

Notice of 24th Annual General Meeting

NOTICE is hereby given that the 24th Annual General Meeting of the Members of Bothra Metals and Alloys Limited will be held on Monday, 29th September, 2025 at 2:30 P.M at the Registered Office of the Company situated at Room No.15, 3rd Floor, 5, Bothra House, Assembly Lane, D.S.A. Lane, Mumbai - 400 002 to transact the following businesses:

Ordinary Business

- **Item Number 1: Adoption of financial statements**

To receive, consider, approve, and adopt the Audited Financial Statements of the Company for the year ended 31st March 2025, including the Audited Balance Sheet as of 31st March 2025, the Statement of Profit & Loss for the year ended on that date, and the Report of the Board of Directors and Auditors thereon.

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

"RESOLVED THAT the Audited Financial Statements of the Company for the financial year ended 31st March 2025, including Audited Balance Sheet as at 31st March 2025, the Statement of Profit & Loss the financial year ended 31st March 2025 along with the Report of the Board of Directors and Auditors, as circulated to the Members of the Company and laid before the meeting, be and are hereby received, considered, approved and adopted.", 2025, along with the Report of the Board of Directors and Auditors, as circulated to the Members of the Company and laid before the meeting, be and are hereby received, considered, approved, and adopted."

- **Item Number 2: Declaration of Dividend**

"RESOLVED THAT the Board of Directors, after careful consideration of the Company's financial performance for the year ended 31st March 2025, has decided not to recommend any dividend for the financial year 2025."

- **Item Number 3: Appointment of Director**

To appoint a Director in place of Mr. Kishanlal L. Bothra (Din No. 00738027) who retires by rotation and, being eligible, offers himself for re-election.

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

"RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act 2013, Mr. Kishanlal L. Bothra (Din No. 00738027), who retires by rotation at the 24th Annual General Meeting and being eligible, offers himself for re-appointment, and is hereby appointed as a Director of the Company, liable to retire by rotation."

Special Business

- Item Number 4: To authorize the board to sell, lease or other dispose undertaking of company pursuant to section 180(1)(a):

"RESOLVED THAT pursuant to Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under (including any amendment thereto or re-enactment thereof) and subject to the approval of the members, consent of the members be and are hereby accorded to create charges, hypothecations, mortgages/equitable mortgages, on movable and/or immovable properties and/or whole or any part of the undertaking(s) of the Company, present and/or future, to take over the management of the business and concern of the Company and/or sell/ dispose of the properties so charged, mortgaged or hypothecated in certain events, in favor of lenders, banks, financial institutions, trustees of the holders of debentures/bonds and/or other instruments, hire purchase/lease companies, body corporate or any other person/ on such terms and conditions as the Board may deem fit, towards security for borrowings of the Company from time to time, provided that the total amount at any point of time shall not exceed Rs. 30 Crores."

"RESOLVED FURTHER THAT Sunderlal L. Bothra (Din: 00737982) Managing Director and Mr. Kishanlal L. Bothra (Din No. 00738027 Executive Director, be and are hereby severally, on behalf of the Board, be and are hereby authorized to do all such acts, deeds, matters and things as they may, in their absolute discretion, deem necessary, proper or desirable for such purpose, and to make any filings, including with the Registrar of Companies, Mumbai at Maharashtra ("RoC"). furnish any returns or submit any other documents to any government, statutory or regulatory authorities as may be required, and to settle any question, difficulty or doubt and further to do or cause to be done all such acts, deeds, matters and things and to negotiate, finalize and execute all documents, papers, instruments and writings as they may deem necessary, proper, desirable or expedient and to give such directions and/or instructions as they may from time to time decide and to accept and give effect to such modifications, changes, variations, alterations, deletions and/or additions as regards the terms and conditions as may be required; and any documents so executed and delivered or acts and things done shall be conclusive evidence of the authority of the Board in so doing and any document so executed and delivered or acts and things done prior to the date hereof are hereby ratified, confirmed and approved as the act and deed of the Board, as the case may be."

"RESOLVED FURTHER THAT duly certified copies of the above resolutions be furnished to any government, statutory or regulatory authority as may be required from time to time."

Registered Office: Bothra Metals & Alloys Limited
Room No.15, 3rd Floor, 5, Bothra House,
Assembly Lane, D.S.A. Lane, Mumbai - 400 002
CIN : L27100MH2001PLC133926

Date: 29th August, 2025

Place: Mumbai

For and on Behalf of Board of Directors

sd/-

Sunderlal Bothra

Managing Director

DIN: 00737982

Notes:

- A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote, on a poll, instead of himself, and the proxy need not be a member of the company. Proxy form, to be effective, must be received at the registered office of the company not less than forty-eight hours before the time fixed for the meeting.
- A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten per cent of the total share capital of the company carrying voting rights. a member holding more than ten per cent of the total share capital may appoint a single person as proxy, and such person shall not act as a proxy for any other person or shareholder.
- Pursuant to Section 108 of the Companies Act, 2013, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide an e-voting facility to all its members to cast their votes on all resolutions outlined in the notice of AGM. The voting rights will be on the basis of shareholding as of the cutoff date, i.e. 21st September 2025. Any person who is a member of the Company as of the cutoff date is eligible to cast a vote on all the resolutions outlined in the notice.
- The attendance of the members attending the AGM shall be counted for the purpose of reckoning the quorum under s.103 of the Companies Act, 2013.
- An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 setting out material facts relating to Special Businesses to be transacted at the 24th Annual General Meeting is attached hereto.
- Corporate Members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board Resolution authorizing their representatives to attend and vote on their behalf at the meeting.
- All documents referred to in the accompanying Notice and Explanatory Statement, if any, shall be open for inspection at the registered office of the Company during normal business hours on all working days, up to and including the date of the 24th Annual General Meeting of the Company. AGM notice has been uploaded on the Company's website at www.bothrametals.com.
- Members holding shares in electronic form may note that bank particulars registered against their respective depository account will be used by the company for payment of dividends. The company or its Registrar, M/s Link Intime Bharat Pvt. Ltd., cannot act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to Depository Participants for the members.
- The Register of Members and Share Transfer Book of the Company shall remain closed from the 22nd day of September 2025 to the 28th day of September 2025 (both days inclusive).
- Members holding shares in the dematerialised form are requested to intimate all changes pertaining to their Bank Details, National Electronic Clearing Services(NECS), Electronic Clearing Services(ECS), mandate, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc. to their Depository Participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's record which will help the Company and the Company's Registrar and Share Transfer Agent M/s Link Intime Bharat Pvt. Ltd. to provide efficient and better services. Member holding Shares in physical form are requested to intimate such changes to Company's Registrar and Share Transfer Agent.

- Member can avail of the nomination facility, under Section 72 of the Companies Act, 2013 by submitting Form No SH-13 as per rule 19(1) of the Companies (Share Capital and Debenture) Rules, 2014 with the company. A blank form will be made available on request.
- The Securities and Exchange Board of Bharat (SEBI) has mandated the submission of Permanent Account Number(PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit PAN to their depository participants whom they maintain their Demat accounts. Members holding shares in physical form can submit their PAN details to the Registrar and Share Transfer Agent/Share Department of the Company.
- The Securities and Exchange Board of Bharat (SEBI) has amended the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, whereby a request for transfer of securities shall not be processed unless the securities are held in dematerialised form with effect from April 1, 2019.
- In case of a joint holder attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
- To support Green Initiative, the Members who have not registered their email addresses are requested to register the same with the Registrar or Share Transfer Agent/Depositories for receiving all communications, including Annual Report, Notices, Circular, etc. From the Company electronically.
- Electronic copy of the Notice of the 24th Annual General Meeting of the Company inter alia, indicating the process is also being sent to all the members whose email IDs are registered with the Registrar or Share Transfer Agent/ Depository Participants for communication purposes. For members who have not registered their e-mail address, physical copies of the Notice of 24th Annual General Meeting of the Company, inter alia, indicating the process are being sent in permitted mode.
- Members desiring any information relating to the accounts are requested to write to the company well in advance so as to enable the management to keep the information ready.
- All Documents referred to in the accompanying Notice and Explanatory Statement shall be open inspection at the registered office of the Company during normal business hours on all working days to and including the date of 24th Annual General Meeting of the Company.

Registered Office: Bothra Metals & Alloys Limited
Room No.15, 3rd Floor, 5, Bothra House,
Assembly Lane, D.S.A. Lane, Mumbai - 400 002
CIN : L27100MH2001PLC133926

Date: 29th August, 2025
Place: Mumbai

For and on Behalf of Board of Directors

sd/-
Sunderlal Bothra
Managing Director
DIN: 00737982

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT 2013

- **Item Number 4: To authorize the board to sell, lease or otherwise dispose undertaking of company pursuant to section 180(1)(a):**

Without the consent of the members in the General Meeting by a Special Resolution, the Board of Directors shall not sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the company or where the company owns more than one undertaking, of the whole or substantially the whole of any of such undertakings Under the provisions of Section 180(1)(a) and Section 180(1)(c) of the Companies Act, 2013, which were made effective from 12th September, 2013, the above powers can be exercised by the Board only with the consent of the Members obtained by a Special Resolution.

The borrowing limit and to create charges, hypothecations, mortgages/equitable mortgages, on movable and/or immovable properties under 180(1)(a) is proposed to be enhanced to such an extent that the sum(s) so borrowed under this resolution and remaining outstanding at any time shall not exceed in the aggregate Rs. 30 Crores only in excess of and in addition to the paid-up capital free reserves and securities premium of the Company for the time being. It is, therefore, necessary for the Members to pass Special Resolutions under Section 180(1) (a) and Section 180(1) (c) and other applicable provisions of the Companies Act, 2013.

None of the Directors, Key Managerial Personnel of the Company or their relatives are deemed to be Interested or concerned in the said Resolutions, except to the extent of their shareholding.

Registered Office:

Bothra Metals & Alloys Limited Room No.15, 3rd Floor, 5,
Bothra House, Assembly Lane, D.S.A. Lane, Mumbai - 400
002
CIN : L27100MH2001PLC133926

Date: 29th August, 2025
Place: Mumbai

For and on Behalf of Board of Directors

sd/-

Sunderlal Bothra
Managing Director
DIN: 00737982

ROUTE MAP

Registered Office Address: Room No.15, 3rd Floor, 5, Bothra House, Assembly Lane, D.S.A. Lane, Mumbai - 400 002

<https://share.google/VrO3jL2jr4JlzOiQ9>



Bothra Metals & Alloys Ltd.

A House of Metals

CIN: L27100MH2001PLC133926

+91-(022) 49785309 | info@bothrametals.com | www.bothrametals.com

Registered Address: Office No. 15, 3rd Floor, 5 Bothra House, Assembly Lane, Dadi Seth Agyari Lane,
Kalbadevi, Mumbai - 400002, Maharashtra, Bharat

Attendance Slip

24th Annual General Meeting

DP ID/ Client ID	
Folio No	
No Of Shares Held	
Name and the Address of the Registered Shareholder	

I certify that I am a registered shareholder/proxy for the registered Shareholder of the Company and hereby record my presence at the 24th Annual General Meeting of the Company on Monday, 29th September, 2025 at 02:30 PM at Registered office of the Company.

Member's/Proxy's name in Block Letters

Member's/Proxy's Signature

Note: Please fill this attendance slip and hand it over at the entrance of the hall.

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Kalbadevi, Mumbai - 400002, Maharashtra, Bharat

Form No. MGT-II

Proxy Form

Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014

CIN	
Name of the Company	
Registered Office	
Name of Member	
Email ID	
Registered Address	
Folio No/ Client ID	
DP ID	

I/ We being the member of, holding.....shares, hereby appoint

1. Name:

Address:

E-mail Id:

Signature:, or failing him

2. Name:

Address:

E-mail Id:

Signature:,

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Registered Address: Office No. 15, 3rd Floor, 5 Bothra House, Assembly Lane, Dadi Seth Agyari Lane, Kalbadevi, Mumbai - 400002, Maharashtra, Bharat

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at Annual General Meeting of members of the Company, to be held on 29th September, 2025 at the registered office of the Company at 02:30 PM ,and at any adjournment thereof in respect of such resolutions as are indicated below:
Resolution No:

	For	Against
Ordinary Business		
<ul style="list-style-type: none">Item Number 1: Adoption of financial statements To receive, consider, approve, and adopt the Audited Financial Statements of the Company for the year ended 31st March 2025, including the Audited Balance Sheet as of 31st March 2025, the Statement of Profit & Loss for the year ended on that date, and the Report of the Board of Directors and Auditors thereon.		
<ul style="list-style-type: none">Item Number 2: Declaration of Dividend To approve and declare dividend for the financial year ended 31st March, 2025.		
<ul style="list-style-type: none">Item Number 3: Appointment of Director To appoint a Director in place of Mr. Kishanlal L. Bothra (Din No. 00738027) who retires by rotation and, being eligible, offers himself for re-election.		
Special Business		
<ul style="list-style-type: none">Item Number 4: To authorize the board to sell, lease or other dispose undertaking of company pursuant to section 180(1)(a)		

Signed this day of..... 2025

Signature of Shareholder

Signature of Proxy holder(s)

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, before the commencement of the Meeting.