

Bombay Oxygen Corporation Ltd.

Registered Office: 22/B, Mittal Tower, "B" Wing, Nariman Point, Mumbai-400021

CIN: L74999MH1960PLC011835

POSTAL BALLOT NOTICE

Dear Member,

Notice pursuant to Section 110 of the Companies Act, 2013 and applicable Rules made thereunder.

Notice is hereby given pursuant to Section 110 and other applicable provisions of the Companies Act, 2013, (the "Act") if read together with the Companies (Management and Administration) Rules, 2014, including any statutory modification or re-enactment thereof for the time being in force, that the Resolutions appended below are proposed to be passed as Ordinary Resolutions by way of Postal Ballot/e-Voting. The Explanatory Statement pursuant to Section 102 of the Act, is annexed hereto along with a Postal Ballot Form (the "Form"). The Board of Directors has appointed Mr. Sanjay R. Dholakia, Practicing Company Secretary, Mumbai to scrutinize the e-Voting process and the Postal Ballot process in a fair and transparent manner.

You are requested to read the instructions printed on the accompanying Postal Ballot Form, record your assent (for) or dissent (against) therein and return it in original duly completed in the attached self-addressed, pre-paid postage envelope so as to reach the Scrutinizer not later than 27th March, 2015 at 10.00 a.m.

Member desiring to opt for the e-voting process and its facilities arranged by the Company are requested to read the notes to the Notice.

Upon completion of the e-voting process and the scrutiny of Forms, the Scrutinizer will submit his report to The Chairman. The result of the Postal Ballot would be announced by a Director or by the Company Secretary of the Company on 30th March, 2015. The said result would be displayed at the Registered Office of the Company, intimated to the Stock Exchanges where the Company's shares are listed and displayed along with the Scrutinizer's report on the Company's website www.bomox.com.

Special Business:

Item No. 1: Appointment of Mr. Mohan Bir Singh as an Independent Director.

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:-

"RESOLVED THAT pursuant to the provision of Sections 149 and 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement as may be in force from time to time, Mr. Mohan Bir Singh (DIN 00192554), Director of the Company be and is hereby appointed as an Independent Director of the Company to hold office for a term of five consecutive years with effect from 1st April, 2015 and that he shall not be liable to retire by rotation."

Item No. 2: Appointment of Mr. Nirmal P. Jhunjunwala as an Independent Director.

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:-

"RESOLVED THAT pursuant to the provision of Sections 149 and 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement as may be in force from time to time, Mr. Nirmal P. Jhunjunwala (DIN 00192810), Director of the Company be and is hereby appointed as an Independent Director of the Company to hold office for a term of five consecutive years with effect from 1st April, 2015 and that he shall not be liable to retire by rotation."

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Item No. 3: Appointment of Mrs. Aruna K. Kanoria as an Independent Director.

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:-

“RESOLVED THAT pursuant to the provision of Sections 149 and 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement as may be in force from time to time Mrs. Aruna K. Kanoria (DIN 01269673), Director of the Company be and is hereby appointed as an Independent Director of the Company to hold office for a term of five consecutive years with effect from 1st April, 2015 and that she shall not be liable to retire by rotation.”

Item No. 4: Appointment of Mr. Anil C. Kilachand as an Independent Director.

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:-

“RESOLVED THAT pursuant to the provision of Sections 149 and 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement as may be in force from time to time, Mr. Anil C. Kilachand (DIN 02052387), Director of the Company be and is hereby appointed as an Independent Director of the Company to hold office for a term of five consecutive years with effect from 1st April, 2015 and that he shall not be liable to retire by rotation.”

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210, 22B, Mittal Tower,
Nariman Point Mumbai-400021
Mumbai, 9th February, 2015.

By order of the Board of Directors,

Balwant Raj Jain
Company Secretary

NOTES:

1. The Explanatory Statement for the proposed Ordinary Resolution pursuant to Section 102 of the Act setting out material facts are appended to the Notice.
2. The Postal Ballot Notice is being sent to all the Members, whose names appear in the Register of Members as on 9th February, 2015.
3. The voting shall be reckoned in proportion to a Member's share of voting rights on the paid-up Equity Share capital of the company as on 9th February, 2015.
4. As per Companies (Management and Administration) Rules, 2014, Notice of Postal Ballot may be served on the Members along with Postal Ballot Form through post/courier.
5. In compliance with the provisions of Section 108 and 110 and other applicable provisions of the Act, Read with the Companies (Management and Administration) Rules, 2014, and Clause 35B of the Listing Agreement, the Company is pleased to offer e-voting facility as an option to all the Members of the Company, The Company has entered into an agreement with NSDL for facilitating e-voting to enable the Members to cast their votes electronically instead of dispatching Postal Ballot Form.
6. The Postal Ballot Notice is placed in the Company's website www.bomoxy.com.
7. Members have an option to vote either through e-voting or through the Postal Ballot Form. If a member has opted for e-voting, then he/she should not vote through Postal Ballot and vice-a-versa. However, in case members cast their vote both via physical ballot and e-voting, then voting through physical ballot shall prevail and voting done by e-voting shall be treated as invalid.

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8. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.

The Instructions to members for voting electronically are as under:

- a) Open the e-mail and also open PDF file namely "Bomoxy e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that the password is an initial password.
- b) Launch Internet browsing by typing the following URL.

<https://www.evoting.nsdl.com>.
- c) Click on Shareholder — Login.
- d) Put User ID and password as initial password noted in step (a) above. Click login.
- e) Password Change Menu appears. Change the password with a new password of your choice with minimum 8 digits/characters or a combination thereof. Note your new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- f) Home page of 'e-Voting' opens. Click on 'e-Voting'- Active Voting Cycles.
- g) Select "EVEN" of Bombay Oxygen Corporation Ltd. (Bomoxy).
- h) Now you are ready for e-Voting as "Cast Vote" page opens.
- i) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when, prompted.
- j) Upon confirmation, the message "Vote cast successfully" will be displayed.
- k) Votes once cast cannot be modified.
- l) Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG format) of the relevant Board Resolution/Authority letter etc., together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to sanjayrd65@yahoo.com with a copy marked to bomoxy@mtnl.net.in

In case of shareholders receiving physical ballot paper, initial password is provided at the bottom of the separate form attached. Please follow all steps from Sl. No (b) to Sl. No (l) above to cast vote.

If a shareholder is already registered with NSDL for e-voting, then the shareholder can use his existing user id and password for casting his vote.

The voting period commences on 24th February, 2015 at 10.00 a.m and ends on 27th March, 2015 at 10.00 a.m.

In case of any queries, you may refer the Frequently Asked Questions (FAQs) or the e-voting user manual for shareholders which is available at the "downloads" section of www.evoting.nsdl.com or call on toll free no: 1800-222-990.

The Scrutinizer shall within a period not exceeding 3 working days from the conclusion of the e-voting period shall submit his Report of the votes cast in favour or against, if any, forthwith to The Chairman of the Company. The Results shall be declared on 30th March, 2015 by a Director or the Company Secretary of the Company along with the Scrutinizer's Report and it shall be placed on the Company's website and intimated to the Stock Exchange for putting on BSE website www.bseindia.com.

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EXPLANATORY STATEMENT PURSUANT SECTION 102 OF THE COMPANIES ACT, 2013 (‘THE ACT’)

Item No. 1.

Mr. Mohan Bir Singh is a Non-Executive, Independent Director of the Company since 4th October, 1999. He is the Chairman of Stakeholders Relationship Committee, a member of Directors Committee, Nomination and Remuneration Committee and Risk Management Committee of Board of Directors of the Company.

Mr. Mohan Bir Singh aged 68 years is an advocate of Bombay High Court and is an expert in the field of Labour Laws and Industrial Relations.

Mr. Mohan Bir Singh is deemed to be concerned or interested in the proposed Resolution.

None of the other Directors of the company is concerned or interested in the Resolution.

Item No. 2.

Mr. Nirmal P. Jhunjuwala is a Non-Executive, Independent Director of the Company since 12th August, 2003, He is a Chairman of the Audit Committee, Nomination and Remuneration Committee, Risk Management Committee and Member of Director Committee.

Mr. Nirmal P. Jhunjunwala aged 61 years is a commerce Graduate having vast experience in business administration. Broadly having an in-depth knowledge of the financial market, he is a member and office bearer of the Western India Chamber of Commerce.

Mr. Nirmal P. Jhunjunwala is deemed to be concerned or interested in the proposed Resolution.

None of the other Directors of the company is concerned or interested in the Resolution.

Item No. 3.

Mrs. Aruna K. Kanoria is a Non-Executive, Independent Director of the Company since 13th November, 2014. She is a Member of the Audit Committee, Stakeholder’s Relationship Committee and Nomination and Remuneration Committee.

Mrs. Aruna K. Kanoria aged 69 years is a Graduate in Arts having vast experience in business administration. Broadly having an in-depth knowledge of the Business administration.

Mrs. Aruna K. Kanoria is deemed to be concerned or interested in the proposed Resolution.

None of the other Directors of the company is concerned or interested in the said Resolution.

Item No. 4.

Mr. Anil C. Kilachand is a Non-Executive, Independent Director of the Company since 9th February, 2015.

Mr. Anil C. Kilachand aged 70 years is a Diploma holder in Business Studies from Chelmsford College of Higher Education. He is one of the founder of the Tools and Gauge Manufacturing Association (TAGMA) and has been its President for five years, for the period 1992-1997.

His experience of the Tooling Industry encompasses 29 years.

He has also been the President of the Federation of Asian Die & Mould Association (FADMA) for five years, for the period 2002-2007.

Mr. Anil C. Kilachand is deemed to be concerned or interested in the proposed Resolution.

None of the other Directors of the company is concerned or interested in the Resolution.

Registered Office
210, 22B, Mittal Tower,
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Mumbai, 9th February, 2015.

By order of the Board of Directors,

Balwant Raj Jain
Company Secretary