

Bothra Metals & Alloys Ltd.

A House of Metals

CIN: L27100MH2001PLCI33926

+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

To,
The General Manager,
Listing Department,
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai - 400001.

BSE CODE: 535279

Dear Sir/ Madam,

Subject: Proceedings of the 23rd Annual General Meeting (AGM) of the Company pertaining to
Financial Year 2023-24.

Ref: Bothra Metals & Alloys Ltd

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements)
Regulations, 2015, read with the item 13 of Part -A, Schedule III of the Listing Regulations, we have
attached herewith the proceedings of 23rd Annual General Meeting (AGM) of the Company
pertaining to Financial Year 2023-24 held on Thursday, 26th September, 2024 at 11:30 A.M. and
concluded at 1:15 P.M.

For your information and record.
Kindly acknowledge and oblige.

Thanking you,
Yours faithfully,
For Bothra Metals and Alloys Limited

Sonu Singhal
Company Secretary cum Compliance Officer
Mem. No.: F33059

Date:26.09.2024

Place: Mumbai

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PROCEEDING OF 23RD ANNUAL GENERAL MEETING OF THE MEMBERS OF BOTHRA METALS AND ALLOYS LIMITED HELD ON THURSDAY, 26TH SEPTEMBER 2024, AT 11:30 A.M. AT THE REGISTERED OFFICE OF THE COMPANY AT ROOM NO.15 3RD FLOOR 5 GULAB BEN TRUST BUILDING (BOTHRA HOUSE), ASSEMBLY LANE D.S.A LANE, KALBADEVI, MUMBAI, 400002

The 23rd Annual General Meeting of the Company was held on Thursday, 26th September 2024, at 11:30 A.M. at the registered office of the company at Room No.15 3rd Floor 5 Gulab Ben Trust Building (Bothra House), Assembly Lane D.S.A Lane, Kalbadevi, Mumbai, 400002. Time of Commencement: 11:30 A.M. Time of Conclusion: 1:15 P.M.

Following Directors and Key Managerial Personnel were present at the meeting:

- Mr. Sunderlal Likhmichand Bothra – Chairman & Managing Director
- Mr. Lubdha Porwal – Non-Executive Independent Director
- Mr. Aditya Sukharam Saran – Non-Executive Independent Director
- Miss. Sonu Singhal – Company Secretary

Invitees

- CA Satyendra S. Sahu – Statutory Auditor
(On Behalf of M/s SSRV & Associates, Chartered Accountants)
- M/s Rishi Sekhri & Associates – Internal Auditor
- CS Vinesh K Shah – Secretarial Auditor & Scrutinizer
(On Behalf of M/s M/s Vinesh K Shah & Associates, Company Secretaries)

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Members

Total number of shareholders as on the cut-off date i.e., 19th September 2024, were 276. Total 10 members attended the meeting at the venue. The Company did not receive any request from members to appoint proxies; therefore, no proxies were present on behalf of the members.

After confirming the presence of requisite quorum, the Chairman commenced the proceeding of meeting.

The Chairman further announced that the Register of Director's Shareholding under Section 171(1)(b) of the Companies Act, 2013, the Auditors' Report under Section 145 of the Companies Act, 2013, Copy of Memorandum and Articles of Association of the Company and proof of service of Notice of 23rd Annual General Meeting along with Annual Report for the FY 2023-24 has been kept open for inspection.

NOTICE OF THE MEETING:

Company Secretary requested as to whether the Notice of 23rd Annual General Meeting can be taken as read with the consent of members. Members proposed that the notice be taken as read. All the members present agreed to this suggestion. Copy of the Chairman's speech was distributed among the members present at meeting.

Then, Company Secretary informed to the members that the Company has provided facility of ballot polling at the venue of AGM to all those members, Company has appointed Mr. Vinesh K Shah, Proprietor of Vinesh K Shah & Associates, Practicing Company Secretary as a scrutinizer for scrutinizing the ballot polling process.

Miss. Sonu Singal, Company Secretary then requested the Scrutinizer and 2 (two) witnesses present at the meeting to show the Poll Box to the members present at AGM. The box was shown to the members and the same was sealed by the scrutinizer for polling.

After circulating Annual Report, including the notice of AGM, Director's Report and Audited Accounts of the Company for the year ended March 31, 2024 and also ballot paper.

Thereafter, Company Secretary requested the Chairman to address the members of Company. Accordingly, the Chairman took the podium to address the members:

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Dear Members,

It is my privilege to address the 23rd Annual General Meeting (AGM) of the members of Company on behalf of the Board of Directors. I welcome you all to this AGM. Annual Report, including the notice of AGM, Director's Report and Audited Accounts of the Company for the year ended March 31, 2024 will be in your hands in some time now and with your consent, I shall take them as read.

During the year, The Company's financial performance for the financial year ended 31st March 2024 is summarised below:

The company achieved a total revenue of ₹2,853.64 million, primarily driven by strong operational performance. Cost of materials consumed remains the largest expense, accounting for ₹2,620.30 million, reflecting efficient use of resources. Financial costs, amounting to ₹100.58 million, highlight the impact of borrowings and financing on overall profitability.

The company successfully managed its tax liabilities with a deferred tax gain of ₹2.66 million, contributing to a net profit of ₹28.54 million for the period.

The Company's operational performance for the financial year ended 31st March 2024 is summarised below:

The employee benefit expense increased to ₹5,34,180 from ₹21,822, reflecting the company's investment in its workforce to drive growth and productivity. The cost of material consumed was managed effectively at ₹26,20,29,942, ensuring optimal utilization of resources and cost control. The financial costs reduced from ₹1,26,84,990 in 2023 to ₹1,00,58,477 in 2024, showcasing better financial management and reduced debt servicing costs. The depreciation and amortization expense decreased from ₹3,30,20,568 to ₹2,63,02,56, indicating efficient asset management.

By presenting these financial and operational highlights, the company's improved performance and strategic management can be effectively communicated to stakeholders, showcasing a positive outlook and future potential. The company is actively pursuing opportunities to expand its business while minimizing the risk of losing market share to competitors. The positive outcomes of these efforts are expected to be seen in the years ahead.

We thank all our colleagues, Board Members, Management, Regulatory authorities, and the stakeholders for their continued support as we pursue these endeavors going forward.

We stand firm in our commitment to achieve sustainable growth and deliver value to all our stakeholders.

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The Chairman then took the item wise agenda of AGM as circulated among the members.

Ordinary Business:

Item No. 01:

To receive, consider and adopt the Audited Balance Sheet for the year ended 31st March, 2024, the Profit and Loss account for the year ended as on the said date, the Director's Report and the Auditor's Report thereon.

The Chairman moved the following resolution as an ORDINARY RESOLUTION:

"RESOLVED THAT audited financial statements of the Company containing Balance Sheet for the year ended 31st March, 2024, the Profit and Loss account for the year ended as on the said date, the Directors' Report and the Auditors' Report thereon be and are hereby adopted by the members."

Mr. Sunderlal L. Bothra, Member seconded the resolution.

Then, Company Secretary requested the members to raise their concern in this regard and accordingly cast their vote through ballot paper.

There being no query received from the members in the above matter, the Company Secretary requested the Chairman to move next resolution.

Item No. 02:

"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."

Mr. Aditya Sukharam Saran, Member seconded the resolution.

Then, Company Secretary requested the members to raise their concern in this regard and accordingly cast their vote through ballot paper.

There being no query received from the members in the above matter, the Company Secretary requested the Chairman to move next resolution.

Item No. 03:

To re-appoint Mr. Sunderlal L. Bothra (DIN: 02627131) who retires by rotation and being eligible, offers himself for the re- appointment.

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In this regard, the Company Secretary informed, Mr. Sunderlal L. Bothra that he is an interested in the said matter, therefore, he cannot move the proposed resolution. Accordingly, the Chairman vacated his Chair as a Chairman and the Company Secretary requested the members to elect among themselves any member as a chairman of the meeting for this particular item of agenda.

To Consider and if thought fit, to pass with or without modification, the following resolution as Ordinary Resolution: **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."

Mr. Aditya Sukharam Saran, Member seconded the resolution.

Then, Company Secretary requested the members to raise their concern in this regard and accordingly cast their vote through ballot paper.

There being no query received from the members in the above matter, the Company Secretary requested the Chairman to move next resolution.

Special Business:

Item No. 04:

To approval of remuneration for Mr. Sunderlal Bothra, MD.

The Chairman moved 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."

Mr. Aditya Sukharam Saran, Member seconded the resolution.

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Then, Company Secretary requested the members to raise their concern in this regard and accordingly cast their vote through ballot paper.

There being no query received from the members in the above matter, the Company Secretary requested the Chairman to move next resolution.

After having discussion on all the resolutions, the Company Secretary announced that the result of voting will be announced in the format prescribed under clause 44 (3) of SEBI (Listing Obligations and Requirements) Regulations, 2015 latest by Friday, 27th of September 2024, the same will be placed on the website of the company <https://www.bothrametals.com> and also be available on the website of the BSE Limited <https://www.bseindia.com/stock-share-price/bothra-metals--alloys-ltd/bmal/535279/>.

The Company Secretary then expressed her vote of thanks to all the members, invitees as well as Board of Directors for devoting their valuable time and their being no other business the meeting was successfully concluded at 1:15 P.M.

For and on Behalf of Board of Directors

For BOTHRA METALS & ALLOYS LTD



Sunderlal Bothra DIRECTOR

Managing Director

DIN: 00737982

Date: 26th September 2024

Place: Mumbai