

# 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>



Date: 11/03/2025

To,  
The Manager  
Listing Compliance Department  
National Stock Exchange of India Limited,  
Exchange Plaza, Bandra Kurla Complex,  
Bandra (East), Mumbai - 400051

Symbol: BOHRAIND ISIN: INE802W01023

**Subject:** Notice calling the Extra-Ordinary General Meeting scheduled to be held on Wednesday, April 02, 2025.

Dear Sir/Madam,

Pursuant to Regulation 30 read with Part A of Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("**Listing Regulations**") we are enclosing the Notice of Extra- Ordinary General Meeting ("**EOGM**") along with the Explanatory Statement of the Company scheduled to be held on Wednesday, April 02, 2025, through Video Conferencing ('VC')/ Other Audio-Visual Means ('OAVM').

Further, in terms of the Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the Listing Regulations, and in terms of Circulars issued by SEBI, the Company has fixed Wednesday, March 26, 2025 as the cut-off date to determine the eligibility of the members to cast their vote by remote e-Voting. The remote e-voting period shall commence from Sunday, March 30, 2025, 09:00 AM (IST) and will end on Tuesday, April 01, 2025, 05:00 PM (IST).

The attached Notice of EGM along with the Explanatory Statement is available on the Company's website [www.bohraindustries.com](http://www.bohraindustries.com)

We Request you to kindly take on record the information and disseminate the same.

Thanking You

Yours Faithfully

**For BOHRA INDUSTRIES LIMITED**

**Krishna Agarwal**  
Director  
DIN: 09402238

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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, APRIL 02, 2025, THROUGH VIDEO CONFERENCING (VC)/ OTHER AUDIO-VISUAL MEANS (OAVM) AT 03:30 P.M. (IST) TO TRANSACT THE BUSINESSES MENTIONED BELOW:**

### **SPECIAL BUSINESS:**

- 1. INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY FROM RS. 20,00,00,000/- (RUPEES TWENTY CRORES ONLY) DIVIDED INTO 2,00,00,000 EQUITY SHARES OF RS. 10/- EACH TO RS. 30,00,00,000/- (RUPEES THIRTY CRORES ONLY) DIVIDED INTO 3,00,00,000 EQUITY SHARES OF RS. 10/- (RUPEES TEN ONLY) EACH.**

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

**“RESOLVED THAT** pursuant to section 13, section 61 read with section 64 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 (**“the Act”**) read with the relevant rules thereunder (including any statutory modification or re-enactment thereof, for the time being in force) and in accordance with rules, regulations/guidelines, if any, prescribed by any relevant authorities from time to time, to the extent applicable and such other approvals, permissions and sanctions, as may be necessary, consent of the members of the Company be and are hereby accorded for increase of the authorized share capital of the Company from Rs. 20,00,00,000/- (Rupees Twenty Crores Only) divided into 2,00,00,000 Equity Shares of Rs. 10/- (Rupees Ten Only) each To Rs. 30,00,00,000/- (Rupees Thirty Crores Only) divided into 3,00,00,000 Equity Shares of Rs. 10/- (Rupees Ten Only) each. Accordingly, the Clause V- The Share Capital Clause of the Memorandum of Association of the Company be deleted and the following be substituted thereof:

***“V. The Authorized Share Capital of the Company is Rs. 30,00,00,000/- (Rupees Thirty Crores Only) divided into 3,00,00,000 Equity Shares of Rs. 10/- (Rupees Ten Only) each.”***

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, any director or Company Secretary & Compliance officer, be and are hereby severally authorised to sign and submit the necessary application and Forms with appropriate authorities and to perform all such acts, deeds and things as they may in their absolute

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discretion deem necessary or desirable for and on behalf of the Company for the purpose of giving effect to aforesaid resolution.”

## **2. TO CONSIDER AND APPROVE THE ISSUE OF EQUITY SHARES ON PREFERENTIAL BASIS TO THE NON-PROMOTER PUBLIC CATEGORY INVESTOR 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 and 62 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any amendment(s), statutory modification(s) or re-enactment thereof for the time being in force) (“**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, the Registrar of Companies (“**ROC**”), Ministry of Corporate Affairs (“**MCA**”), Securities and Exchange Board of India (“**SEBI**”) and the Stock Exchanges where the shares of the Company are listed (“**Stock Exchange**”) and/or any other competent authorities (hereinafter referred to as ‘Applicable Regulatory Authorities’) to the extent applicable, the Listing Agreement 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 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 up to 68,75,000 (Sixty Eight Lakh Seventy Five Thousand) fully paid up Equity Shares of Rs. 10/- (Rupees Ten only) each at a price of Rs. 32/- (Rupees Thirty Two only) per equity share (including a premium of Rs. 22/- (Rupees Twenty Two only) aggregating up to Rs. 22,00,00,000/- (Rupees Twenty Two Crore only) (“**Consideration**”), to the below mentioned Investor (“**Proposed Allottee**”) by way of a preferential issue on a private placement basis (“**Preferential Issue**”), which is not less than the price determined in accordance with Chapter V of the SEBI ICDR Regulations (hereinafter referred to as the “**Floor Price**”), for cash (“**Preferential Allotment**”), pursuant to the such terms and conditions, as determined by the Board, in accordance with the SEBI ICDR Regulations, and other applicable laws.

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## Details of the Proposed Allottee

Sr. No	Name of the Proposed Allottee	Current Status / Category	Proposed Status / Category	No. of Equity Shares to be allotted	Amount (Rs)
1	Mark AB Capital Investment India Private Limited	Non-Promoter	Promoter	68,75,000	22,00,00,000
<b>Total</b>				<b>68,75,000</b>	<b>22,00,00,000</b>

**RESOLVED FURTHER THAT** the equity shares to be issued and allotted to the proposed Allottee shall be fully paid up and rank *pari passu* with the existing equity shares of the Company, in all respects from the date of allotment thereof, be subject to the requirements of all applicable laws, and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company.

**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 of Equity Shares be and is hereby fixed as **Monday, March 03, 2025**, being the date 30 days prior to the date of **Extra-Ordinary General Meeting i.e. Wednesday, April 02, 2025**.

**RESOLVED FURTHER THAT** without prejudice to the generality of the above resolution, the issue of equity shares under preferential allotment to the Proposed Allottee shall be subject to the following terms and conditions, apart from others, as prescribed under applicable laws:

- 1) The Equity Shares to be issued and allotted shall be fully paid-up and rank *pari-passu* with the existing equity shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof, and be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company.
- 2) The price determined above shall be subject to appropriate adjustments as permitted under the rules, regulations and laws, as applicable from time to time.
- 3) The Equity Shares shall be allotted by the Company to the Proposed Allottee in dematerialized form within a period of 15 (Fifteen) days from the date of receipt of Members’ approval, provided that, where the issue and allotment of the said Equity Shares is pending on account of pendency of approval of any Regulatory Authority (including, but not limited to NSE and/or SEBI) or the Government of India, the issue and allotment shall be completed within a period of 15 (Fifteen) days from the date of receipt of last of such approvals.
- 4) The Equity Shares to be allotted shall be subject to lock-in for such period as specified in the provisions of Chapter V of the ICDR Regulations and any other applicable law for the time being in force.

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- 5) The Equity Shares to be allotted to the Proposed Allottee shall be listed on the stock exchange where the existing equity shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals as the case may be.
- 6) The Equity Shares so offered, issued and allotted to the Proposed Allottee is being issued for cash consideration.
- 7) The Equity Shares so offered, issued and allotted shall not exceed the number of equity shares as approved herein above.

**RESOLVED FURTHER THAT** the Board is authorized to take necessary steps for listing the equity shares, issued and allotted to the Proposed Allottee on National Stock Exchange of India Limited (NSE), where the securities of the Company are listed, as per 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 equity shares, 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 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 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** the members of the company take note of the Certificate issued from the Practicing Company Secretary, certifying that the proposed issued of equity shares on 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 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 Equity Shares and listing thereof with the Stock Exchange

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as appropriate 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 Stock Exchange for obtaining of in-principle and listing approval of the Equity Shares 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 direction, 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.”

### **3. TO CONSIDER AND APPROVE ISSUE OF WARRANTS CONVERTIBLE INTO EQUITY SHARES ON 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 and 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, 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’) 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,

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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 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 up to 58,26,565 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 ("Equity Shares") within a period of 18 (Eighteen) months from the date of allotment of the Warrants as per SEBI (ICDR) Regulations, to the below mentioned investor(s) ("Proposed Allottees") for cash at an issue price of Rs. 32/- (Rupees Thirty Two only) (including a premium of Rs. 22/- (Rupees Twenty Two only) per Warrant ("Warrant Issue Price") aggregating up to Rs. 18,64,50,080/- (Rupees Eighteen Crore Sixty Four Lakh Fifty Thousand Eighty only), being the price determined in accordance with Chapter V of SEBI (ICDR) Regulations and in such form and manner and in accordance with the provisions of SEBI (ICDR) Regulations or other applicable laws and on such terms and conditions as are stipulated in the explanatory statement hereto and as may be determined by the Board in its absolute discretion in accordance with SEBI (ICDR) Regulations and other applicable law:

Sr. No.	Name of the Proposed Allottees	No. of Warrants up to	Investment amount up to (Rs.)	Current Status / Category	Proposed Status / Category
1	India Fast Forward Services Private Limited	15,62,500	5,00,00,000	Non-Promoter	Non-Promoter
2	Sabyasachi Tie Up Private Limited	1,56,250	50,00,000	Non-Promoter	Non-Promoter
3	Namita Himmatsinghka	3,12,500	1,00,00,000	Non-Promoter	Non-Promoter
4	Aditi Chamaria	78,125	25,00,000	Non-Promoter	Non-Promoter
5	Raksha Saraf	1,56,250	50,00,000	Non-Promoter	Non-Promoter
6	Pawan Goel	1,68,750	54,00,000	Non-Promoter	Non-Promoter
7	Amit Kumar Saraogi (HUF)	2,53,125	81,00,000	Non-Promoter	Non-Promoter
8	Hitesh Saraf	2,53,125	81,00,000	Non-Promoter	Non-Promoter
9	Lalita Jain	3,12,500	1,00,00,000	Non-Promoter	Non-Promoter
10	Ajay Bagri	1,26,563	40,50,016	Non-Promoter	Non-Promoter
11	Pedinekaluva Rama	4,21,875	1,35,00,000	Non-	Non-

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	Swamy Reddy			Promoter	Promoter
12	Supriya Vijayvargiya	2,95,313	94,50,016	Non-Promoter	Non-Promoter
13	Ashish Vijayvargi	1,68,750	54,00,000	Non-Promoter	Non-Promoter
14	Akshay Chhabildas Shah	84,375	27,00,000	Non-Promoter	Non-Promoter
15	Paras Jawarilal Raka	84,375	27,00,000	Non-Promoter	Non-Promoter
16	Nishit Ashwin Shah	1,68,750	54,00,000	Non-Promoter	Non-Promoter
17	Aditi Bohra	8,43,750	2,70,00,000	Non-Promoter	Non-Promoter
18	Sadhana Shah	84,375	27,00,000	Non-Promoter	Non-Promoter
19	Maina Agarwal	1,26,563	40,50,016	Non-Promoter	Non-Promoter
20	Nilesh Agarwal	1,26,563	40,50,016	Non-Promoter	Non-Promoter
21	Mustaq Malawat	42,188	13,50,016	Non-Promoter	Non-Promoter
	<b>Total</b>	<b>58,26,565</b>	<b>18,64,50,080</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 of Equity Shares be and is hereby fixed as **Monday, March 03, 2025** being the date 30 days prior to the date of **Extra-Ordinary General Meeting i.e. Wednesday, April 02, 2025**.

**RESOLVED FURTHER THAT** without prejudice to the generality of the above, the issue of Warrants shall be subject to the following terms and conditions apart from others 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 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;
- 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);
- The respective Warrant holder shall make payment of Warrant price from their own bank account into to the designated bank account of the Company.

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- d. In the event that, 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 by themselves, until exercise of the conversion option and allotment of Equity Shares, do not give the Warrant holder thereof any rights akin to that of shareholder(s) of the Company;
- g. 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;
- h. 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 and shall rank pari passu in all respects including dividend, with the existing Equity Shares of the Company;
- i. 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);
- j. The allotment of the Equity Shares pursuant to exercise of Warrants shall be completed within a period of 15 (Fifteen) days from the date of such exercise by the allottees;
- k. The Equity Shares issued pursuant to the exercise of the Warrants shall be locked-in as prescribed under the SEBI (ICDR) Regulations from time to time;
- l. 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 for listing the equity shares, issued and allotted to the Proposed Allottee on National Stock Exchange of India Limited (NSE), where the securities of the Company are listed, as per 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 equity shares, 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 private placement offer cum application letter (In the format of 'Form

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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 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** the members of the company take note of the Certificate issued from the Practicing Company Secretary, certifying that the proposed issued of equity shares on 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 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 Equity Shares and listing thereof with the Stock Exchange as appropriate 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 Stock Exchange for obtaining of in-principle and listing approval of the Equity Shares 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 direction, 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."

# BOHRA INDUSTRIES LIMITED



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**4. TO REGULARIZE APPOINTMENT OF MR. SHUBHAM GAUR (DIN: 10908777) AS A WHOLE TIME DIRECTOR OF THE COMPANY.**

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

**“RESOLVED THAT** in accordance with the recommendations of the Nomination and Remuneration Committee of the Board of Directors, approval of Board of Directors and pursuant to the provisions of Sections 196, 197 and 203 of the Act, read with Schedule V to the Companies Act, 2013 (the “Act”) and other applicable provisions, if any, of the Act and the rules made thereunder, (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Articles of Association of the Company, consent of the Members be and is hereby accorded to the appointment of MR. SHUBHAM GAUR (DIN: 10908777) as a Whole-Time Director designated as Executive Director of the Company for a period of 5 Consecutive years, with effect from April 02, 2025 to April 01, 2030 on the terms and conditions including remuneration as set out in the statement annexed to the notice of this meeting, with liberty to the Board of Directors to alter and vary the terms and conditions of the appointment and/ or remuneration based on the recommendation of the Nomination & Remuneration Committee, subject to the same not exceeding the limits specified under Section 197 read with Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force).”

**“RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

**5. TO REGULARIZE APPOINTMENT OF MR. VINENDRA KUMAR JAIN (DIN: 02206284) AS AN INDEPENDENT DIRECTOR OF COMPANY.**

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

**“RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (the Act) and the Companies (Appointment and Qualifications of Directors) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’), on the recommendation of the Nomination & Remuneration Committee and Board of Directors for appointment of Mr. Vinendra Kumar Jain (DIN: 02206284) who was appointed as an Additional Independent Director of the Company by the Board of Directors effective from 14<sup>th</sup> February, 2025 whose term of office expires at this Extra Ordinary General Meeting (‘EOGM’) and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (Five) consecutive years commencing from 14<sup>th</sup> February, 2025.”

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**“RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

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

**Place: Udaipur**

**Date: March 11, 2025**

**Sd/-**

**Krishna Agarwal**

**DIN: 09402238**

**(Director)**

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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 March 07, 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. Writing us at [bil@bohraindustries.com](mailto:bil@bohraindustries.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, so as 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).

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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.
10. 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.
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 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 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 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. Periodic statement of holdings should be obtained from the concerned DP and holdings should be verified.
17. As per the green initiative of Ministry of Corporate Affairs (MCA), members are requested to provide their e-mail addresses to the Registrar & Share Transfer Agent of the Company namely M/s Bigshare Services Private Limited, in order to

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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 the voting through ballot system on the date of the EGM.

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

- i. The voting period begins on 30th March, 2025, at 09:00 AM(IST) and ends on 01st, April, 2025, at 05:00 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 26th March, 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 remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

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

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

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

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"><li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi/Easiest is <a href="https://web.cdslindia.com/myeasitoken/home/login">https://web.cdslindia.com/myeasitoken/home/login</a> or visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then use your existing my easi username &amp; password.</li><li>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 <b>BIGSHARE</b> the e-Voting service provider and you will be re-directed to <b>i-Vote</b> website for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. <b>BIGSHARE</b>, so that the user can visit the e-Voting service providers' website directly.</li><li>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration">https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration</a></li><li>4) Alternatively, the user can directly access e-Voting page by providing 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 registered Mobile &amp; 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</li></ol>

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	<p>Service Providers. Click on <b>BIGSHARE</b> and you will be re-directed to <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	<ol style="list-style-type: none"><li>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: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> 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 <b>BIGSHARE</b> and you will be re-directed to <b>i-Vote</b> website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li><li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li><li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> 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 <b>BIGSHARE</b> and you will be redirected to <b>i-Vote</b> website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting</li></ol>
Individual Shareholders (holding securities in demat mode) login through	<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</p>

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their <b>Depository Participants</b>	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.
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**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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free No. 1800 22 55 33.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022- 48867000.

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

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

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

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

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

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

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

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

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

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- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
  - Click on “**REGISTER**” under “**CUSTODIAN LOGIN**”, to register yourself on Bigshare i-Vote e-Voting Platform.
  - Enter all required details and submit.
  - After Successful registration, message will be displayed with “**User id and password will be sent via email on your registered email id**”.
- NOTE:** If Custodian have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.
- If you have forgotten the password: Click on ‘**LOGIN**’ under ‘**CUSTODIAN LOGIN**’ tab and further Click on ‘**Forgot your password?**’
  - Enter “**User ID**” and “**Registered email ID**” Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on ‘**RESET**’.
- (In case a custodian is having valid email address, Password will be sent to his / her registered e-mail address).*

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

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

## **Investor Mapping:**

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

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

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

## **Investor vote File Upload:**

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

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- Custodian can “CHANGE PASSWORD” or “VIEW/UPDATE PROFILE” under “PROFILE” option on custodian portal.

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

<b>Login type</b>	<b>Helpdesk details</b>
Shareholder's other than individual shareholders holding shares in Demat mode & Physical mode.	In case shareholders/ investor have any queries regarding E-voting, you may refer the Frequently Asked Questions ('FAQs') and i-Vote e-Voting module available at <a href="https://ivote.bigshareonline.com">https://ivote.bigshareonline.com</a> , under download section or you can email us to <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 shareholder 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, **Bigshare E-voting system** page will appear.
- Click on “VIEW EVENT DETAILS (CURRENT)” under ‘EVENTS’ option on investor portal.
- Select event for which you are desire to attend the EGM under the dropdown option.
- For joining virtual meeting, you need to click on “VC/OAVM” link placed beside of “VIDEO CONFERENCE LINK” option.
- Members attending the 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 under:-**

- 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 same as the instructions mentioned above for remote e-voting.
- Only those members/shareholders, who will be present in the EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM.

# BOHRA INDUSTRIES LIMITED



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- 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/ investor have any queries regarding virtual meeting, you may refer the Frequently Asked Questions ('FAQs') available at <https://ivote.bigshareonline.com>, under download section or you can email us to [ivote@bigshareonline.com](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 Current Authorized Capital of the Company is Rs. 20,00,00,000/- (Rupees Twenty Crores Only) divided into 2,00,00,000 Equity Shares of Rs. 10/- (Rupees Ten Only) each with the growing expansion of the Company's business, it is desirable to bring the Authorized Share Capital of the Company in proper correlation with the magnitude of the Company's resources and size of its undertaking.

It is therefore considered advisable to increase the Authorized Share Capital to Rs. 30,00,00,000/- (Rupees Thirty Crores Only) divided into 3,00,00,000 Equity Shares of Rs. 10/- (Rupees Ten Only) each.

Thus, the Authorized Share Capital of the Company would be Rs. 30,00,00,000/- (Rupees Thirty Crores Only) divided into 3,00,00,000 Equity Shares of Rs. 10/- (Rupees Ten Only) each ranking pari passu with the existing Equity Shares in all respects as per the Memorandum and Articles of Association of the Company.

The proposed increased Authorized Share Capital of the Company will also require consequential amendment in Clause V of the Memorandum of Association of the Company. The Board recommends the resolution for the approval of shareholders.

The Board recommends the passing of the resolution set out in Item No.1 for the approval of the members of the Company by an Ordinary Resolution.

None of the Directors, Promoters, Key Managerial Personnel of the Company and their relatives is, in any way, concerned or interested, financially or otherwise, in the above referred resolution.

### **ITEM NO. 2:**

The Board of Directors of the Company ("**Board**") at its Meeting held on Friday, March 07, 2025, subject to necessary approval(s), has approved the proposal for raising of funds by way of preferential issue of up to 68,75,000 Equity Shares at an issue price of ₹ 32/- (Rupees Thirty Two only) (including premium of ₹ 22/- (Rupees Twenty Two only) per equity share aggregating up to ₹ 22,00,00,000/- (Rupees Twenty Two Crore only), for cash at a face value of ₹ 10/- (Rupees Ten only) each of the Company ("**Equity Shares**") to Non-Promoter allottee ("**Proposed Allottee**") in such form and manner and in accordance with the provisions of SEBI (ICDR) Regulations.

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.

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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) of the Companies Act, 2013, read with the rules made thereunder, and Regulation 160 of the SEBI (ICDR), Regulations, 2018.

The details of the issue and other particulars as required in terms of Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Regulation 163 of the SEBI (ICDR), Regulations are set forth below:

**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 investment in future subsidiaries, repayment of borrowings & meeting exigencies.
2. Working Capital Requirement.
3. General Corporate Purpose

(Hereinafter collectively referred 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 under:

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 investment in future subsidiaries, repayment of borrowings & meeting exigencies	15.00	Up to 6 months from the date of receipt of Funds
2	Working Capital Requirement	3.00	Up to 6 months from the date of receipt of Funds
3	General Corporate Purpose	4.00	Up to 6 months from the date of receipt of Funds
	<b>Total</b>	<b>22.00</b>	

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

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The Main Object Clause of Memorandum of Association of the Company enables us to undertake the existing activities and the activities for which the funds are being raised by us through the present Preferential Issue. Further, we confirm that the activities which we have been carrying out till date are 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 ₹ 4.00 Crore, towards general corporate purposes as approved by our management from time to time, subject to such utilisation not exceeding 25% of the proceeds of the Preferential Issue, in compliance with applicable laws. Our fund requirements and deployment of the proceeds of the Preferential Issue are based on the internal management estimates and it may change subject to range gap 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 Decemblers 13, 2022.

Further, if the proceeds are not utilised (in full or in part) for the Objects during the period stated above up to 6 months from the date of receipt of fund, the remaining proceeds, if any shall be utilised in subsequent periods of 12 months in accordance with the objectives of the issue and applicable laws. Till the committed funds are utilised 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 Equity Shares does not exceed Rs. 100 Crore, therefore, 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 security is being offered number of securities to be issued and pricing:**

The resolution set out in the accompanying notice authorises the Board to create, offer, issue, and allot up to 68,75,000 (Sixty Eight Lakh Seventy Five Thousand) Equity Shares of Rs. 10/- (Rupees Ten only) each, on a preferential basis to the proposed Non-Promoter allottee, for cash, at a price of Rs. 32/- (Rupees Thirty Two only) per Equity Share (including a premium of Rs. 22/- (Rupees Twenty Two only) (“**Preferential Allotment Price**”), aggregating to Rs. 22,00,00,000/- (Rupees Twenty Two Crore only).

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

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The Equity Shares of the Company are listed only on National Stock Exchange of India Limited (NSE). The Equity shares of the Company is frequently traded, 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 Equity Shares will be issued at price of Rs. 24.43/- per Equity Share 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. 18.19/- (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. 24.43/- (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 minimum issue price for the issue of Equity Shares. A certificate has been obtained from CS Surya Prakash Moud, Practicing Company Secretary (Membership Number F12943; COP: 26437) Certifying compliance with the Floor Price for the proposed preferential issue of the Company, based on the pricing formula prescribed under Regulation 164 of the 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 determination of the issue price of Equity Shares is Monday, March 03, 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 allottee 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. Therefore, the company has also obtained the Valuation Report from an Independent Registered Valuer namely 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, India., for the issue price as Rs. 31.59/- 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 at a price of Rs. 31.59/- each, which is higher than the prices as computed above. However, the Company has decided to issue the Equity Shares, at an Issue Price of Rs. 32/- each.

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

## **5. 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, India E-Mail: [knvsubbarao@gmail.com](mailto:knvsubbarao@gmail.com),  
Contact no.: +91-8499800661, 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 allottee 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.

## **6. Amount which the Company intends to raise by way of issue of Equity Shares:**

Up to Rs. 22,00,00,000/- (Rupees Twenty Two Crore only).

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

Not Applicable

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

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

## **9. The shareholding pattern of the Company before the proposed issue and after the proposed issue of Equity Shares as follows:**

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

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

The allotment of Equity Shares 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).

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

The proposed preferential issue shall result change in control of the Company.

The Proposed allottee Mark AB Capital Investment India Private Limited (hereinafter referred to as the “**Acquirer**”) shall trigger the open offer process pursuant to Regulations 3(1) and 4 of SEBI (SAST) Regulations, 2011 (‘the Regulations’) requiring the Public Announcement (“PA”) in terms of Regulation 13(1) of the said Regulations and after completion of open offer process will become the Promoter of the Company.

Thus, there will be change in management / control of the company. Post Completion of open offer formalities, the composition of the Board of directors may undergo change.

The above stated acquirer shall, upon the successful completion of the Open offer process under SEBI (SAST) Regulation, 2011, be classified as promoter in accordance with the provisions of Applicable Law.

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).

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

The Company has not made any preferential allotment during the year.

## **13. Valuation for consideration other than cash:**

Not applicable.

**14. 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.

## **15. Lock-in:**

The Equity Shares shall be subject to a lock-in for such period as specified under applicable provisions of the SEBI (ICDR) Regulations, 2018.

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## 16. Listing:

The Company will make an application to the Stock Exchange at which the existing shares are already listed, for listing of the equity shares being issued. Such Equity Shares, once allotted, shall rank *pari-passu* with the existing equity shares of the Company in all respects, including dividend.

## 17. 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 the practising company secretary can also be accessed on the company website on the following link [www.bohraindustries.com](http://www.bohraindustries.com).

## 18. Undertakings:

The Company hereby undertakes that:

- i. The Company is eligible to make the Preferential Issue under Chapter V of the SEBI (ICDR) Regulations;
- ii. 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 re-compute the price of the equity shares issued on preferential basis in terms of the SEBI (ICDR) Regulations, 2018 where it is required to do so;
- iii. 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 Equity Shares shall continue to be locked-in till the time such amount is paid by the allottee;
- iv. No person belonging to the promoters / promoter group has previously subscribed to any warrants of the Company but has failed to exercise them;
- v. The proposed allottee has not sold or transferred any Equity Shares during the 90 trading days preceding the relevant date;
- vi. All the equity shares held by the proposed allottee in the company are in dematerialized form only.

**19. 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:**

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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 director or Promoter is a fugitive economic offender as defined under the SEBI (ICDR) Regulations.

**20. Identity of proposed allottee (including natural persons who are the ultimate beneficial owners of equity shares 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 Current and proposed status of the allottee(s) post preferential issues namely, promoter or non-promoter:**

Sr No	Name of the proposed allottee	Pre issue Category	Name of the natural persons who are the ultimate beneficial owners	Pre issue Shareholding		No. of Equity Shares to be allotted	Post issue Shareholding		Post Issue category
				No of share	%		No of share	%	
1	Mark AB Capital Investment India Private Limited	Non-Promoter	1) Atul Dave 2) Mihir Kumar Mishra	Nil	Nil	68,75,000	68,75,000	25.46	Promoter
<b>Total</b>						<b>68,75,000</b>			

In accordance with the provisions of the Companies Act, 2013 read with applicable rules thereto and relevant provisions of the SEBI (ICDR) Regulations, 2018, approval of the members for the issue and allotment of the said equity shares to the above mentioned allottee is being sought by way of a special resolution as set out in said item of the notice. The issue of equity shares would be within the Authorised Share Capital of the Company.

None of the Directors and Key Managerial Personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise in this resolution.

The Board of Directors of the Company believe that the proposed issue is in the best interest of the Company and therefore board recommends the Special Resolution as set out in Item Number 2 in the accompanying notice for approval by the Members.

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## ITEM NO. 3:

The Board of Directors of the Company ("Board") in its meeting held on Friday, March 7, 2025 subject to necessary approval(s), have approved the proposal for raising of funds by way of preferential issue of 58,26,565 convertible warrants ("warrants") at an issue price of Rs. 32/- (Rupees Thirty Two only) (including premium of Rs. 22/-) per warrant aggregating up to Rs. 18,64,50,080/- (Rupees Eighteen Crore Sixty Four Lakh Fifty Thousand Eighty 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 investor(s) ("Proposed allottees") in such form and manner and in accordance with the provisions of SEBI (ICDR) Regulations.

Sr. No.	Name of the Proposed Allottees	Category	No. of Warrants upto	Investment amount up to (Rs.)
1	India Fast Forward Services Private Limited	Non-Promoter	15,62,500	5,00,00,000
2	Sabyasachi Tie Up Private Limited	Non-Promoter	1,56,250	50,00,000
3	Namita Himmatsinghka	Non-Promoter	3,12,500	1,00,00,000
4	Aditi Chamaria	Non-Promoter	78,125	25,00,000
5	Raksha Saraf	Non-Promoter	1,56,250	50,00,000
6	Pawan Goel	Non-Promoter	1,68,750	54,00,000
7	Amit Kumar Saraogi (HUF)	Non-Promoter	2,53,125	81,00,000
8	Hitesh Saraf	Non-Promoter	2,53,125	81,00,000
9	Lalita Jain	Non-Promoter	3,12,500	1,00,00,000
10	Ajay Bagri	Non-Promoter	1,26,563	40,50,016
11	Pedinekaluva Rama Swamy Reddy	Non-Promoter	4,21,875	1,35,00,000
12	Supriya Vijayvargiya	Non-Promoter	2,95,313	94,50,016
13	Ashish Vijayvargi	Non-Promoter	1,68,750	54,00,000
14	Akshay Chhabildas Shah	Non-Promoter	84,375	27,00,000
15	Paras Jawarilal Raka	Non-Promoter	84,375	27,00,000
16	Nishit Ashwin Shah	Non-Promoter	1,68,750	54,00,000
17	Aditi Bohra	Non-Promoter	8,43,750	2,70,00,000
18	Sadhana Shah	Non-Promoter	84,375	27,00,000
19	Maina Agarwal	Non-Promoter	1,26,563	40,50,016
20	Nilesh Agarwal	Non-Promoter	1,26,563	40,50,016
21	Mustaq Malawat	Non-Promoter	42,188	13,50,016
<b>Total</b>			<b>58,26,565</b>	<b>18,64,50,080</b>

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 In their meeting held on Friday, March 7, 2025.

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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) of the Companies Act, 2013, read with the rules made thereunder, and Regulation 160 of the SEBI (ICDR), Regulations, 2018.

**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:

4. To invest in future growth opportunities, grant loans and investment in future subsidiaries, repayment of borrowings & meeting exigencies.
5. Working Capital Requirement.
6. General Corporate Purpose.

(Hereinafter collectively referred 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 under:

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 investment in future subsidiaries, repayment of borrowings & meeting exigencies	12.65	Up to 18 months from the date of receipt of Funds
2.	Working Capital Requirement	2.50	Up to 18 months from the date of receipt of Funds
3.	General Corporate Purpose	3.50	Up to 18 months from the date of receipt of Funds
	<b>Total</b>	<b>18.65</b>	

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

The Main Object Clause of Memorandum of Association of the Company enables us to undertake the existing activities and the activities for which the funds are being raised by us through the present Preferential Issue. Further, we confirm that the activities which

# 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>

we have been carrying out till date are 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 ₹ 3.50 Crore, towards general corporate purposes as approved by our management from time to time, subject to such utilisation not exceeding 25% of the proceeds of the Preferential Issue, in compliance with applicable laws. Our fund requirements and deployment of the proceeds of the Preferential Issue are based on the internal management estimates and it may change subject to range gap 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 Decembers 13, 2022.

Further, if the proceeds are not utilised (in full or in part) for the Objects during the period stated above up to 18 months from the date of receipt of fund, the remaining proceeds, if any shall be utilised in subsequent periods of 12 months in accordance with the objectives of the issue and applicable laws. Till the committed funds are utilised 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 Equity Shares does not exceed Rs. 100 Crore, therefore, 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 security is 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 58,26,565 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. 32/- (Rupees Thirty Two only) per Equity Share including a premium of Rs. 22/- (Rupees Twenty Two only) ("Preferential Allotment Price"), aggregating to Rs. 18,64,50,080/- (Rupees Eighteen Crore Sixty Four Lakh Fifty Thousand Eighty only).

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

The Equity Shares of the Company are listed only on National Stock Exchange of India Limited (NSE). The Equity shares of the Company is frequently traded, the price is

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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 Equity Shares will be issued at price of Rs. 24.43/- per Equity Share 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. 18.19/- (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. 24.43/- (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 minimum issue price for the issue of Equity Shares. A certificate has been obtained from CS Surya Prakash Moud, Practicing Company Secretary (Membership Number F12943; COP: 26437), Certifying compliance with the Floor Price for the proposed preferential issue of the Company, based on the pricing formula prescribed under Regulation 164 of the 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 determination of the issue price of Equity Shares is Monday, March 03, 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 allottee 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. Therefore, the company has also obtained the Valuation Report from an Independent Registered Valuer namely 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, India., for the issue price as Rs. 31.59/- 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 at a price of Rs. 31.59/- each, which is higher than the prices as computed above. However, the Company has decided to issue the Equity Shares, at an Issue Price of Rs. 32/- each.

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

## **5. 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, India E-Mail: [knvsubbarao@gmail.com](mailto:knvsubbarao@gmail.com),  
Contact no.: +91-8499800661. 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 allottee 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.

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

Up to Rs. 18,64,50,080/- (Rupees Eighteen Crore Sixty Four Lakh Fifty Thousand Eighty only).

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

Not Applicable

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

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

## **9. The shareholding pattern of the Company before the proposed issue and after the proposed issue of Equity Shares as follows:**

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

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

The allotment of Equity Shares 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).

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

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

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

The Company has not made any preferential allotment during the year.

## **13. Valuation for consideration other than cash:**

Not applicable.

**14. 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.

## **15. Lock-in:**

The Equity Shares shall be subject to a lock-in for such period as specified under applicable provisions of the SEBI (ICDR) Regulations.

## **16. Listing:**

The Company will make an application to the Stock Exchange at which the existing shares are already listed, for listing of the equity shares being issued. Such Equity Shares, once allotted, shall rank *pari-passu* with the existing equity shares of the Company in all respects, including dividend.

## **17. 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 the practising company secretary can also be accessed on the company website on the following link [www.bohraindustries.com](http://www.bohraindustries.com).

## **18. Undertakings:**

The Company hereby undertakes that:

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- i. The Company is eligible to make the Preferential Issue under Chapter V of the SEBI (ICDR) Regulations;
- ii. 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 re-compute the price of the equity shares issued on preferential basis in terms of the SEBI (ICDR) Regulations, 2018 where it is required to do so;
- iii. 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 Equity Shares shall continue to be locked-in till the time such amount is paid by the allottee;
- iv. No person belonging to the promoters / promoter group has previously subscribed to any warrants of the Company but has failed to exercise them;
- v. The proposed allottee has not sold or transferred any Equity Shares during the 90 trading days preceding the relevant date;
- vi. All the equity shares held by the proposed allottee in the company are in dematerialized form only.

## **19. 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.

- 19. Identity of proposed allottees (including natural persons who are the ultimate beneficial owners of equity shares 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 Current and proposed status of the allottee(s) post preferential issues namely, promoter or non-promoter:**

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Sr. No.	Name of the proposed allottee	Pre issue Category	Name of the natural persons who are the ultimate beneficial owners	Pre issue Shareholding		No. of Convertible Warrants to be allotted	Post issue Shareholding		Post Issue category
				No of share	%		No of share	%	
1	India Fast Forward Services Private Limited	Non-Promoter	Goutam Choraria Preeti Jain	0	Nil	15,62,500	15,62,500	5.79	Non-Promoter
2	Sabyasachi Tie Up Private Limited	Non-Promoter	Sushma Vijay A K Vijay & Sons HUF	0	Nil	1,56,250	1,56,250	0.58	Non-Promoter
3	Namita Himmatsinghka	Non-Promoter	Not Applicable	0	Nil	3,12,500	3,12,500	1.16	Non-Promoter
4	Aditi Chamaria	Non-Promoter	Not Applicable	25,000	0.17	78,125	1,03,125	0.38	Non-Promoter
5	Raksha Saraf	Non-Promoter	Not Applicable	23,569	0.16	1,56,250	1,79,819	0.67	Non-Promoter
6	Pawan Goel	Non-Promoter	Not Applicable	0	Nil	1,68,750	1,68,750	0.63	Non-Promoter
7	Amit Kumar Saraogi (HUF)	Non-Promoter	Amit Kumar Saraogi	0	Nil	2,53,125	2,53,125	0.94	Non-Promoter
8	Hitesh Saraf	Non-Promoter	Not Applicable	0	Nil	2,53,125	2,53,125	0.94	Non-Promoter
9	Lalita Jain	Non-Promoter	Not Applicable	0	Nil	3,12,500	3,12,500	1.16	Non-Promoter
10	Ajay Bagri	Non-Promoter	Not Applicable	0	Nil	1,26,563	1,26,563	0.47	Non-Promoter
11	Pedinekaluva Rama Swamy Reddy	Non-Promoter	Not Applicable	5,43,435	3.80	4,21,875	9,65,310	3.58	Non-Promoter
12	Supriya Vijayvargiya	Non-Promoter	Not Applicable	0	Nil	2,95,313	2,95,313	1.09	Non-Promoter
13	Ashish Vijayvargi	Non-Promoter	Not Applicable	0	Nil	1,68,750	1,68,750	0.63	Non-Promoter
14	Akshay Chhabildas Shah	Non-Promoter	Not Applicable	0	Nil	84,375	84,375	0.31	Non-Promoter
15	Paras Jawarilal Raka	Non-Promoter	Not Applicable	0	Nil	84,375	84,375	0.31	Non-Promoter
16	Nishit Ashwin Shah	Non-Promoter	Not Applicable	0	Nil	1,68,750	1,68,750	0.63	Non-Promoter
17	Aditi Bohra	Non-Promoter	Not Applicable	0	Nil	8,43,750	8,43,750	3.13	Non-Promoter
18	Sadhana Shah	Non-Promoter	Not Applicable	0	Nil	84,375	84,375	0.31	Non-Promoter
19	Maina Agarwal	Non-Promoter	Not Applicable	50,000	0.35	1,26,563	1,76,563	0.65	Non-Promoter
20	Nilesh Agarwal	Non-Promoter	Not Applicable	2,62,000	1.83	1,26,563	3,88,563	1.44	Non-Promoter
21	Mustaq Malawat	Non-Promoter	Not Applicable	14,000	0.10	42,188	56,188	0.21	Non-Promoter
<b>Total</b>						<b>58,26,565</b>			

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In accordance with the provisions of 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 equity shares to the above mentioned allottees is being sought by way of a special resolution as set out in said item of the notice.

Except as mentioned above, 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 resolution.

The Board of Directors of the Company believe that the proposed issue is in the best interest of the Company and therefore board recommends the Special Resolution as set out in Item Number 3 in the accompanying notice for approval by the Members.

## Item No-4

### **REGULARIZATION OF APPOINTMENT OF MR. SHUBHAM GAUR (DIN: 10908777) AS A WHOLE TIME DIRECTOR OF THE COMPANY**

The Board of Directors of the Company had appointed Mr. Shubham Gaur (Din: 10908777) as a whole time director of the Company, which is effective from April 02, 2025. In pursuant to the provision Section 196, 197 and 203 of the Act seeking appointment at the forthcoming Extra Ordinary General Meeting Information as required under Clause 1.2.5 of the Secretarial Standard on General Meetings (SS-2) is given hereunder

Sr. No.	Nature of Information	Particulars
1.	Name	Mr. Shubham Gaur
2.	Date of Birth	11/06/1994
3.	Age	30
4.	Brief Resume including experience	Mr. Shubham Gaur (DIN: 10908777) has completed his B.B.A. (Bachelor of Business Administration and Masters in Business Administration. He has 2 Years Work Experience as CFO and 2 years work experience as Executive accountant.
5.	Date of first appointment	14/02/2025
6.	Remuneration Last Drawn	NIL
7.	Qualification	B.B.A. (Bachelor of Business Administration and Masters in Business Administration
8.	Nature of expertise in specific functional area	2 Years Work Experience as CFO and 2 years work experience as Executive accountant

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9.	Relationship with other Directors, Managers and other Key Managerial Personnel of the company	NIL
10.	Shareholding in the Company	NIL
11.	Directorship in other Companies	NIL
12.	Chairmanship / Membership of Committee of Board of Directors of other Companies	NIL
13.	No. of board meetings attended during the year 2023-24	Not Applicable
14.	Terms and conditions of appointment or re-appointment	As per permissible limits of Schedule V of the Companies Act, 2013
15.	Remuneration sought to be paid	As per permissible limits of Schedule V of the Companies Act, 2013

Therefore, approval of the shareholders is sought by way of a Special Resolution for the appointment of Mr. Shubham Gaur (Din: 10908777) as a whole time director of the Company from April 02, 2025.

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

## **Item No-5**

### **REGULARIZATION OF APPOINTMENT OF VINENDRA KUMAR JAIN (DIN: 02206284) AS AN NON-EXECUTIVE INDEPENDENT DIRECTOR**

The Board of Directors of the Company had appointed Mr. Vinendra Kumar Jain (DIN: 02206284) as an Independent, Additional Director of the Company for a term of 5(Five) years, which is effective from February 14, 2025.

Mr. Vinendra Kumar Jain (DIN: 02206284) has given a declaration to the Board that he meets the criteria of independence as provided under Section 149 (6) of the Act. In the opinion of the Board, Mr. Vinendra Kumar Jain fulfills the conditions specified in the Act and the Rules made there under for appointment as an Independent Directors and he is an independent of the management.

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

Sr. No.	Nature of Information	Particulars
1.	Name	VINENDRA KUMAR JAIN
2.	Date of Birth	30/01/1969
3.	Age	55
4.	Brief Resume including experience	Mr. Vinendra Kumar Jain (DIN:

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		02206284)has completed his Chartered Engineer(C.Engg.) M.B.A.- Supply Chain Management from Mahatma Gandhi University, India with “A” Grade Degree in Engineering in 1994 from “ The Institute of Engineers” India with ‘A’ Grade A highly accomplished professional with 16 years at ADYARD, specializing in supply chain management, procurement, and supplier relations. Achieved significant cost savings, improved supplier on-time delivery, and developed comprehensive procurement systems and procedures. Expertise in strategic sourcing, supplier evaluations, and training. Holds a Chartered Engineer qualification and an MBA in Supply Chain Management.
5.	Date of first appointment	14/02/2025
6.	Remuneration Last Drawn	NIL
7.	Qualification	Chartered Engineer(C.Engg.) and M.B.A.
8.	Nature of expertise in specific functional area	A highly accomplished professional with 16 years at ADYARD, specializing in supply chain management, procurement, and supplier relations. Achieved significant cost savings, improved supplier on-time delivery, and developed comprehensive procurement systems and procedures. Expertise in strategic sourcing, supplier evaluations, and training. Holds a Chartered Engineer qualification and an MBA in Supply Chain Management.
9.	Relationship with other Directors, Managers and other Key Managerial Personnel of the company	NIL
10.	Shareholding in the Company	NIL
11.	Directorship in other Companies	NIL
12.	Chairmanship / Membership of Committee of Board of Directors of other Companies	NIL
13.	No. of board meetings attended during the year 2023-24	NIL
14.	Terms and conditions of appointment or re-appointment	As per permissible limits of Schedule V of the Companies Act, 2013
15.	Remuneration sought to be paid	As per permissible limits of Schedule V of the Companies Act, 2013

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Therefore, approval of the shareholders is sought by way of a Special Resolution for the appointment of Mr. Vinendra Kumar Jain as an Independent Director of the Company for a period of 5 years commencing from February 14, 2025.

None of other Director, Key Managerial Personnel or their respective relatives are concerned or interested in the Resolutions mentioned at items no. 5, except for Mr. Vinendra Kumar Jain.

**For BOHRA INDUSTRIES LIMITED**

**Sd/-  
(Krishna Agarwal)  
Director  
DIN: 09402238**

**Date: March 11, 2025**

**Place: Udaipur**

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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	<b>37,79,012</b>	<b>26.43</b>		<b>37,79,012</b>	<b>14.00</b>
	Body Corporate	-	-	<b>68,75,000*</b>	<b>68,75,000*</b>	<b>25.46</b>
	<b>Sub Total</b>	<b>37,79,012</b>	<b>26.43</b>		<b>1,06,54,012</b>	<b>39.46</b>
<b>2</b>	Foreign Promoters	-	-	-	-	
	<b>Sub Total (A)</b>	<b>37,79,012</b>	<b>26.43</b>		<b>1,06,54,012</b>	<b>39.46</b>
<b>B.</b>	<b>Non-promoters' holding/Public</b>					
<b>1</b>	Institutional investors	-	-		-	
<b>2</b>	Non-institution		--		-	
	Resident Individuals holding nominal share capital up to Rs. 2 lakhs	<b>20,72,028</b>	<b>14.49</b>	-	<b>20,72,028</b>	<b>7.67</b>
	Resident Individuals holding nominal share capital in excess of Rs. 2 lakhs	<b>63,85,762</b>	<b>44.66</b>	-	<b>63,85,762</b>	<b>23.65</b>
	Non Resident Indians (NRIs)	<b>66,197</b>	<b>0.46</b>		<b>66,197</b>	<b>0.25</b>
	Bodies Corporate	<b>16,93,692</b>	<b>11.85</b>	-	<b>16,93,692</b>	<b>6.27</b>
	Directors and relatives	-	-	-	-	
	Any others (including HUF, Firm, etc.)	<b>3,00,461</b>	<b>2.10</b>	-	<b>3,00,461</b>	<b>1.11</b>
	Convertible	-	-	<b>58,26,565**</b>	<b>58,26,565</b>	<b>21.58</b>

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	Warrants**					
	<b>Sub Total (B)</b>	<b>1,05,18,140</b>	<b>73.57</b>	<b>-</b>	<b>1,63,44,705</b>	<b>60.54</b>
	<b>Grand Total(A+B)</b>	<b>1,42,97,152</b>	<b>100.00</b>	<b>1,27,01,565</b>	<b>2,69,98,717</b>	<b>100.00</b>

Source: Shareholding Pattern filed as on December 31, 2024.

*\*The Proposed allottee Mark AB Capital Investment India Private Limited ("Acquirer") shall trigger the open offer process pursuant to Regulations 3(1) and 4 of SEBI (SAST) Regulations, 2011 ('the Regulations') requiring the Public Announcement ('PA') in terms of Regulation 13(1) of the said Regulations and after completion of open offer process will become the Promoter of the Company.*

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