

Bombay Oxygen Corporation Ltd.

Registered Office: 22/B, Mittal Tower "B" Wing, Nariman Point, Mumbai-400 021.

Telephone no. +91 22 6610 7503-08

CIN : L74999MH1960PLC011835

POSTAL BALLOT NOTICE

To the Members of

Bombay Oxygen Corporation Limited

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

Notice is hereby given, pursuant to Section 110 of the Companies Act, 2013 ("the Act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014, including any statutory enactments thereof for the time being in force, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable laws and regulations as amended from time to time that the following Resolution appended below is proposed to be passed as Special Resolution 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") for your consideration. 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 fair and a 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-address, pre-paid postage envelope so as to reach the Scrutinizer not later than 8th May, 2018 at 5.00 p.m.

Member desiring to opt for 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 or before 11th May, 2018.

The said result would be displayed at the Registered Office of the Company, intimated to the Stock Exchange where the Company's shares are listed and displayed along with the Scrutinizer's report on the Company's website www.bomoxy.com.

Proposed Special Resolution:

To dispose of the plant & machinery and other equipment of Kalwe unit.

To consider and, if thought fit, to pass the following resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of the Section 180 read with the Companies (Meetings of Board and its Powers) Rules, 2014 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) a consent be given to dispose of the plant and machinery and other equipment at the Kalwa unit of the Company."

"RESOLVED FURTHER THAT Mr. Nirmal P. Jhunjunwala, Director and/or Mr. Sanjay V. Gosalia, Company Secretary be and are hereby authorised, severally to do all such acts, deeds and things, as may be necessary to give effect to this Resolution."

By order of the Board of Directors,

Registered Office:

210, 22B, Mittal Tower,
Nariman Point, Mumbai-400 021

Mumbai, 19th March, 2018.

Sanjay V. Gosalia
Company Secretary

NOTES:

1. The Explanatory Statement for the proposed Special 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 19th March, 2018.
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 19th March, 2018.
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 Regulation 44 of the Listing Regulations, 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.
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:

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2 : Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.
4. Your User ID details are given below :

Manner of holding shares Physical	Your User ID is:
For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) In case of shareholders' receiving physical ballot paper, initial password is provided at the bottom of the separate form attached.

6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
 - a) “Physical User Reset Password? (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - b) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your folio number, your PAN, your name and your registered address.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
3. Select “EVEN” of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
6. Upon confirmation, the message “Vote cast successfully” will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail sanjayrd65@yahoo.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in

The voting period commences on **9th April, 2018 at 9.00 a.m** and ends on the close of day of **8th May, 2018 at 5.00 p.m.**

The Scrutinizer shall within a period of not exceeding 3 working days from the conclusion of the e-voting period shall submit his Report of the votes cast in favor or against, if any, forthwith to the Chairman of the Company. The Results shall be declared on or before the 11th May, 2018 of the Company by a Director or the Company Secretary along with the Scrutinizer’s Report and shall be placed on the Company’s website and the website of BSE www.bseindia.com.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.

The 130 TPD oxygen plant was installed by the Company on a piece of land provided by Mukand Limited at their Kalwa premises, for their captive consumption of oxygen, nitrogen and argon gases through pipeline under a long term Agreement with the Company. For some time past, the consumption of gases by Mukand reduced drastically and therefore the plant capacity was highly underutilized, the operational cost being the same. It therefore resulted in incurring heavy operational losses. Under the terms of the Agreement *inter alia* with Mukand, the supply of gases were discontinued with effect from 1st January, 2017. The Company as per the terms of the Agreement is bound to hand over vacant and peaceful possession of the plot of land to Mukand before 31st December, 2018. The Company therefore considered the possibility of relocating the plant for its viable operations and or to sell the plant to some other prospective buyers. However, considering the age, location and output of the plant the Company did not find any possibility of relocating the plant nor could it find any buyers. The Board therefore decided to dismantle and dispose of Plant & Machinery and other equipment in the overall best interest of all the stakeholders.

In compliance with the applicable provisions of the Companies Act, 2013, Special Resolution as set out in the accompanying Notice is now being placed before the members for their approval. The Board of Directors recommends the passing of the resolution as Special Resolution.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives are concerned or interested in the said Special Resolution.

By order of the Board of Directors,

Registered Office:
210, 22B, Mittal Tower,
Nariman Point, Mumbai-400 021
Mumbai, 19th March, 2018.

Sanjay V. Gosalia
Company Secretary