

BOHRA INDUSTRIES LIMITED

CIN-L24117RJ1996PLC012912

Registered Office: 301, Anand Plaza, Univercity Road, Udaipur, Rajasthan 313001

Email- bil@bohraindustries.com Phone: +91-294-2429513

Website: www.bohraindustries.com

09th December 2024

To

National Stock Exchange of India Limited

Exchange Plaza, Plot No. C-1

G Block, Bandra-Kurla Complex, Bandra(E)

Mumbai -400051

NSE Symbol: BOHRAIND ISIN: INE802W01023

Sub: Notice of 28th Annual General Meeting ("AGM") of the members of the Company scheduled on 31st December 2024.

Dear Sir,

Pursuant to Regulation 30 and Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, please find enclosed herewith Notice of 28th AGM of the Company scheduled to be held on Tuesday, 31st December 2024 at 1:00 PM (IST) through Video Conferencing / Other Audio-Visual Means.

The said Notice of 28th AGM is also uploaded on the website of the Company at www.grinfra.com.

This is for your information and record.

Thanking you,

Yours sincerely,

For BOHRA INDUSTRIES LIMITED

KRISHNA AGARWAL
MANAGING DIRECTOR
DIN: 09402238

Enclosed: As above.

BOHRA INDUSTRIES LIMITED

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

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE 28TH (TWENTY EIGHT) ANNUAL GENERAL MEETING OF MEMBERS OF BOHRA INDUSTRIES LIMITED WILL BE HELD ON TUESDAY, 31ST DECEMBER, 2024 AT 01:00 P.M. THROUGH VIDEO CONFERENCING (VC)/ OTHER AUDIO VISUAL MEANS (OAVM) TO TRANSACT THE FOLLOWING BUSINESS:-

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements for the financial year ended 31st March, 2024 and the report of the Board of Directors and Auditors thereon.

SPECIAL BUSINESS:

2. To Regularize appointment of Ms. Mascarenhas Anita (DIN: 01189484) 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 Ms. Mascarenhas Anita (DIN: 01189484), who was appointed as an Additional Independent Director of the Company by the Board of Directors effective from 2nd December, 2024, whose term of office expires at this Annual General Meeting (‘AGM’) and who has submitted a declaration that she 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 02nd December, 2024.”

“RESOLVED FURTHER THAT Mr. Krishna Agarwal, Managing Director (DIN: 09402238) 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.”

3. To Regularize appointment of Mr. Mahesh Kumar Hada (DIN: 10778619) 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. Mahesh Kumar Hada (DIN:10778619) who was appointed as an Additional Independent Director of the Company by the Board of Directors effective from 2nd December, 2024, whose term of office expires at this Annual General Meeting ('AGM') 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 02nd December, 2024."

"RESOLVED FURTHER THAT Mr. Krishna Agarwal, Managing Director (DIN: 09402238) 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."

4. To Regularize appointment of Mr. Shankar Balachandran (DIN: 10850023) 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. Shankar Balachandran (DIN: 10850023) who was appointed as an Additional Independent Director of the Company by the Board of Directors effective from 2nd December, 2024, whose term of office expires at this Annual General Meeting ('AGM') 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 02nd December, 2024."

"RESOLVED FURTHER THAT Mr. Krishna Agarwal, Managing Director (DIN: 09402238) 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 re-appoint Ms. Kalpana Mehta (DIN: 05215041) as an Independent Director of the Company for the term of three consecutive years.

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 Ms. Kalpana Mehta (DIN: 05215041), whose term of office expires on 26th December, 2024 and who has submitted a declaration that she 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 3 (Three) consecutive years commencing from ensuing annual general meeting.”

“RESOLVED FURTHER THAT Mr. Krishna Agarwal, Managing Director (DIN: 09402238) 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**

**Sd/-
Krishna Agarwal
DIN: 09402238
Managing Director**

**Place: Udaipur
Date: 09/12/2024**

NOTES:

1. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 (“Act”), setting out all material facts relating to the relevant items of business of this Notice is annexed herewith and the same should be taken as part of this Notice. Further, as required under Regulation 36(3) of the Securities and Exchange Board of India (“SEBI”) (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as the “SEBI Listing Regulations”) and the provisions of the Secretarial Standard 2 on General Meetings issued by The Institute of Company Secretaries of India (“SS-2 on General Meetings”), a brief profile of the Directors proposed to be re-appointed is set out in the Explanatory Statement to this Notice.
2. The Registrar of Companies, Jaipur, Rajasthan vide its approval letter dated December 06, 2024, has accorded its approval to the Company under Section 96 of the Companies Act, 2013 allowing the Company to conduct its Annual General Meeting for the Financial Year ended on March 31, 2024 on or before December 31, 2024 i.e. an extension of one (1) months to hold the Annual General Meeting.
3. Pursuant to the relevant MCA circulars, the facility for members to appoint proxy to attend and cast vote is not available for this AGM since physical presence at a common venue is not required. Hence, the proxy form, attendance slip and route map are not annexed to this notice.
4. Corporate Members are requested to send a duly certified true copy of the Board Resolution authorizing their representatives to attend and vote at the Annual General Meeting.
5. Pursuant to the General Circular Nos. 20/2020 dated May 5, 2020, read with General Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020, General Circular No. 02/2021 dated January 13, 2021, General Circular No. 02/2022 dated May 5, 2022, General Circular No. 10/2022 dated December 28, 2022 and General Circular No. 09/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs (MCA), applicable provisions of the Act and the rules made thereunder and in accordance with the Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January 2021 and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, SEBI/ HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 and Circular No. SEBI/ HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023, issued by the SEBI (collectively referred to as “Applicable Circulars”, companies are allowed to hold AGM through VC, without the physical presence of members at a common venue. Hence, in compliance with the Circulars, the AGM of the Company is being held through VC/OAVM.
6. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Bigshare Services Private Limited for facilitating voting through electronic means, as the authorized e-Voting’s agency. The facility of casting votes by a member using remote e-voting will be provided by Bigshare Services Private Limited.
7. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at <http://www.bohraindustries.com/>. The Notice can also be accessed from the website of the Stock Exchanges i.e. NSE at www.nseindia.com. The AGM Notice is also disseminated on the website of Bigshare Services Private Limited (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. <https://ivote.bigshareonline.com>.

However, a member may also demand hard copies of the same via. Writing us at bil@bohraidustries.com

8. Since the share of the members is in demat form, the Register of Members and Share Transfer Books of the Company is not required to be closed.
9. Register of Directors and key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 and Register of Contract or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection in Electronic Mode.
10. Dispatch of Annual Report and Notice of AGM through electronic mode:

In accordance with, the above referred circulars, the electronic copies of the Annual Report for financial year 2023-24 and the Notice of this AGM inter-alia are being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company or the Depository Participant(s) as on December 9, 2024.

The Annual Report of the Company for the Financial Year 2023-24, circulated to the members of the Company, is also uploaded on the Company's website <http://www.bohraidustries.com/>.

11. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Company to its registered office or to Bigshare Services Private Limited (RTA) at 1st Floor, Bharat Tin works, Building opp. Vasnat Oasis, Makwana Road, Marol, Andheri (East), Mumbai-400059 Maharashtra quoting reference of the Registered Folio Number.
12. 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.
13. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under section 103 of the Companies Act, 2013.
14. 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.
15. 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.
16. 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.

17. In case of joint holders, the member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
18. Members who hold shares in physical form in multiple folios in identical name or joint holding in the same order of names are requested to send their share certificates to our RTA for consolidation into a single folio.
19. 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.
20. 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 receive the various Notices and other Notifications from the Company in electronic form.
21. Mr. Surya Prakash Moud (ICSI Membership No. F12943), proprietor of M/s. S P Moud & Associates, Practicing Company Secretaries (Unique S2023RJ906400) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner

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

- i. The voting period begins on 10:00 AM (IST) on 28th December, 2024 and shall end on 30th December, 2024 at 5:00 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 Monday, 23rd December, 2024 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 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"> 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 https://web.cdslindia.com/myeasitoken/home/login or visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. 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,

	<p>the user will be able to see e-Voting page of BIGSHARE the e-Voting service provider and you will be re-directed to i-Vote 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. BIGSHARE, so that the user can visit the e-Voting service providers' website directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress, and also able to directly access the system of all e-Voting Service Providers. Click on BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-voting period.</p>
Individual Shareholders holding securities in demat mode with NSDL	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter</p>

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

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 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 evoting@nsdl.com 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.

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 "**INFAVOUR**", "**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.

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

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

Helpdesk for queries regarding e-voting:

Login type	Helpdesk details
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 https://ivote.bigshareonline.com under download section or you can email us to ivote@bigshareonline.com or call us at: 1800 22 54 22, 022-62638338

4. Procedure for joining the AGM/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 AGM 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 AGM/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 AGM/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 AGM/EGM are as under:-

- The Members can join the AGM/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 AGM/EGM is same as the instructions mentioned above for remote e-voting.
- Only those members/shareholders, who will be present in the AGM/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 AGM/EGM.

- Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the AGM/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 or call us at: 1800 22 54 22, 022-62638338

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013**Item No-2:**

The Board of Directors of the Company had appointed Ms. Mascarenhas Anita (DIN: 01189484) as an Independent, Additional Director of the Company for a term of 5(Five) years, which is effective from December 2, 2024.

Ms. Mascarenhas Anita (DIN: 01189484) has given a declaration to the Board that she meets the criteria of independence as provided under Section 149 (6) of the Act. In the opinion of the Board, Ms. Mascarenhas Anita 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 Annual 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 and DIN	Ms. Mascarenhas Anita (DIN: 01189484)
2.	Date of Birth	13/12/1971
3.	Age	53
4.	Brief Resume including experience	She has completed her B.Arch (Bachelor of Architecture) and Master of Architecture (M. ARCH) and currently doing PHD in architecture.
5.	Date of first appointment	02/12/2024
6.	Remuneration Last Drawn	NIL
7.	Qualification	Graduate
8.	Nature of expertise in specific functional area	Architecture
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	01
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

Therefore, approval of the shareholders is sought by way of Special resolution for the appointment of Ms. Mascarenhas Anita as an Independent Director of the Company for a period of 5 years commencing from December 02, 2024.

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

Item No-3:

The Board of Directors of the Company had appointed Mr. Mahesh Kumar Hada (DIN: 10778619) as an Independent, Additional Director of the Company for a term of 5(Five) years, which is effective from December 2, 2024.

Mr. Mahesh Kumar Hada (DIN: 10778619) has given a declaration to the Board that she meets the criteria of independence as provided under Section 149 (6) of the Act. In the opinion of the Board, Mr. Mahesh Kumar Hada 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 Annual 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 and DIN	Mr. Mahesh Kumar Hada (DIN: 10778619)
2.	Date of Birth	10/01/1965
3.	Age	59
4.	Brief Resume including experience	He has completed his Ph.D. (Mechanical) from University of Pune in 2008., MBA from IGNOU in 2002, M.Tech. (Modeling & Simulation) from University of Pune in 1996, B.E.(Mechanical) from University of Jodhpur, 1988. He has also completed International Executive Diploma in Project Management from The George Washington University, 2018.
5.	Date of first appointment	02/12/2024
6.	Remuneration Last Drawn	NIL
7.	Qualification	Graduate
8.	Nature of expertise in specific functional area	Mechanical
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

Therefore, approval of the shareholders is sought by way of Special resolution for the appointment of Mr. Mahesh Kumar Hada as an Independent Director of the Company for a period of 5 years commencing from December 02, 2024.

None of other Director, Key Managerial Personnel or their respective relatives are concerned or interested in the Resolutions mentioned at items no. 3, except for Mr. Mahesh Kumar Hada

Item No.4:

The Board of Directors of the Company had appointed Mr. Shankar Balachandran (DIN: 10850023) as an Independent, Additional Director of the Company for a term of 5(Five) years, which is effective from December 2, 2024.

Mr. Shankar Balachandran (DIN: 10850023) has given a declaration to the Board that she meets the criteria of independence as provided under Section 149 (6) of the Act. In the opinion of the Board, Mr. Shankar Balachandran (DIN: 10850023) 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 Annual 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. Shankar Balachandran (DIN: 10850023)
2.	Date of Birth	10/01/1965
3.	Age	59
4.	Brief Resume including experience	He has completed his Bachelor of Science and Master of Arts (MA) and currently doing PHD and having knowledge of finance and commerce.
5.	Date of first appointment	01/06/1964
6.	Remuneration Last Drawn	NIL
7.	Qualification	Graduate
8.	Nature of expertise in specific functional area	finance
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

Therefore, approval of the shareholders is sought by way of Special resolution for the appointment of Mr. Shankar Balachandran as an Independent Director of the Company for a period of 5 years commencing from December 02, 2024.

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 Mr. Shankar Balachandran

Item No-5:

The members of the Company had appointed Ms. Kalpana Mehta (DIN:05215041) as an Independent Director of the Company from. She will complete his present term on 26th December, 2024 and is eligible for re-appointment for one more term. The Nomination and Remuneration Committee and the Board of Directors on the basis of performance of Directors, has recommended re-appointment of Ms. Kalpana Mehta for a term of 3 consecutive years on the Board of the Company. The Nomination and Remuneration Committee and the Board while recommending the reappointment of Ms. Kalpana Mehta, had considered various factors, viz., the number of Board/ Committee meetings attended, knowledge & experience, skills, professional qualification, integrity, adherence to ethical standards, participation in deliberations, time devoted, independent judgments etc. Her performance was evaluated as “surpasses expectation” by the Board. The Company has also received notice from a Member, under Section 160 of the Act, proposing the reappointment of Ms. Kalpana Mehta as an Independent Director of the Company.

Accordingly, it is proposed to re-appoint Ms. Kalpana Mehta as an Independent Director for a term of 3 consecutive years commencing from the conclusion of 28th AGM till the conclusion of 31st AGM to be held in year 2028.

Ms. Kalpana Mehta is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as an Independent Director and has also confirmed that she has not been debarred by SEBI from accessing the capital market as well as from holding the office of Director pursuant to any SEBI/MCA order or any other such authority.

The Company has also received a declaration from Ms. Kalpana Mehta to the effect that she meets the criteria of independence as prescribed under Section 149(6) of the Act, read with Rules framed thereunder and Regulation 16 of the Listing Regulations.

Ms. Kalpana Mehta is not related to any Director or Key Managerial Personnel of the Company in any way and in the opinion of the Board of Directors, she is independent of management. A copy of the letter of re-appointment, setting out terms and conditions of his re-appointment, is available for inspection in the manner as stated in the notes of this notice. Other details in respect of appointment of Ms. Kalpana Mehta, in terms of Regulation 36(3) of Listing Regulations, the Act, and Secretarial Standards on General Meetings is annexed to this notice. Except Ms. Kalpana Mehta, being an appointee and her relatives, none of the Directors, Key Managerial Personnel of the Company or their relatives are in any way, concerned or interested, in the resolution set out at item no. 5 of the notice.

The Board considers that the re-appointment of Ms. Kalpana Mehta would be of immense benefit to the Company and thus recommends the Special Resolution as set out at item no. 5 for approval of shareholders of the Company.

Sr. No.	Nature of Information	Particulars
1.	Name and DIN	Ms. Kalpana Mehta (DIN:05215041)
2.	Date of Birth	12/12/1977
3.	Age	47
4.	Brief Resume including experience	With 19 Yrs+ experience, Track record of improving Organization productivity, enhancing productivity and operational excellence, strategic planning, budgeting, forecasting, and setting up management decision support system.
5.	Date of first appointment	27/12/2021
6.	Remuneration Last Drawn	NIL
7.	Qualification	C.A.
8.	Nature of expertise in specific functional area	Finance
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	14
12.	Chairmanship / Membership of Committee of Board of Directors of other Companies	NIL
13.	No. of board meetings attended during the year 2023-24	6
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