

PUBLIC ANNOUNCEMENT UNDER REGULATIONS 3(1) AND 4 READ WITH REGULATIONS 13, 14 AND 15(1) OF SECURITIES AND EXCHANGE BOARD OF INDIA (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011, AS AMENDED

FOR THE ATTENTION OF THE PUBLIC SHAREHOLDERS OF BOHRA INDUSTRIES LIMITED

OPEN OFFER FOR ACQUISITION OF UP TO 70,19,667 (SEVENTY LAKH NINETEEN THOUSAND SIX HUNDRED AND SIXTY SEVEN) FULLY PAID-UP EQUITY SHARES OF FACE VALUE OF ₹ 10/- (RUPEES TEN ONLY) EACH ("EQUITY SHARES"), REPRESENTING 26% (TWENTY SIX PERCENT) OF THE EMERGING VOTING SHARE CAPITAL (AS DEFINED BELOW), OF BOHRA INDUSTRIES LIMITED ("TARGET COMPANY"), ON A FULLY DILUTED BASIS, BY MARK AB CAPITAL INVESTMENT INDIA PRIVATE LIMITED (HEREINAFTER REFERRED TO AS "ACQUIRER"), FROM THE PUBLIC SHAREHOLDERS (AS DEFINED BELOW) OF THE TARGET COMPANY, PURSUANT TO AND IN COMPLIANCE WITH REGULATIONS 3(1) AND 4 READ WITH REGULATIONS 13, 14 AND 15(1) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011, AS AMENDED ("SEBI (SAST) REGULATIONS, 2011") ("OPEN OFFER" OR "OFFER").

THIS PUBLIC ANNOUNCEMENT ("PA") IS BEING ISSUED BY SAFFRON CAPITAL ADVISORS PRIVATE LIMITED, THE MANAGER TO THE OPEN OFFER, FOR AND ON BEHALF OF THE ACQUIRER, TO THE PUBLIC SHAREHOLDERS (AS DEFINED BELOW) OF THE TARGET COMPANY, PURSUANT TO AND IN COMPLIANCE WITH REGULATIONS 3(1) AND 4 READ WITH REGULATIONS 13, 14 AND 15(1), AND OTHER APPLICABLE PROVISIONS OF THE SEBI (SAST) REGULATIONS, 2011.

For the purpose of this Public Announcement, the following terms have the meanings assigned to them below:

- (a) **'Convertible Warrants'** refers to warrants which will be convertible into equal number of Equity Shares of the Target Company in accordance with the provisions of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and subsequent amendments thereto ("**SEBI (ICDR) Regulations, 2018**").
- (b) **"Equity Shares"** or **"Shares"** shall mean the fully paid-up equity shares of face value of ₹ 10/- (Rupees Ten only) each of the Target Company.
- (c) **"Existing Voting Share capital"** means paid up share capital of the Target Company prior to Proposed preferential issue i.e., ₹ 14,29,71,520 (Rupees Fourteen Crore Twenty-Nine Lakh Seventy One Thousand Five Hundred and Twenty Only) divided into 1,42,97,152 (One Crore Forty Two Lakh Ninety Seven Thousand One Hundred and Fifty Two) fully paid-up Equity Shares of face value of ₹ 10/- (Rupees Ten Only).
- (d) **"Emerging Voting Share Capital"** means 2,69,98,717 (Two Crore Sixty Nine Lakh Ninety Eight Thousand Seven Hundred and Seventeen) fully paid-up equity shares of face value of ₹ 10/- (Rupees Ten only) each of the Target Company assuming full conversion of 58,26,565 (Fifty Eight Lakh Twenty Six Thousand Five Hundred and Sixty Five) Convertible Warrants on preferential basis.
- (e) **"Promoter(s) of the Target Company"** shall mean Andal Bonumalla and Krishna Agarwal.
- (f) **"Proposed Preferential Issue"** shall collectively mean issue of 68,75,000 (Sixty Eight Lakh Seventy Five Thousand) Equity Shares and 58,26,565 (Fifty Eight Lakh Twenty Six Thousand Five Hundred and Sixty Five) Convertible Warrants.
- (g) **"Public Shareholders"** shall mean all the equity shareholders of the Target Company who are eligible to tender their Equity Shares in the Open Offer, except the Acquirer, Promoter(s) of the Target Company and any person deemed to be acting in concert with them, pursuant to and in compliance with the provisions of regulation 7(6) of the SEBI (SAST) Regulations, 2011;
- (h) **"SEBI"** means the Securities and Exchange Board of India;
- (i) **"Tendering Period"** means the period of 10 (ten) Working Days during which the Public Shareholders may tender their Equity Shares in acceptance of the Offer, which shall be disclosed in the Letter of Offer;
- (j) **"Working Day"** has the same meaning as ascribed to it in the SEBI (SAST) Regulations, 2011, as amended.

1. OFFER DETAILS:

- a. **Offer Size:** The Acquirer hereby make this Open Offer to the Public Shareholders of the Target Company to acquire up to 70,19,667 (Seventy Lakh Nineteen Thousand Six Hundred and Sixty Seven) Equity Shares of face value of ₹ 10/- (Rupees Ten only) each ("**Offer Shares**"), representing 26% (Twenty Six Percent) of the Emerging Voting Share Capital of the Target Company ("**Offer Size**"), subject to the terms and conditions mentioned in this Public Announcement and to be set out in the Detailed Public Statement ("**DPS**") and the Letter of Offer ("**LoF**") that are proposed to be issued for the Offer in accordance with the SEBI (SAST) Regulations, 2011.

- b. **Offer Price/Consideration:** The Equity Shares of the Target Company are frequently traded in terms of the SEBI (SAST) Regulations, 2011. The Offer is being made at a price of ₹ 32/- (Rupees Thirty-Two only), per Equity Share (“Offer Price”) which is determined in accordance with Regulations 8(1) and 8(2) of the SEBI (SAST) Regulations, 2011. Assuming full acceptance of the Offer, the total consideration payable by the Acquirer under the Offer will be ₹ 22,46,29,344 /- (Rupees Twenty-Two Crore Forty Six Lakh Twenty Nine Thousand Three Hundred and Forty Four Only).
- c. **Mode of Payment:** The Offer Price is payable in cash by the Acquirer, in accordance with the provisions of Regulation 9(1)(a) of the SEBI (SAST) Regulations, 2011.
- d. **Type of Offer:** This Offer is a triggered offer being made by the Acquirer, in compliance with Regulations 3(1) and 4 of the SEBI (SAST) Regulations, 2011. The offer is being made by the Acquirer, in compliance with Regulation 13(2)(g) of the SEBI (SAST) Regulations, 2011, pursuant to the substantial acquisition of Equity shares and voting rights by the Acquirer under Proposed Preferential Issue.

2. TRANSACTION WHICH HAS TRIGGERED THE OPEN OFFER OBLIGATION (“UNDERLYING TRANSACTION”):

1. Details of Underlying Transaction:

Details of Underlying Transaction						
Type of Transaction (Direct/ Indirect)	Mode of Transaction (Agreement/ Proposed Allotment/ Market Purchase)	Equity Shares / Voting rights acquired/ proposed to be acquired		Total Consideration for Equity Shares / Voting Rights acquired (in ₹)	Mode of Payment (Cash/ Securities)	Regulation which has triggered
		Number	% Emerging Voting Share Capital			
Direct	Resolution passed at the meeting of Board of Directors of the Target Company held on Friday, March 07, 2025, for issue of equity shares on preferential basis under Section 62 of the Companies Act, 2013 and in terms of Chapter V of the SEBI (ICDR) Regulations, 2018 subject to members and statutory approval.	68,75,000 (Sixty Eight Lakh Seventy Five Thousand)	25.46% (Twenty Five point Four six percent) of the Emerging Voting Share Capital	₹ 22,00,00,000 (Rupees Twenty Two Crore Only)	Cash	Regulations 3(1) and 4 of SEBI (SAST) Regulations, 2011

Note:

- Pursuant to the consummation of the Underlying Transaction and subject to compliance with the SEBI (SAST) Regulations, 2011, the Acquirers will acquire Control over the Target Company and shall become the promoter of the Target Company including in accordance with the provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI (LODR) Regulations, 2015”).
 - The Promoter(s) of the Target Company as disclosed in the publicly available shareholding pattern of the Target Company for the quarter ended December 31, 2024, intent to relinquish their management control of the Target Company in favour of the Acquirer and be declassified from the promoter and promoter group category in accordance with the provisions of Regulation 31A of the SEBI (LODR) Regulations, 2015.
 - Promoter(s) of the Target Company, Acquirer and Target Company have entered into a Share Subscription Agreement (SSA) dated March 07, 2025, to record the understanding of the parties of the share subscription agreement in relation to the governance, operation and management of the Company, and their inter se rights and obligations as a shareholder of the target Company.
2. The Board of Directors of the Target Company, also at their meeting held on Friday, March 07, 2025, has authorized a preferential allotment of 58,26,565 (Fifty Eight Lakh Twenty Six Thousand Five Hundred and Sixty Five) Convertible Warrants on preferential basis to certain public category investors, for cash at a price of ₹ 32/- (Rupees Thirty Two only) per Equity Share, under Section 62 of the companies Act, 2013 and in terms of SEBI (ICDR) Regulations, 2018 subject to statutory approval.
3. The consent of the members of the Target Company for the proposed preferential issue is being sought through issuance of notice of Extra Ordinary General Meeting (“EOGM”) to be held on Wednesday, April 02, 2025.

3. DETAILS OF THE ACQUIRER:

Details	Acquirer
Name of Acquirer	Mark AB Capital Investment India Private Limited
Company Identification Number ("CIN")	U52520DL2021FTC391249
Registered Office Address	3 rd Floor, 6A/6, Siri Fort Institutional Area, August Kranti Marg, New Delhi, 110049
Name(s) of persons in control/promoters of Acquirer	Mark AB Capital Investment LLC - 0.45% Mark AB Welfare Trust - 99.55%
Name of the Group, if any, to which the Acquirer belongs to	The Acquirer does not belong to any Group.
Pre transaction shareholding	
• No. of Equity Shares	Nil
• % of total equity/voting capital	0.00%
Proposed shareholding after acquisition of shares which triggered the open offer (Proposed Preferential Issue)	
• No. of Equity Shares	68,75,000
• % of Emerging voting share Capital	25.46%
Any other interest in the Target Company	NA

Note:

- As per Regulation 38 of the SEBI (LODR) Regulations, 2015 read with Rule 19A of the Securities Contract (Regulation) Rules, 1957, as amended, the Target Company is required to maintain minimum public shareholding, as determined in accordance with the Securities Contract (Regulation) Rules, 1957, as amended, on a continuous basis for listing. Upon completion of the Open Offer and the underlying Transactions, if the public shareholding of the Target Company falls below the minimum level of public shareholding as required to be maintained by the Target Company as per the SCRR and the SEBI (LODR) Regulations, the Acquirer undertake to take necessary steps to facilitate the compliance by the Target Company with the relevant provisions prescribed under the Securities Contract (Regulation) Rules, 1957, as amended, as per the requirements of Regulation 7(4) of the SEBI (SAST) Regulations, 2011 and/or the SEBI (LODR) Regulations, 2015, within the time period stated therein, i.e., to bring down the non-public shareholding to 75% within 12 months from the date of such fall in the public shareholding to below 25%, through permitted routes and/or any other such routes as may be approved by SEBI from time to time.
- There are no persons acting in concert ("PACs") with the Acquirer for the purposes of this Offer. While persons may be deemed to be acting in concert with the Acquirer in terms of Regulation 2(1)(q)(2) of the SEBI (SAST) Regulations, 2011 ("**Deemed PACs**"), however, such Deemed PACs are not acting in concert with the Acquirer for the purposes of this Offer, within the meaning of Regulation 2(1)(q)(1) of the SEBI (SAST) Regulations, 2011.

4. DETAILS OF SELLING SHAREHOLDERS:

Details of selling shareholders are not applicable as this Open Offer is not being made pursuant to a Share Purchase Agreement and is being made pursuant to a Preferential Issue.

5. TARGET COMPANY:

Name of the Target Company	:	Bohra Industries Limited
Company Identification Number ("CIN")	:	L24117RJ1996PLC012912
Registered Office Address	:	301, Anand Plaza, University Road, Udaipur-313 001, Rajasthan, India
Tel. No.	:	+91-294-2429513
Email id	:	bil@bohraindustries.com
Exchanges where listed	:	The Equity Shares of the Target Company were initially listed on NSE Emerge with Scrip Code- BOHRA and ISIN-INE802W01015, and thereafter in year 2022, migrated to main board of NSE with Scrip Code- BOHRAIND and ISIN- INE802W01023.

6. OTHER DETAILS:

- All the details of the Open Offer would be published in the newspapers *vide* a Detailed Public Statement ("**DPS**") within five (5) working days of this PA, in compliance with Regulations 13(4) and 14(3) of the SEBI (SAST) Regulations, 2011.
- The Acquirer has no intention of delisting the Equity Shares of the Target Company pursuant to this Open Offer.
- The Offer is not conditional upon any minimum level of acceptance in terms of Regulation 19(1) of the SEBI (SAST) Regulations, 2011 and the PA is not issued pursuant to a competitive offer in terms of Regulation 20 of the SEBI (SAST) Regulations, 2011.
- The Acquirer and their respective directors accept full responsibility for the information contained in this PA. The

Acquirer undertakes that they are aware of and will comply with their obligations as laid down in the SEBI (SAST) Regulations, 2011. The Acquirer confirms that they have adequate financial resources to meet the obligations under the Offer and have made firm financial arrangements for financing the acquisition of the Offer Shares, in terms of Regulation 25(1) of the SEBI SAST Regulations, 2011.

- e. The information pertaining to Target Company contained in this Public Announcement has been compiled from the information published or publicly available sources or provided by the Target Company. Accordingly, the accuracy of the information has not been independently verified by the Manager to the Open Offer.
- f. In this Public Announcement, all references to “₹”, “Rs.” or “INR” are references to Indian Rupees.
- g. In this Public Announcement, any discrepancy in any amounts as a result of multiplication or totaling is due to rounding off.

Issued by the Manager to the Open Offer:



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Saffron Capital Advisors Private Limited

Company Identification Number: U67120MH2007PTC166711

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Tel No.: +91 22 4973 0394;

Email: openoffers@saffronadvisor.com;

Website: www.saffronadvisor.com;

Investor Grievance id: investorgrievance@saffronadvisor.com;

SEBI Registration Number: INM000011211

Validity: Permanent

Contact Person: Saurabh Gaikwad/ Yashi Srivastava

FOR AND ON BEHALF OF THE ACQUIRER

For and on behalf of Mark AB Capital Investment India Private Limited
<p style="text-align: center;">Sd/- Contact Person: Atul Dave Email Id: dave@markabcapital.net</p>

Place: New Delhi

Date: March 07, 2025