

# Bombay Oxygen Corporation Ltd.

CIN : L74999MH1960PLC011835

**Registered Office:** 22/B, Mittal Tower "B" Wing, 210, Nariman Point, Mumbai-400 021.  
Telephone no. +91 022 6610 7503-08 • Email.: bomoxy@mtnl.net.in • Website: www.bomoxy.com

## POSTAL BALLOT NOTICE

Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014

To the Members of  
**Bombay Oxygen Corporation Limited**  
**Mumbai**

Notice is hereby given, pursuant to the Section 108 & 110 of the Companies Act, 2013 (the Act) read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (the Rules) as amended from time to time including any statutory modification(s) or re-enactment thereof for the time being in force, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR) and other applicable laws and regulations, if any, that the Company is seeking consent/approval of the members of the Company through postal ballot including electronic voting (e-voting) for the resolutions set out hereinafter.

The Board of Directors (the "Board") of the Company has appointed Mr. Sanjay R. Dholakia, Practicing Company Secretary (Membership no. FCS2655) as the Scrutinizer for conducting the voting through postal ballot and e-voting process in a fair and transparent manner.

Member(s) desiring to exercise their votes by postal ballot are requested to carefully read the instructions printed on the Postal Ballot Form and return the same duly completed in the enclosed postage-prepaid self-addressed Envelope. Postal Ballot Form(s), sent by courier or by registered post or speed post at the expense of the Member(s), will also be accepted. The Postal Ballot Form(s) may also be deposited personally at the address given thereon. The duly completed Postal Ballot Form(s) should reach the Scrutinizer on or before 05:00 p.m. on 4th August, 2018, to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the Member(s).

Member(s) desiring to exercise their voting rights through e-voting are requested to read the instructions provided in Notes under the section "voting through electronic means". Reference to postal ballots in this Postal Ballot Notice includes votes casted electronically.

Upon completion of the scrutiny of the Postal Ballot Forms (including e-voting), the Scrutinizer will submit his report to the Chairman or any other Director of the Company. The Results of Postal Ballot shall be declared on or before 6th August, 2018 and communicated to BSE Limited and would also be displayed on the website of the Company, [www.bomoxy.com](http://www.bomoxy.com).

### RESOLUTIONS:

#### ITEM NO. 1 AMENDMENT TO OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION:

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

**"RESOLVED THAT** pursuant to the provisions of Section 4, 13 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the relevant rules thereunder (including any statutory modification or re-enactment thereof, for the time being in force), and subject to necessary approval(s) required, if any, in this regard from appropriate authorities, and subject to such other terms, conditions, stipulations, alterations, amendments or modifications as may be required, specified or suggested by any of such appropriate authorities, which terms, conditions, stipulations, alterations, amendments or modifications, the Board of Directors (herein after referred to as "the Board", which term shall include any of its duly authorised Committee or Individual Director) is hereby authorised to accept as it may deem fit, the consent of the members of the Company be and is hereby accorded to delete the Clause III (a) to (II) of the existing Object Clause of the Memorandum of Association of the Company and insert the below new clauses as Clause IIIA (1 to 6) & Clause IIIB (7 to 31):

#### Clause III A. THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION are:

1. To carry on the business of an Investment Company and to buy, invest in and acquire and hold shares, stocks, debentures, debenture-stock, bonds, obligations and securities issued or guaranteed by any Company constituted or carrying on business in India or elsewhere and debentures, debenture-stock, bonds, obligations and securities, issued or guaranteed by any Government, State, Dominions, Sovereign Ruler, Commissioners, Public Body or Authority Supreme, Municipal, Local or Otherwise, Firm or Person whether in India or elsewhere and to deal with and turn to account the same, provided always that no investment imposing unlimited liability on the Company shall be made.

2. To invest the capital and other monies of the Company in the purchases or upon the security of, and to hold, sell and deal with shares, stocks, debentures, debenture-stocks, bonds, mortgages, obligations and securities of any kind, issued or guaranteed by any Company, Corporation or Undertaking (whether Incorporated or not) of whatever nature and wheresoever constituted or carrying on business in shares, stocks, debentures, debenture-stocks, bonds, mortgages, obligations and other securities of any kind issued or guaranteed by any Government, State Commissioners, Trusts, Municipal, Local or other Authority or Body of whatever nature.
3. To finance industrial enterprises, and for that purpose lend and advance monies to entrepreneurs, promoters and industrial concerns on such terms and conditions and with or without security as may be thought appropriate.
4. To give guarantees and carry on and transact every kind of guarantee and counter guarantee business and in particular to guarantee the payment of any principal moneys, interest or other moneys secured by or payable under any debentures, bonds, debentures-stock, mortgages, charges, contracts, obligations and securities.
5. To acquire any shares, stocks, debentures, debenture-stock, bonds, notes, obligations or securities by original subscription, contract, tender, purchase, exchange, under-writing, participation in syndicates, by undertaking to discharge liability of the owner thereof or any third party or otherwise and whether or not fully paid-up and to acquire or subscribe for the same subject to such terms and conditions (if any) as may be thought fit.
6. To carry on the trades or business of trader, manufacturer and distributor of chemists and druggists, either wholesale or retail together with all or any trades or business usually carried on in connection therewith and to prepare manufacture, import, export, produce, buy, sell, and deal in all kinds of gases, salts, acids, alkalies, drugs, medicines, medicaments, herbs, pharmaceutical, chemical, dairy products and to manufacture, buy, sell, let on hire, and deal in engines, cylinders, compressors, machines, laboratory equipment and other apparatus and conveniences which may seem to promote directly or indirectly the interests of the Company.

**Clause III B. MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III A are:**

7. To employ experts to investigate and examine into the conditions, prospects, value, character and circumstances of any business concerns and undertakings and generally of any assets, property or rights.
8. To lend money with or without security and to make advances upon, hold in trust, issue, buy, sell, or other-wise acquire or dispose of on commission or otherwise any of the securities or investments of the kinds before mentioned, or to act as agent for any of the above or the like purposes.
9. To act as trustee of any deeds constituting or securing any debentures, debenture-stock, or other securities or obligations and to undertake and execute any other trusts, and also to undertake the office of or exercise the powers of executor, administrator, receiver, treasurer, custodian and trust corporation.
10. To constitute any trusts with a view to the issue of preferred and deferred or any other special stocks, securities, certificates or other documents based on or representing any shares, stocks, or other assets appropriated for the purposes of any such trust and to settle and regulate and if thought fit, to undertake and execute any such trusts and to issue, hold or dispose of any such preferred, deferred, or other special stocks, securities, certificates or documents.
11. To secure or discharge any debt or obligations of or binding on the Company in such a manner as may be thought fit, and in particular by mortgages and charges upon the undertaking and all or any of the assets and property (present and future) and the uncalled capital of the Company or by the creation and issue on such terms as may be thought expedient of debenture-stock or other securities of any description or by the issue of shares credited as fully or partly paid up.
12. To facilitate and encourage the creation, issue or conversion of shares, stocks and securities and to act as trustees in connection with any such securities and to take part in the conversion of business concerns and undertakings into companies.
13. To undertake and subscribe or, conditionally or unconditionally, stocks, shares and securities of any other Company.
14. To appoint trustees (whether individuals or corporations) to hold securities on behalf of and to protect the interests of the Company.
15. To enter into any arrangements with any Governments or Authorities, Supreme, Municipal, Local or otherwise, that may seem conducive to the Company's objects or any of them and to obtain from any such Government or Authority any rights, privileges, and concessions which the Company may think it desirable to obtain, and to carry out, exercise or comply with any such arrangements, rights, privileges or concessions.
16. To pay for any property or rights acquired by the Company, either in cash or fully or partly paid shares or by the issue of securities or partly in one mode and partly in another and generally on such terms as may be determined.

17. To procure the registration, incorporation or recognition of the Company in or under the laws of any place outside India and to do all acts necessary for carrying on in any foreign country or colony any business of the Company.
18. To take such steps as may be necessary to give the Company the same rights and privileges in any part of the world as are possessed by local companies or partnership of a similar nature.
19. To subscribe or guarantee money for any national, charitable benevolent, public, general or useful object or for any exhibition or to any useful institution, club society or fund.
20. To grant pensions, allowances, bonuses or gratuities to any employees or ex-employees of the Company or its predecessors in business, or the relations, connections or dependents of any such persons and to establish or support associations, institutions, clubs, funds and trusts which may be considered calculated to benefit any such persons or otherwise advance the interests of the Company or of its members.
21. Subject to the provisions of the Companies Act, to distribute among the members of the Company in specie any property of the Company.
22. To deal with the surplus moneys of the Company not immediately requiring investment in such manner as may from time to time be determined.
23. To do all or any of the above acts or things in any part of the world and as principals, agents, contractors, trustees or otherwise and by or through trustees, agents, sub-contractors or otherwise and either alone or in conjunction with others.
24. To amalgamate with or enter into partnership or any joint purpose or profit sharing arrangements with or cooperate with or subsidize or assist in any way any company, firm or person.
25. To take part in the formation, management, supervision or control of the business or operations of any company or undertaking and for that purpose to act as administrators, managers, secretaries, receivers or in any other capacity and to appoint and remunerate any directors, administrators, managers or accountants or other experts or agents.
26. To exercise and enforce all rights and powers conferred by or incident to the ownership of any such shares, stock, obligations or securities including without prejudice to the generality of the foregoing all such powers of veto or control as may be conferred by virtue of the holding by the Company of some special proportion of the issued or nominal amount thereof and to provide managerial and other executive supervisory and consultant services for or in relation to any company in which the Company is interested upon such terms as may be thought fit.
27. To purchase or otherwise acquire and undertake, the whole or any part of, or any interest in the business, goodwill, property, contracts, agreements, rights, privileges, effects and liabilities of other company, corporation, partnership body, persons or person carrying on or having ceased to carry on any business which the Company is authorized to carry on or possessing property suitable for the purposes of the Company, and upon such terms and subject to such stipulations and conditions and at or for such price or consideration (if any), in money, shares, money's worth or otherwise as may be deemed advisable.
28. To buy, purchase, sell, lease, take on lease, exchange or otherwise acquire lands, buildings and hereditaments of any tenure or description in India or elsewhere whether for residential, business, manufacturing or other purposes, and any rights, easements, advantages and privileges relating thereto and either for investment or resale or for trafficking in the same and to turn the same into account as may seem expedient, and to construct, alter, improve, decorate, develop, furnish and maintain offices, flats, houses, factories, warehouses, godowns, shops, buildings and other structures, works and conveniences of all kinds on any of the lands or immoveable properties purchased or acquired by the Company and to lease, sell, deal in or to otherwise dispose of the same.
29. To sell, dispose of transfer the business, property and undertaking of the Company or any part thereof for any consideration which the Company may deem fit to accept and in particular for shares, debentures, debenture stock, bonds or securities of any other company, having objects altogether or in part similar to those of this Company to promote any other company or companies for the purpose of its or their acquiring all or any of the properties, rights or liabilities of this Company or for any other purpose which may seem to benefit this Company.
30. To place in reserve or to distribute as dividend or bonus among the members, or otherwise to apply as the Company may from time to time think fit, any moneys received by way of premium on shares or debentures issued at a premium by the Company, and any moneys received in respect of dividends accrued on forfeited shares and moneys arising from the sale by the Company of forfeited shares or from unclaimed dividends.
31. To manufacture and deal in metals, substances and materials of all kinds including glass which may be usefully or conveniently employed in the manufacture of compressed or liquefied or other gases and all machinery, appliances, tools, articles and things used or capable of being used for closing or in the manufacture of appliances for closing such receivers or for closing or stoppering bottles or for liberating the gases or other contents of any such receivers or the tools required for or used in the manufacture of any such articles or things or for any of the purposes aforesaid."

**“RESOLVED FURTHER THAT** the existing Memorandum of Association of the Company, duly modified as aforesaid, or as suggested by any appropriate authority and accepted by the Board, be adopted as the Memorandum of Association of the Company.”

**“RESOLVED FURTHER THAT** any Director or Key Managerial Personnel of the Company, be and are hereby severally authorized to make, sign and execute and file necessary applications, forms, papers, documents and information as may be considered necessary or expedient including appointing attorney/s or authorized representatives under appropriate Letter/s of Authority/ies, to appear before the office of the Ministry of Corporate Affairs/Registrar of Companies, Stock Exchange(s) where securities of the Company are listed and other Regulatory or Statutory Authority/ies, as may be required from time to time and to do all such acts, deeds and things including settling and finalizing all issues that may arise in this regard in order to give effect to the abovementioned resolution and to delegate all or any of the powers conferred herein as they may, in their absolute discretion, deem fit.”

#### **ITEM NO. 2 ALTERATION TO LIABILITY CLAUSE OF THE MEMORANDUM OF ASSOCIATION:**

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

**“RESOLVED THAT** pursuant to the provisions of Section 4, 13 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the relevant rules thereunder (including any statutory modification or re-enactment thereof, for the time being in force), and subject to necessary approval(s) required, if any, in this regard from appropriate authorities and subject to such other terms, conditions, stipulations, alterations, amendments or modifications as may be required, specified or suggested by any of such appropriate authorities, which terms, conditions, stipulations, alterations, amendments or modifications, the Board of Directors (herein after referred to as “the Board”, which term shall include any of its duly authorised Committee or Individual Director) is hereby authorised to accept as it may deem fit, the consent of the members of the Company be and is hereby accorded to replace and substitute the existing Clause IV of Memorandum of Association with the following Clause:

#### **IV. The liability of member(s) is limited and this liability is limited to the amount unpaid on shares held by them:**

**“RESOLVED FURTHER THAT** any Director or Key Managerial Personnel of the Company, be and are hereby severally authorized to make, sign and execute and file necessary applications, forms, papers, documents and information as may be considered necessary or expedient including appointing attorney/s or authorized representatives under appropriate Letter/s of Authority/ies to appear before the office of the Ministry of Corporate Affairs/Registrar of Companies, Stock Exchange(s) where securities of the Company are listed and other Regulatory or Statutory Authority/ies as may be required from time to time and to do all such acts, deeds and things including settling and finalizing all issues that may arise in this regard in order to give effect to the above mentioned resolution and to delegate all or any of the powers conferred herein as they may, in their absolute discretion, deem fit.”

#### **ITEM NO. 3 APPROVE THE NAME CHANGE OF THE COMPANY:**

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

**“RESOLVED THAT** pursuant to the provisions of Section 4, 13,14 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the relevant rules thereunder (including any statutory modification or re-enactment thereof, for the time being in force), and subject to necessary approval(s) required, if any, in this regard from appropriate authorities, including Regulation 45 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Memorandum of Association and Articles of Association of the Company and subject to such other terms, conditions, stipulations, alterations, amendments or modifications as may be required, specified or suggested by any of such appropriate authorities, which terms, conditions, stipulations, alterations, amendments or modifications, the Board of Directors (herein after referred to as “the Board”, which term shall include any of its duly authorised Committee or Individual Director) is hereby authorised to accept as it may deem fit, consent of the Members of the Company be and is hereby accorded for change of name of the Company from **“BOMBAY OXYGEN CORPORATION LIMITED”** to **“BOMBAY OXYGEN INVESTMENTS LIMITED”**.

**“RESOLVED FURTHER THAT** upon the receipt of fresh Certificate of Incorporation upon change of name, the name “Bombay Oxygen Corporation Limited” wherever appears in the Memorandum of Association and Articles of Association and other documents and papers of the Company be substituted with **“BOMBAY OXYGEN INVESTMENTS LIMITED”**.

**“RESOLVED FURTHER THAT** any Director or Key Managerial Personnel of the Company, be and are hereby severally authorized to make, sign and execute and file necessary applications, forms, papers, documents and informations as may be considered necessary or expedient including appointing attorney/s or authorized representatives under appropriate Letter/s of Authority/ies, to appear before the office of the Ministry of Corporate Affairs/Registrar of Companies, Stock Exchange(s) where securities of the Company are listed and other Regulatory or Statutory Authority/ies, as may be required from time to time

and to do all such acts, deeds and things including settling and finalizing all issues that may arise in this regard in order to give effect to the above mentioned resolution and to delegate all or any of the powers conferred herein as they may, in their absolute discretion, deem fit.”

By order of the Board of Directors,

**Registered Office:**

22/B, Mittal Tower,  
210, Nariman Point, Mumbai-400 021  
Mumbai, 20th June, 2018.

**Sanjay V. Gosalia**  
*Company Secretary*  
Membership No. 20489

**NOTES:**

1. The explanatory statement pursuant to Section 102 of the Act stating all material facts and the reasons for the proposal is annexed herewith.
2. The Postal Ballot Notice is being sent to all the Members, whose names appear in the Register of Members as on 22nd June, 2018 and for Members whose email IDs are not registered, physical copies of the Postal Ballot Notice are being sent by permitted mode along with a postage-prepaid self-addressed Envelope.
3. Members whose names appear on the Register of Members as on 22nd June, 2018 will be considered for the purpose of voting. A person who is not a Member as on the relevant date should treat this notice for information purposes only.
4. Resolutions passed by Members with requisite majority, through postal ballot shall be deemed to have been passed at a General Meeting of Members convened on that behalf.
5. Members can only opt for one mode of voting, i.e., either by physical ballot or e-voting. In case Members cast their votes through both the modes, voting cast through e-voting shall be treated as valid and votes cast through physical Postal Ballot Forms will be treated as invalid.
6. In case a Member wishes to obtain a printed Postal Ballot Form or its duplicate, he or she may send an email to [bomoxy@mtnl.net.in](mailto:bomoxy@mtnl.net.in). The Company shall forward the same along with postage-prepaid self-addressed Envelope to the Member.
7. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Members as on 22nd June, 2018. The postal ballot period commences on 6th July, 2018, 09:00 a.m. (IST) and ends on 4th August, 2018, 5:00 p.m. (IST).
8. In compliance with Sections 108 and 110 of the Companies Act, 2013 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.
9. Members cannot exercise votes by proxy.
10. Members wishing to exercise their vote by physical postal ballot are requested to carefully read the instructions printed on the Postal Ballot Form and return the Form duly completed and signed, in the enclosed self-addressed Envelope to the Scrutinizer, so that it reaches the Scrutinizer not later than the close of working hours i.e. 5:00 p.m. (IST) on 4th August, 2018. The postage will be borne by the Company. However, envelopes containing postal ballots, if sent by courier or registered/speed post at the expense of the Members, will also be accepted. Postal Ballot Forms received after 5:00 p.m. (IST) on 4th August, 2018 shall be deemed invalid.
11. The Scrutinizer will submit his report to the Chairman or any other Director of the Company duly authorized, after the completion of scrutiny and the result of the voting by postal ballot will be announced by the Chairman or any director of the Company on or before 6th August, 2018 and will also be displayed on the Company website ([www.bomoxy.com](http://www.bomoxy.com)) and communicated to the stock exchange.
12. Resolutions passed by the Members through postal ballot are deemed to have been passed as if they have been passed at a General Meeting of the Members. All the material documents referred to in the explanatory statement will be available for inspection at the Registered Office of the Company during office hours on all working days from the date of dispatch until the last date for receipt of votes by postal ballot/e-voting.

**13. VOTING THROUGH ELECTRONIC MEAN:**

In compliance with Regulation 44, SEBI Listing Obligation and Disclosure Requirements, 2015 (the "Listing Regulations") and Sections 108, 110 and other applicable provisions of the Companies Act, 2013, read with the related Rules, the Company is pleased to provide e-voting facility to all its Members, to enable them to cast their votes electronically instead of dispatching the physical Postal Ballot Form by post. The Company has engaged the services of NSDL for the purpose of providing e-voting facility to all its Members.

**The instructions for e-voting are as follows:**

**How do I vote electronically using NSDL e-Voting system?**

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 are mentioned below:**

**How to Log-into NSDL e-Voting website?**

- a) 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.
- b) Once the home page of e-Voting system is launched, click on the icon "Login" which is available under Shareholder's section.
- c) A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.
- d) 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***

- e) Your password details are given below:
  - i. If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - ii. In case of shareholders receiving physical ballot paper initial password is provided at the bottom of the separate form attached.
- f) If you are unable to retrieve or have not received the "Initial password" or have forgone your password:
  - i. "Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com)
  - ii. If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your folio number, your PAN, your name and your registered address.
- g) After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
- h) Now you will have to click on "Login" button.
- i) 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?**

- a) 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.
- b) 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.

- c) Select “EVEN” of Company for which you wish to cast your vote.
- d) Now you are ready for e-Voting as the Voting page opens.
- e) 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.
- f) Upon confirmation the message “Vote cast successfully” will be displayed.
- g) You can also take the print out of the votes cast by you by clicking on the print option on the confirmation page.
- h) Once you confirm your vote on the resolutions, 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](mailto:sanjayrd65@yahoo.com) with a copy marked to [evoting@nsdl.co.in](mailto: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](http://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](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

The voting period commences on 6th July, 2018 at 9.00 a.m and ends on the close of day of 4th August, 2018 at 5.00 p.m.

The Scrutinizer shall within a period of not exceeding 2 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 6th August, 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](http://www.bseindia.com).

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 TO THE ACCOMPANYING POSTAL BALLOT NOTICE:**

**ITEM NO: 1, 2 & 3**

Bombay Oxygen Corporation Limited (“the Company”) was incorporated on 3rd October, 1960 under the provisions of the Companies Act, 1956. The Company is into the business of manufacturing and compressing oxygen, nitrogen and other gases. For past some time, the business of the Company had reduced drastically and therefore the plant capacity was highly underutilized, due to which there was immense pressure on the margins and profitability of the Company and in the past few years Company is not able to generate profit out of its current activities. The Company owns substantial financial investments in shares, securities, stocks, mutual funds and other financial related activities and derived income from it which amounts to more than 50% of the total revenue of the Company in the financial year 2017-18. As a result the Company is required to make an application for obtaining a Certificate of Registration u/s 45-IA of the RBI Act, 1934 to Reserve Bank of India, to carry on the business of a non-banking financial institution and therefore it is decided to alter the Name and Object Clause in the Memorandum of Association to enable the Company to carry on the new line of business of financials/investment activities.

The Registrar of Companies, CRC, Manesar, Gurgaon vide its letter confirmed the availability of the proposed new name i.e. “Bombay Oxygen Investments Limited”.

Further, the existing Memorandum of Association (MOA) is based on the Companies Act, 1956 and the liability clause in the existing Memorandum of Association is no longer in conformity with the new Companies Act, 2013, therefore, in order to avoid future uncertainties it is decided to amend/alter liability clause of the Memorandum of Association of the Company as mentioned in the Resolution at item no. 2 of the Notice in continuity and conformity with Companies Act, 2013.

Your Directors propose to amend the existing MOA of the Company and the following broad amendments are proposed in the MOA of the Company:

- a. The Object Clause will now have two parts. Part 1 Clause IIIA as ‘The Objects to be pursued by the Company on its incorporation’ and Part 2 Clause IIIB ‘Matters which are necessary for furtherance of the Objects specified in Clause IIIA’.

- b. The existing Clauses (a) to (II) of the Object Clause III is proposed to be deleted and insert new clauses as Clause III (1 to 6) and Clause (7 to 31).
- c. The Liability Clause is proposed to state that the liability of the member(s) of the Company is limited to the amount unpaid, if any, on the shares held by them.
- d. Change in Name Clause from “Bombay Oxygen Corporation Limited” to “Bombay Oxygen Investments Limited”.

The drafts of the revised Memorandum of Association and Articles of Association of the Company reflecting the Company’s new name are available for inspection by the Members at the Registered Office of the Company on any working days (except Saturdays, Sundays and public holidays) between 11.00 a.m. and 5.00 p.m. upto the date of closing of e-voting or last date of receipt of Postal Ballot Forms i.e. on or before 4th August, 2018.

In terms of Sections 4, 13 and 14 of the Companies Act, 2013 and applicable rules therein, the consent of the Members by way of Special Resolutions are required for the proposed amendments in the Memorandum of Association of the Company.

Therefore, your Directors recommend the special resolutions as set out in Item Nos. 1, 2 and 3 of the accompanying notice for the approval of Members via Postal Ballot/e-Voting in terms of the provisions of the Companies Act, 2013 and applicable rules therein.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives is deemed to be concerned or interested, financial or otherwise in the said resolutions except to the extent of their shareholding, if any, in the Company or any of their interest as Director or Shareholder or otherwise mentioned herein above, in the Company.

By order of the Board of Directors,

**Registered Office:**  
22/B, Mittal Tower,  
210, Nariman Point, Mumbai-400 021  
Mumbai, 20th June, 2018.

**Sanjay V. Gosalia**  
*Company Secretary*  
Membership No. 20489