

NOTICE OF 23RD ANNUAL GENERAL MEETING

NOTICE is hereby given that the 23rd Annual General Meeting of the Members of Bothra Metals and Alloys Limited will be held on Thursday, 26th September, 2024 at 11.30 A.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 2024 including the Audited Balance Sheet as of 31st March 2024, 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 2024, including Audited Balance Sheet as at 31st March 2024, the Statement of Profit & Loss the financial year ended 31st March 2024 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.", 2024 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 2024, has decided not to recommend any dividend for the financial year 2024."

ITEM NUMBER 3: APPOINTMENT OF DIRECTOR

To appoint a Director in place of Mr. Sunderlal L. Bothra (Din: 00737982) 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. Sunderlal L. Bothra (Din: 00737982), who retires by rotation at the 23rd 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: APPROVAL OF REMUNERATION FOR MR. SUNDERLAL BOTHRA, MD

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

"RESOLVED THAT pursuant to the provisions of Section 197, read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, including any statutory modifications or re-enactment(s) thereof for the time being in force, the consent of the members of the Company be and is hereby accorded for the payment of remuneration of Rs. 1,25,000 (Rupees One Lakh Twenty-Five Thousand only) per month to Mr. Sunderlal Bothra, Director of the Company, with effect from 1st April 2024, as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors."

"RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof), be and are hereby authorized to do all acts, deeds, matters, and things as may be considered necessary, desirable, or expedient to give effect to this resolution."

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: 20th August, 2024

Place: Mumbai

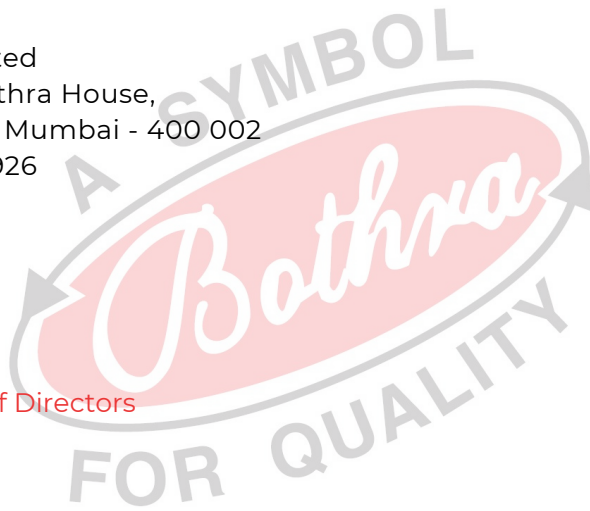
For and on Behalf of Board of Directors



Sunderlal Bothra

Managing Director

DIN: 00737982



ORDINARY BUSINESS

- 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, in order 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 percent of the total share capital of the company carrying voting rights. A member holding more than ten percent 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 the Company 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 set forth in the notice of AGM. The voting rights will be on the basis of shareholding as of the cut-off date i.e. 19th September 2024 i.e. Any person who is a member of the Company as of the cut-off date is eligible to cast a vote on all the resolutions set forth 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 23rd 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 23rd 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 India 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 20th day of September 2024 to 26 the day of September 2024 (both days inclusive).
- Members holding shares in the dematerialized 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 India 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.

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- 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 India (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 are maintaining their Demat accounts. Members holding shares in physical forms can submit their PAN details to the Registrar and Share Transfer Agent/Share Department of the Company.
- The Securities and Exchange Board of India (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 dematerialized 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 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 23rd Annual General Meeting of the Company inter alia indicating the process is being also 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 23rd 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 23rd 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: 20th August, 2024
 Place: Mumbai

For and on Behalf of Board of Directors



Sunderlal Bothra
 Managing Director
 DIN: 00737982

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT 2013

ITEM NUMBER 4: APPROVAL OF REMUNERATION FOR MR. SUNDERLAL BOTHRA, DIRECTOR

The Board of Directors of the Company has, subject to the approval of the shareholders, decided to fix the remuneration of Mr. Sunderlal Bothra, Director, at Rs. 1,25,000 per month from 1st April 2024, in accordance with the provisions of the Companies Act, 2013. The remuneration is aligned with the duties and responsibilities entrusted to him and is in line with industry standards.

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CIN : L27100MH2001PLC133926

Date: 20th August, 2024

Place: Mumbai

For and on Behalf of Board of Directors



Sunderlal Bothra
Managing Director
DIN: 00737982

