeting.

In pursuant to the provision Section 149, 152, 197 of the Companies Act, 2013, as required under the SEBI (Listing Obligations and Disclosures Requirements) Regulation, 2015 and Clause 1.2.5 of the Secretarial Standard on General Meetings (SS-2) particulars of Directors who are proposed to be appointed/reappointed at the Extra Ordinary General Meeting are as follows:

| Sr. No. | Nature of Information             | Particulars  |
|---------|-----------------------------------|--|
| 1.      | Name                              | Ms. Bhawana Kulhari  |
| 2.      | Date of Birth                     | 30/07/2000   |
| 3.      | Age                               | 25 Years   |
| 4.      | Brief Resume including experience | She is having strong expertise in the construction sector along with exposure to diverse industries, enabling delivery of innovative, growth-oriented solutions. Proven track record in business analysis, strategic planning, and operational excellence, with a focus on improving efficiency, reducing costs, and driving |

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|     |   |  |
|-----|---|--|
|     |   | sustainable growth. A seasoned Management and Operations professional with extensive experience across Product Management, R&D, Contracts, and Business Development. Skilled in optimising business processes, with cross-functional teams, and implementing data-driven strategies to enhance organisational performance. |
| 5.  | Date of first appointment   | September 12, 2025   |
| 6.  | Remuneration Last Drawn   | Not Applicable   |
| 7.  | Qualification   | Bachelor's degree in Planning and professional certifications from the Indian School of Business (ISB), Hyderabad, in Applied Business Analytics and Data Analysis, Interpretation, and Management   |
| 8.  | Nature of expertise in specific functional area   | Product Management, R&D, Contracts, and Business Development   |
| 9.  | Relationship with other Directors, Managers and other Key Managerial Personnel of the company | NIL  |
| 10. | Shareholding in the Company   | NIL  |
| 11. | Directorship in other Companies   | 3  |
| 12. | Chairmanship / Membership of Committee of Board of Directors of other Companies               | NIL  |
| 13. | No. of board meetings attended during the year 2024-25  | Not Applicable   |
| 14. | Terms and conditions of appointment or re-appointment   | Liable to retire by rotation   |
| 15. | Remuneration sought to be paid  | As per permissible limits of Schedule V of the Companies Act, 2013   |

Therefore, approval of the shareholders is sought by way of an Ordinary Resolution for the for the regularization of appointment of Ms. Bhawana Kulhari (DIN: 10982841) as a director (Non-Executive) of the Company.

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

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

**Place: Udaipur  
Date: September 16, 2025**

**Sd/-  
ATUL DAVE  
MANAGING DIRECTOR  
DIN: 09696561**

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**ANNEXURE A**

| S.no.     | Category  | Pre-Issue          |                   | Proposed Issue | Post-Issue         |                   |
|-----------|---|--------------------|-------------------|----------------|--------------------|-------------------|
|           |   | No. of shares Held | % of Shareholding |                | No. of shares Held | % of Shareholding |
| <b>A.</b> | <b>Promoters Holding</b>  |                    |                   |                |                    |                   |
| <b>1</b>  | <b>Indian</b>   |                    |                   |                |                    |                   |
|           | Individuals   | 34,93,012          | 15.06             |                | 34,93,012          | 12.84             |
|           | <b>Sub Total</b>  | 34,93,012          | 15.06             |                | 34,93,012          | 12.84             |
| <b>2</b>  | Foreign Promoters   | 0                  | 0                 |                | 0                  | 0                 |
|           | <b>Sub Total (A)</b>  | 34,93,012          | 15.06             |                | 34,93,012          | 12.84             |
| <b>B.</b> | <b>Non-promoters' holding/Public</b>  |                    |                   |                |                    |                   |
| <b>1</b>  | Institutional investors   | 0                  | 0                 |                | -                  | 0                 |
| <b>2</b>  | Non-institution   | -                  | 0                 |                | -                  | 0                 |
|           | Resident Individuals holding nominal share capital up to Rs. 2 lakhs        | 18,79,932          | 8.10              |                | 18,79,932          | 6.91              |
|           | Resident Individuals holding nominal share capital in excess of Rs. 2 lakhs | 70,44,759          | 30.37             |                | 70,44,759          | 25.90             |
|           | Non-Resident Indians (NRIs)   | 57,858             | 0.25              |                | 57,858             | 0.21              |
|           | Bodies Corporate  | 83,43,427          | 35.97             |                | 83,43,427          | 30.68             |

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|  |  |                    |               |             |                    |               |
|--|--|--------------------|---------------|-------------|--------------------|---------------|
|  | Directors and relatives                | -                  | 0             |             | -                  | 0             |
|  | Any others (including HUF, Firm, etc.) | 3,53,164           | 1.52          |             | 3,53,164           | 1.30          |
|  | Convertible Warrants                   | 20,25,002*         | 8.73          | 40,00,000** | 60,25,002          | 22.15         |
|  | <b>Sub Total (B)</b>                   | <b>1,97,04,142</b> | <b>84.94</b>  |             | <b>2,37,04,142</b> | <b>87.16</b>  |
|  | <b>Grand Total(A+B)</b>                | <b>2,31,97,154</b> | <b>100.00</b> |             | <b>2,71,97,154</b> | <b>100.00</b> |

Source: Shareholding Pattern filed as on June 17, 2025.

*\*Assuming full conversion of the Convertible Warrants allotted on June 17, 2025. The ISIN creation of warrants is in process.*

*\*\*Assuming full conversion of the newly issued Convertible Warrants.*