

BOHRA INDUSTRIES LIMITED



CIN: L24117RJ1996PLC012912

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

Date: May 28, 2025

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

Symbol: BOHRAIND

Subject: Intimation of rectifications in Notice for Extra Ordinary General Meeting of Shareholders dated March 11, 2025 (“Notice”) and Corrigendum to Notice dated March 27, 2025 (“Corrigendum”).

Dear Sir/Madam,

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR Regulations), the Company is making certain changes in the Notice and the Corrigendum as following:

1. In the Explanatory Statement, Point No. 1 of Item No. 2 shall be read as:

“1. Objects of the Preferential Issue:

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

- 1. To invest in future growth opportunities, grant loans and repayment of borrowings & 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	<i>To invest in future growth opportunities, grant loans and repayment of borrowings & meeting exigencies</i>	15.00	<i>Up to 6 months from the date of receipt of Funds</i>
2	<i>Working Capital Requirement</i>	3.00	<i>Up to 6 months from the date of receipt of</i>

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			Funds
3	General Corporate Purpose	4.00	Up to 6 months from the date of receipt of Funds
	Total	22.00	

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

2. In the Explanatory Statement, Point No. 1 of Item No. 3 shall be read as:

“1. Objects of the Preferential Issue:

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

1. To invest in future growth opportunities, grant loans and repayment of borrowings & 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 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
	Total	18.65	

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

3 In the Explanatory Statement, Point No. 10 of Item No. 2 shall be read as:

“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). In furtherance to the above, as per Regulation 170(3) of SEBI (ICDR), 2018, the period of fifteen days shall be considered from

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the expiry of the period specified in sub-regulation (1) of regulation 20 or date of receipt of all statutory approvals required for the completion of an open offer under the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulation, 2011”

4. In the Explanatory Statement, Point No. 10, 15 & 18 of Item No. 3 shall be read as:

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

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

“15. Lock-in:

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

“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 recompute the price of the equity shares on conversion 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 Warrants 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 Warrants held by the proposed allottee in the company are in dematerialized form only.”*

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5. In the Explanatory Statement, Point No. 21 in Item No. 2 shall be added:

“The Committee of Independent Directors of the Company in its meeting held on March 10, 2025, has considered the proposal to make the preferential issue of 68,75,000 Equity Shares of face value of Rs. 10/- each and 58,26,565 Convertible Warrants at an issue price of Rs. 32/- to the proposed allottees who are currently non promoters of the Company.*

One of the proposed allottee of Equity Shares, Mark AB Capital Investment India Private Limited proposed to be classified as promoter pursuant to Open offer under Securities and Exchange Board of India (Substantial Acquisitions of Shares and Takeovers) Regulations, 2011 and there would be change in control.

The committee has considered that the Issue price of Rs. 32/- has been determined as per Chapter V of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirement) Regulations, 2018 who have taken into consideration the relevant valuation parameters and provided justification for their assessments based on the Valuation Report received by the management from 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. The issue price also includes a control premium on account of change in control pursuant to the proposed preferential allotment and upon completion of the Open Offer. Thus, the committee is of the view that the Issue price and the proposed preferential allotment is fair and reasonable. The voting pattern of the said Committee meeting is as follows:

S. No	Name of the Independent Directors	Assent	Dissent
1	MAHESH KUMAR HADA	√	-
2	SHANKAR BALACHANDRAN	√	-
3	MASCARENHAS ANITA	√	-

** Changed to 56,15,627 Convertible Warrants”*

6. In the Explanatory Statement, Annexure A shall be read as:

S.no.	Category	Pre-Issue		Proposed Issue	Post-Issue	
		No. of shares Held	% of Shareholding		No. of shares Held	% of Shareholding
A.	Promoters Holding					
1	Indian					
	Individuals	37,79,012	26.43		37,79,012	14.11

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	Body Corporate	-	-	68,75,000	68,75,000	25.66
	Sub Total	37,79,012	26.43		1,06,54,012	39.77
2	Foreign Promoters	-	-	-	-	
	Sub Total (A)	37,79,012	26.43		1,06,54,012	39.77
B.	Non-promoters' holding/Public					
1	Institutional investors	-	-		-	
2	Non-institution		--		-	
	Resident Individuals holding nominal share capital up to Rs. 2 lakhs	20,20,786	14.13	-	20,20,786	7.54
	Resident Individuals holding nominal share capital in excess of Rs. 2 lakhs	64,89,494	45.39	-	64,89,494	24.23
	Non Resident Indians (NRIs)	63,832	0.45		63,832	0.24
	Bodies Corporate	15,82,910	11.07	-	15,82,910	5.91
	Directors and relatives	-	-	-	-	
	Any others (including HUF, Firm, etc.)	3,61,118	2.53	-	3,61,118	1.35
	Convertible Warrants**	-	-	56,15,627 **	56,15,627**	20.96
	Sub Total (B)	1,05,18,140	73.57	-	1,61,33,767	60.23
	Grand Total(A+B)	1,42,97,152	100.00	-	2,67,87,779	100.00

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**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.*

***The issue size of Warrants is revised to 56,15,627. Assuming full conversion of the Share Warrants.*

7. In the Corrigendum, Point No. 01 shall be read as:

"1. Till the committed funds are utilised towards the stated objects above, they will be utilized as investment in Bank Deposits and government securities as per the Investment policy laid down by the Board of Directors of the Company."

The Members are requested to read the EGM Notice dated March 11, 2025, Addendum/Corrigendum dated March 27, 2025 in conjunction with this Intimation letter for modifications and/or insertions in the Explanatory Statement and Corrigendum of the EGM Notice as mentioned above.

All other contents of the EGM Notice and Corrigendum, save and except as modified and/or inserted by this letter, shall remain unchanged.

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