



BOMBAY OXYGEN INVESTMENTS LIMITED

(Formerly known as **Bombay Oxygen Corporation Limited**)

CIN: L65100MH1960PLC011835

Registered Office: 22/B, Mittal Tower "B Wing", 210, Nariman Point, Mumbai 400021.

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 Investments Limited
Mumbai

Notice is hereby given pursuant to the provisions of Section 110 and other applicable provisions of the Companies Act, 2013 (the Act) if any, read with the Companies (Management and Administration) Rules, 2014 (the Rules), including any statutory amendment(s) or modification(s) thereof or enactment(s) or re-enactment(s) thereof for the time being in force, that the Resolutions appended below are proposed to be passed by the Members of Bombay Oxygen Investments Limited (the Company) by way of Postal Ballot/Electronic Voting (e-Voting).

The Explanatory Statement pursuant to Section 102 of the Act, Secretarial Standard-2 on General Meetings and Regulation 36 of the Securities and Exchange Board of India (SEBI) (Listing Obligations and Disclosure Requirements) Regulations, 2015 pertaining to the said Resolutions setting out the material facts concerning the said items and the reasons thereof is annexed hereto, which forms part of the Postal Ballot Notice, along with a Postal Ballot Form is being sent for your consideration.

The Board of Directors (the "Board") of the Company has appointed Mr. Sanjay R. Dholakia, Practicing Company Secretary (Membership no. FCS 2655) as the Scrutinizer for conducting the voting through Postal Ballot and e-voting process in a fair and transparent manner.

In compliance with the provisions of Sections 108 and 110 and other applicable provisions of the Act, read with the Rules 20 and 22 of the Rules and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is providing e-voting facility as an option for voting to all Members of the Company. The Company has partnered with National Securities Depository Limited (NSDL) for facilitating e-voting to enable the Members cast their votes electronically instead of dispatching the Postal Ballot Form. Members have the option to vote either by Postal Ballot or through e-voting. Members opting to exercise their votes by Postal Ballot are requested to carefully read the instructions printed on the accompanying Postal Ballot Form, record their assent (FOR) or dissent (AGAINST) therein and return the same in original duly completed in the enclosed self-addressed, pre-paid postage business reply envelope (if posted in India) so as to reach the Scrutinizer not later than 5:00 p.m. on 25th March, 2020, to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the Member(s). 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.

Upon completion of the e-voting process and the scrutiny of the Postal Ballot Forms, the Scrutinizer will submit his report to the Chairman of the Company. The result of the Postal Ballot (including e-voting) shall be declared by the Chairman or the Company Secretary of the Company on or before 5:00 p.m. on 27th March, 2020. The said result along with the Scrutinizers Report would be communicated to BSE Limited, displayed on the website of NSDL viz. evoting.nsdl.com and the Company's website viz. www.bomoxy.com.

SPECIAL BUSINESS :

Item No.1 : Re-appointment of Mr. Mohan Bir Singh (DIN 00192554) as an Independent Director of the Company.

To pass the following Resolution as a **Special Resolution** :

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’), as amended from time to time, Mr. Mohan Bir Singh (DIN 00192554), who was appointed as an Independent Director to hold office up to 31st March, 2020, be and is hereby re-appointed as an Independent Director of the Company, based on the recommendations of the Nomination and Remuneration Committee to hold office for a second term for a period of 5 (five) consecutive years with effect from 1st April, 2020 to 31st March, 2025 and shall not be liable to retire by rotation.”

“RESOLVED FURTHER THAT pursuant to the provisions of Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, consent of the Members be and is hereby accorded for the continuation of Mr. Mohan Bir Singh as an Independent Director of the Company on his attaining the age of 75 years during the aforesaid tenure of 5 (five) consecutive years.”

“RESOLVED FURTHER THAT Mr. Nirmal P. Jhunjunwala, Director and/ or Ms. Sangeeta S. Navalkar, Company Secretary, be and are hereby severally authorized to do all such acts, deeds and things necessary to give effect to this resolution.”

Item No.2 : Re-appointment of Mr. Nirmal P. Jhunjunwala (DIN 00192810) as an Independent Director of the Company.

To pass the following Resolution as a **Special Resolution** :

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’), as amended from time to time, Mr. Nirmal P. Jhunjunwala (DIN 00192810), who was appointed as an Independent Director to hold office up to 31st March, 2020, be and is hereby re-appointed as an Independent Director of the Company, based on the recommendations of the Nomination and Remuneration Committee to hold office for a second term for a period of 5 (five) consecutive years with effect from 1st April, 2020 to 31st March, 2025 and shall not be liable to retire by rotation.”

“RESOLVED FURTHER THAT Mr. Mohan Bir Singh, Director and/ or Ms. Sangeeta S. Navalkar, Company Secretary, be and are hereby severally authorized to do all such acts, deeds and things necessary to give effect to this resolution.”

Item No.3 : Re-appointment of Mrs. Aruna K. Kanoria (DIN 01269673) as an Independent Director of the Company.

To pass the following Resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’), as amended from time to time, Mrs. Aruna K. Kanoria (DIN 01269673), who was appointed as an Independent Director to hold office up to 31st March, 2020, be and is hereby re-appointed as an Independent Director of the Company, based on the recommendations of the Nomination and Remuneration Committee to hold office for a second term for a period of 5 (five) consecutive years with effect from 1st April, 2020 to 31st March, 2025 and shall not be liable to retire by rotation.”

“RESOLVED FURTHER THAT pursuant to the provisions of Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, consent of the Members be and is hereby accorded for the continuation of Mrs. Aruna K. Kanoria as an Independent Director of the Company on her attaining the age of 75 years during the aforesaid tenure of 5 (five) consecutive years.”

“RESOLVED FURTHER THAT Mr. Nirmal P. Jhunjunwala, Director and/ or Ms. Sangeeta S. Navalkar, Company Secretary, be and are hereby severally authorized to do all such acts, deeds and things necessary to give effect to this resolution.”

Item No. 4 : Appointment of Ms. Hema Reganathan (DIN 08684881) as a Whole-Time Director of the Company.

To pass the following Resolution as an **Ordinary Resolution** :

“RESOLVED THAT in accordance with the provisions of Sections 196, 197, 198 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013, and rules made there under, the consent of the Members be and is hereby accorded to designate Ms. Hema Reganathan (DIN 08684881) as a Whole-Time Director of the Company with effect from 7th February, 2020 for the period up to 30th June, 2021, on the existing terms and conditions of her employment, as approved by Nomination and Remuneration Committee of the Company. The Company has received a notice in writing from a Member under Section 160(1) of the Companies Act, 2013 proposing her candidature for the office of Whole-Time Director. The annual remuneration payable to the Whole-Time Director shall not exceed the limit approved herein below :

- a) Remuneration : Rs.1.17 lakhs (Rupees One Lakh and Seventeen Thousand only) per month by way of salary.
- b) Perquisites and allowances : Rs.0.06 lakhs (Rupees Six Thousand only) per month by way of perquisites and allowances (Excluding the following) :
 - i Contribution to Provident Fund as per the rules of the Company.
 - ii Gratuity payable at a rate not exceeding half a month’s salary for each completed year of service subject to the maximum limit as permissible under the payment of Gratuity Act, 1972.
 - iii Leave and encashment of leave as per the rules of the Company.
 - iv Medical and Hospitalization as per the rules of the Company.
- c) The Company shall pay or reimburse to the Whole-Time Director all costs, charges and expenses that may be incurred by her for the purpose of or on behalf of the Company.”

“RESOLVED FURTHER THAT in case where in any financial year during the currency of her tenure, the Company has no profits or inadequate profits, Whole-Time Director shall be paid the minimum remuneration which shall not exceed the limit prescribed under Section II, Part II of Schedule V of the Companies Act, 2013.”

“RESOLVED FURTHER THAT that Mr. Nirmal P. Jhunjunwala, Director and/ or Ms. Sangeeta S. Navalkar, Company Secretary, be and are hereby severally authorized to do all such acts, deeds and things necessary to give effect to this resolution.”

Item No. 5: Appointment of Mr. Deepak C. Vaidya (DIN 00337276) as a Non-Executive & Non-Independent Director of the Company.

To pass the following Resolution as a **Special Resolution** :

“RESOLVED THAT Mr. Deepak C. Vaidya (DIN 00337276), in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Companies Act, 2013, proposing his candidature for the office of Director, who is eligible to be appointed as Director of the Company, be and is hereby appointed as a Non-Executive

& Non-Independent Director of the Company under the provisions of Sections 149, 152, 161 and any other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), as amended from time to time, and on recommendation by the Nomination & Remuneration Committee and who shall be liable to retire by rotation."

"RESOLVED FURTHER THAT pursuant to the provisions of Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements)(Amendment) Regulations, 2018, consent of the Members be and is hereby accorded for the appointment of Mr. Deepak C. Vaidya who has completed the age of 75 years as a Non-Executive Director of the Company."

"RESOLVED FURTHER THAT Mr. Nirmal P. Jhunjhunwala, Director and/ or Ms. Sangeeta S. Navalkar, Company Secretary be and are hereby severally authorized to do all such acts, deeds and things necessary to give effect to this resolution."

By Order of the Board of Directors

Registered Office :

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

Mumbai, 7th February, 2020

Sangeeta S. Navalkar

Company Secretary
Membership No. A47116

NOTES :

1. The Explanatory Statement and the reasons for the proposed Resolutions pursuant to Section 102 and Section 110 of the Act, Secretarial Standard-2 on General Meeting and Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 setting out material facts is annexed herewith.
2. The Postal Ballot Notice is being sent to all the Members, whose names appear in the Register of Members received from National Securities Depository Limited (NSDL)/ Registrar and Share Transfer Agent as on 7th February, 2020 (Cut-off Date).
3. Only a Member who is entitled to vote shall vote through Postal Ballot or e-voting. The date of completion of dispatch of the Notice will be announced through publication of a Notice in newspapers as required under Rule 22 of the Rules and any recipient of this Notice who has no voting rights as on the Cut-off Date should treat the same as intimation only.
4. 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 the Cut-off Date.
5. As per Section 108 of the Act and the Rules, a Notice of the Postal Ballot may be served on the Members through electronic transmission. Members who have registered their e-mail addresses with the Depositories are being sent this Notice of Postal Ballot by e-mail and Members who have not done so, will receive physical copies of this Notice of Postal Ballot along with Postal Ballot Form and Business Reply Envelope through modes permissible by law.
6. Further Members who have not registered their email IDs are requested to register the same with their Depository Participants/ the Company's Registrar and Share Transfer Agent for sending future communication(s) in electronic form.
7. The Postal Ballot Notice is placed on the Company's website: www.bomoxy.com and on the NSDL's website: evoting.nsdl.com. The Postal Ballot Form for casting the vote physically can also be obtained from the Registrar and Share Transfer Agent of the Company M/s TSR Darashaw Consultants Private Limited (Unit: Bombay Oxygen Investments Limited), 6-10 Haji Moosa Patrawala Industrial Estate, 20 Dr. E. Moses Road, Mahalaxmi, Mumbai - 400011.

8. Members who do not have access to e-voting facility may send duly completed Postal Ballot Form in the enclosed business reply envelope so as to reach the Scrutinizer by 5:00 p.m. on 25th March, 2020 at the following address :

Mr. Sanjay R. Dholakia, Scrutinizer
Unit : Bombay Oxygen Investments Limited,
22/B, Mittal Tower, "B Wing", 210, Nariman Point, Mumbai - 400 021.

If any Postal Ballot Form is received after 5:00 p.m. on 25th March, 2020, it will be considered that no reply from the Member has been received.
9. A Member may request for a duplicate Postal Ballot Form, if so, required. However, the duly filled in duplicate form should reach the Scrutinizer not later than the date as specified at serial no. 8 above.
10. 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.
11. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.
12. The Resolutions, if passed by the requisite majority, shall be deemed to have been passed on 25th March, 2020 being the last date specified for receipt of duly completed Postal Ballot Forms or e-voting.
13. If a Member has opted for e-voting, then he/she/it 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 e-voting shall prevail and voting done by Postal Ballot shall be treated as invalid.

The instructions to the Members for e-voting are as follows :

The voting period begins on 25th February, 2020 at 9:00 a.m. and ends on 25th March, 2020 at 5:00 p.m. During this period Members of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date of 7th February, 2020, may cast their votes electronically. The e-voting module shall be disabled by NSDL for voting thereafter.

The process and manner for e-voting is 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.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is :
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) 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) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - i. If your email ID is registered in your demat account or with the Company, your 'initial password' was communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - ii. If your email ID is not registered, your 'initial password' has been communicated to you on your postal address.

6. If you are unable to retrieve or have not received the initial password or have forgotten your password :

- a) Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- c) 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 demat account number/folio number, your PAN, your name and your registered address.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

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 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 the 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.

Resolution passed by the Members by means of Postal Ballot including e-voting is deemed to have been passed at a General Meeting of the Members.

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 27th March, 2020 by the Chairman or the Company Secretary of the Company along with the Scrutinizer's Report and shall be placed on the Company's website www.bomox.com, displayed on the website of NSDL viz. evoting.nsd.com and the website of BSE Limited www.bseindia.com.

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/Power of Attorney (POA) etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to 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.nsd.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.nsd.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in.

Explanatory Statement pursuant to Section 102, 110 of the Companies Act, 2013 and Secretarial Standard – 2 on General Meeting and Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Item No 1 :

The Nomination and Remuneration Committee, after evaluating the performance and contribution of Mr. Mohan Bir Singh and considering the skill and expertise he brings to the Board, recommended his re-appointment to the Board of Directors for a term of 5 (five) consecutive years. The Board of Directors of the Company based on the recommendation of the Nomination and Remuneration Committee, had approved the re-appointment of Mr. Mohan Bir Singh (DIN 00192554) as an Independent Director on 7th February, 2020 in terms of Regulations 17 and 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 ("Listing Regulations"), Sections 149, 150, 152, Schedule IV and other applicable provisions, if any, of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory amendment(s) or modification(s) thereto or enactment(s) or re-enactment(s) thereof for the time being in force), to hold office for a second term of 5 (five) consecutive years from 1st April, 2020 to 31st March, 2025 and not liable to retire by rotation, subject to the approval of the Members.

Mr. Mohan Bir Singh is not disqualified from being re-appointed as an Independent Director in terms of Section 164 of the Act nor has been debarred from holding the office of a Director by virtue of any order from Securities and Exchange Board of India (SEBI) or any such Authority and has consented to act as a Director of the Company. The Company has also received a declaration from Mr. Mohan Bir Singh that he meets the criteria of independence as prescribed under Section 149 read with Schedule IV to the Act and the Listing Regulations.

Pursuant to the amended Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014 (as per MCA notification dated 22nd October, 2019) which came into effect from 1st December, 2019, Mr. Mohan Bir Singh is exempted from appearing for the online proficiency self-assessment test to be conducted by the Indian Institute of Corporate Affairs ("IICA").

Mr. Mohan Bir Singh shall apply to the Institute for inclusion of his name in the data bank within 3 months from the date of the Rule becoming effective.

In the opinion of the Board, Mr. Mohan Bir Singh fulfills the conditions for appointment as an Independent Director as specified in the Act and Listing Regulations and is independent of the Management.

A copy of the draft letter of appointment of Mr. Mohan Bir Singh setting out the terms and conditions of appointment is available for inspection by the Members at the Registered Office of the Company.

In terms of provisions of Section 149 (10) of the Act, re-appointment of Independent Directors for a second term requires passing of a special resolution. Further, Mr. Mohan Bir Singh will attain the age of 75 years during the aforesaid tenure of 5 (five) consecutive years and according to the provisions of the Listing Regulations he can be appointed as a Director by obtaining an approval of the Members by way of a Special Resolution. Accordingly, the Board recommends the Special Resolution as set out in Item No. 1 of this Notice for the approval of the Members.

Other than Mr. Mohan Bir Singh, none of the Directors, Key Managerial Personnel or their relatives are concerned or interested, financially or otherwise in the proposed Special Resolution as set out in Item No. 1 of this Notice.

A brief profile of Mr. Mohan Bir Singh is given below :

Mr. Mohan Bir Singh is a Non-Executive Independent Director of the Company since 4th October, 1999. He is the Chairman of the Stakeholder's Relationship Committee, a Member of the Director's Committee, Nomination and Remuneration Committee, Audit Committee, Corporate Social Responsibility Committee and Risk Management Committee of the Board of Directors of the Company.

Mr. Mohan Bir Singh aged 71 years is an advocate of Bombay High Court and is an expert in the field of Labour Laws and Industrial Regulations.

Relevant details relating to the appointment of Mr. Mohan Bir Singh as required by the Act, Listing Regulations and Secretarial Standard-2 on General Meetings issued by the ICSI, are provided in the Annexure-I to this Notice.

Item No 2 :

The Nomination and Remuneration Committee, after evaluating the performance and contribution of Mr. Nirmal P. Jhunjhunwala and considering the skill and expertise he brings to the Board, recommended his re-appointment to the Board of Directors for a term of 5 (five) consecutive years. The Board of Directors of the Company based on the recommendation of the Nomination and Remuneration Committee, had approved the re-appointment of Mr. Nirmal P. Jhunjhunwala (DIN 00192810) as an Independent Director on 7th February, 2020 in terms of Regulations 17 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 ("Listing Regulations"), Sections 149, 150, 152, Schedule IV and other applicable provisions, if any, of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory amendment(s) or modification(s) thereto or enactment(s) or re-enactment(s) thereof for the time being in force), to hold office for a second term of 5 (five) consecutive years from 1st April, 2020 to 31st March, 2025 and not liable to retire by rotation, subject to the approval of the Members.

Mr. Nirmal P. Jhunjhunwala is not disqualified from being re-appointed as an Independent Director in terms of Section 164 of the Act nor has been debarred from holding the office of a Director by virtue of any order from Securities and Exchange Board of India (SEBI) or any such Authority and has consented to act as a Director of the Company. The Company has also received a declaration from Mr. Nirmal P. Jhunjhunwala that he meets the criteria of independence as prescribed under Section 149 read with Schedule IV to the Act and the Listing Regulations.

Pursuant to the amended Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014 (as per MCA notification dated 22nd October, 2019) which came into effect from 1st December, 2019, Mr. Nirmal P. Jhunjhunwala is exempted from appearing for the online proficiency self-assessment test to be conducted by the Indian Institute of Corporate Affairs ("IICA").

Mr. Nirmal P. Jhunjhunwala shall apply to the Institute for inclusion of his name in the data bank within 3 months from the date of the Rule becoming effective.

In the opinion of the Board, Mr. Nirmal P. Jhunjhunwala fulfills the conditions for appointment as an Independent Director as specified in the Act and Listing Regulations and is independent of the Management.

A copy of the draft letter of appointment of Mr. Nirmal P. Jhunjhunwala setting out the terms and conditions of appointment is available for inspection by the Members at the Registered Office of the Company.

In terms of provisions of Section 149 (10) of the Act, re-appointment of Independent Directors for a second term requires passing of a special resolution. Accordingly, the Board recommends the Special Resolution as set out in Item No. 2 of this Notice for the approval of the Members.

Other than Mr. Nirmal P. Jhunjhunwala, none of the Directors, Key Managerial Personnel or their relatives are concerned or interested, financially or otherwise in the proposed Special Resolution as set out in Item No. 2 of this Notice.

A brief profile of Mr. Nirmal P. Jhunjhunwala is given below :

Mr. Nirmal P. Jhunjhunwala is a Non-Executive Independent Director of the Company since 12th August, 2003. He is the Chairman of the Audit Committee, Nomination and Remuneration Committee, Risk Management Committee and Member of Stakeholder's Relationship Committee, Director's Committee and Corporate Social Responsibility Committee.

Mr. Nirmal P. Jhunjhunwala aged 66 years is a Commerce Graduate having a vast experience in business administration. Broadly having an in-depth knowledge of the financial market, he is a Member and office bearer of Western India Chamber of Commerce Limited.

Relevant details relating to the appointment of Mr. Nirmal P. Jhunjhunwala as required by the Act, Listing Regulations and Secretarial Standard – 2 on General Meetings issued by the ICSI, are provided in the Annexure-I to this Notice.

Item No 3 :

The Nomination and Remuneration Committee, after evaluating the performance and contribution of Mrs. Aruna K. Kanoria and considering the skill and expertise she brings to the Board, recommended her re-appointment to the Board of Directors for a term of 5 (five) consecutive years. The Board of Directors of the Company based on the recommendation of the Nomination and Remuneration Committee, had approved the re-appointment of Mrs. Aruna K. Kanoria (DIN 01269673) as an Independent Director on 7th February, 2020 in terms of Regulations 17 and 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 ("Listing Regulations"), Sections 149, 150, 152, Schedule IV and other applicable provisions, if any, of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory amendment(s) or modification(s) thereto or enactment(s) or re-enactment(s) thereof for the time being in force), to hold office for a second term of 5 (five) consecutive years from 1st April, 2020 to 31st March, 2025 and not liable to retire by rotation, subject to the approval of the Members.

Mrs. Aruna K. Kanoria is not disqualified from being re-appointed as an Independent Director in terms of Section 164 of the Act nor has been debarred from holding the office of a Director by virtue of any order from Securities and Exchange Board of India (SEBI) or any such Authority and has consented to act as Director of the Company. The Company has also received a declaration from Mrs. Aruna K. Kanoria that she meets the criteria of independence as prescribed under Section 149 read with Schedule IV to the Act and the Listing Regulations.

Pursuant to the amended Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014 (as per MCA notification dated 22nd October, 2019) which came into effect from 1st December, 2019, Mrs. Aruna K. Kanoria is required to appear for the online proficiency self-assessment test to be conducted by the Indian Institute of Corporate Affairs ("IICA").

Mrs. Aruna K. Kanoria shall apply to the Institute for inclusion of her name in the data bank within 3 months from the date of the Rule becoming effective.

In the opinion of the Board, Mrs. Aruna K. Kanoria fulfills the conditions for appointment as an Independent Director as specified in the Act and Listing Regulations and is independent of the Management.

A copy of the draft letter of appointment of Mrs. Aruna K. Kanoria setting out the terms and conditions of appointment is available for inspection by the Members at the Registered Office of the Company.

In terms of provisions of Section 149 (10) of the Act, re-appointment of Independent Directors for a second term requires passing of a special resolution. Further, Mrs. Aruna K. Kanoria will attain the age of 75 years during the aforesaid tenure of 5 (five) consecutive years and according to the provisions of the Listing Regulations she can be appointed as a Director by obtaining approval of the Members by way of a Special Resolution. Accordingly, the Board recommends the Special Resolution as set out in Item No. 3 of this Notice for the approval of the Members.

Other than Mrs. Aruna K. Kanoria, none of the Directors, Key Managerial Personnel or their relatives are concerned or interested, financially or otherwise in the proposed Special Resolution as set out in Item No. 3 of this Notice.

A brief profile of Mrs. Aruna K. Kanoria is given below :

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, Nomination and Remuneration Committee, Risk Management Committee, Stakeholder's Relationship Committee and Director's Committee.

Mrs. Aruna K. Kanoria aged 72 years is a Graduate in Arts having vast experience in business administration. Broadly having an in-depth knowledge of business administration.

Relevant details relating to the appointment of Mrs. Aruna K. Kanoria as required by the Act, Listing Regulations and Secretarial Standard-2 on General Meetings issued by the ICSI, are provided in the Annexure-I to this Notice.

Item No 4 :

Ms. Hema Reganathan was appointed as a Manager of the Company on 13th November, 2014. She holds a Post-Graduation degree in M.Sc. (Physics). She has over 39 years of experience in the field of marketing, logistics and administration. The Company decided to use the experience of Ms. Hema Reganathan (DIN 08684881) and proposed to designate Ms. Hema Reganathan (DIN 08684881) as a Whole-Time Director of the Company with effect from 7th February, 2020 for the period up to 30th June, 2021, on the existing terms and conditions of her employment, as approved by the Nomination and Remuneration Committee of the Company. The Company has received a notice in writing from a member under Section 160(1) of the Companies Act, 2013 proposing her candidature for the office of a Whole-Time Director. The annual remuneration payable to the Whole-Time Director shall not exceed the limit approved herein below :

- a) Remuneration : Rs.1.17 lakhs (Rupees One Lakh and Seventeen Thousand only) per month by way of salary.
- b) Perquisites and allowances : Rs.0.06 lakhs (Rupees Six Thousand only) per month by way of perquisites and allowances (Excluding the following) :
 - i Contribution to Provident Fund as per the rules of the Company.
 - ii Gratuity payable at a rate not exceeding half a month's salary for each completed year of service subject to the maximum limit as permissible under the payment of Gratuity Act, 1972.
 - iii Leave and encashment of leave as per the rules of the Company.
 - iv Medical and Hospitalization as per the rules of the Company.
- c) The Company shall pay or reimburse to the Whole-Time Director all costs, charges and expenses that may be incurred by her for the purpose of or on behalf of the Company.

Ms. Hema Reganathan (DIN 08684881) satisfies all the conditions set out in Part-I of Schedule V to the Act as also conditions set out under sub-section (3) of Section 196 of the Act for being eligible for her appointment. She is not disqualified from being appointed as a Director in terms of Section 164 of the Act.

Other than Ms. Hema Reganathan, none of the Directors, Key Managerial Personnel or their relatives are concerned or interested, financially or otherwise in the proposed Ordinary Resolution as set out in Item No. 4 of this Notice.

I. GENERAL INFORMATION

1. Nature of Industry :

The Company carries on business as a Non-Banking Financial Institution without accepting public deposits.

2. Date of Commencement of Activities :

The Company was incorporated on 3rd October, 1960 and commenced its Business Activity as Non-Banking Financial Institution with effect from 7th February, 2020.

3. Financial Performance of the Company :

(Rs. in lakhs)

Particulars	2018-19	2017-18	2016-17
Operational and other Income	1,141.08	1,458.41	2,664.48
Profit before Depreciation and Tax	766.35	948.88	689.18
Less : Depreciation	28.51	20.86	269.98
Profit before Tax	737.84	928.02	419.20
Less : Tax expenses (includes provision for deferred tax asset/liability)	(70.22)	44.96	28.20
Profit after tax	808.06	883.06	391.00

4. Foreign Earnings, Investments or Collaborations : NIL.

II. Information about the appointee :

1. Background details, Recognition or awards :

Ms. Hema Reganathan was appointed as a Manager of the Company for a period up to 30th June, 2021.

2. Past Remuneration :

Her Remuneration was Rs.14.76 lakhs per annum.

3. Job Profile & her Suitability :

She holds a Post-Graduation degree in M.Sc. (Physics).

Experience : She has over 39 years of experience.

4. Remuneration Proposed :

- a) Remuneration : Rs.1.17 lakhs (Rupees One Lakh and Seventeen Thousand only) per month by way of salary.
- b) Perquisites and allowances : Rs.0.06 lakhs (Rupees Six Thousand only) per month by way of perquisites and allowances (Excluding the following) :
 - i Contribution to Provident Fund as per rules of the Company.
 - ii Gratuity payable at a rate not exceeding half a month's salary for each completed year of service subject to the maximum limit as permissible under the payment of Gratuity Act,1972.
 - iii Leave and encashment of leave as per the rules of the Company.
 - iv Medical and Hospitalization as per the rules of the Company.

c) The Company shall pay or reimburse to the Whole-Time Director all costs, charges and expenses that may be incurred by her for the purpose of or on behalf of the Company.

5. Comparative remuneration profile with respects to the industry, size of the Company, profile of the position and person :

The remuneration is comparable to the remuneration levels of similar sized Company.

6. Pecuniary relationship, directly or indirectly, with the Company or relationship with the Key Managerial Personnel, if any :

Besides the remuneration, Ms. Hema Renganathan does not have any other pecuniary relationship with the Company.

III. Other Information :

Reasons of loss or inadequate profits :

The Company carries on business as a Non-Banking Financial Institution without accepting public deposits.

Steps taken or proposed to be taken for improvement :

The Company has started taking initiatives to conserve the expenses and improve business conditions with new ideas and strategies.

IV. Disclosures :

The details of remunerations and other information are same as mentioned above.

Relevant details relating to change in designation of Ms. Hema Reganathan as required by the Act, Listing Regulations and Secretarial Standard – 2 on General Meetings issued by the ICSI, are provided in the Annexure-I to this Notice.

Item No 5 :

Mr. Deepak C. Vaidya (DIN 00337276), in respect of whom the Company has received a notice in writing from a Member under Section 160 (1) of the Companies Act, 2013, proposing his candidature for the office as a Non-Executive & Non-Independent Director of the Company under the provisions of Sections 149, 152, 161 and any other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and on recommendation by the Nomination & Remuneration Committee and shall be liable to retire by rotation, subject to the approval of the Members. Mr. Deepak C. Vaidya was appointed as a Director on 17th May, 2018 and an Independent Director with effect from 8th August, 2018 for a period of 5 years. However he ceased to be the Director of the Company with effect from 9th January, 2020 on account of his attaining the age of 75 years, as per SEBI Notification dated 9th May, 2018.

Mr. Deepak C. Vaidya is not disqualified from being appointed as a Non-Executive & Non-Independent Director in terms of Section 164 of the Companies Act, 2013.

Mr. Deepak C. Vaidya has completed 75 years of age and according to the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 he can be appointed as a Director by obtaining approval of the Members by way of a Special Resolution as set out in Item No. 5 of this Notice for the approval of the Members.

Other than Mr. Deepak C. Vaidya, none of the Directors, Key Managerial Personnel or their relatives are concerned or interested, financially or otherwise in the proposed Special Resolution as set out in Item No. 5 of this Notice.

A brief profile of Mr. Deepak C. Vaidya is given below :

Mr. Deepak C. Vaidya, aged 75 years, is qualified as a Fellow of the Institute of Chartered Accountants (England and Wales) and has a Bachelor's degree in Commerce from Bombay University. He was the Country head of Schroder Ventures activity in India since March 1995 till March 2008 and served on the Board of each Schroder Ventures investee company in India. Prior joining Schroder Ventures he spent much of his career in Industry holding a variety of positions in Singapore, Indonesia and India. He has valuable corporate experience in the financial field in India and abroad. He has also served on the International Advisory Board of NASDAQ for eight years.

Relevant details relating to the appointment of Mr. Deepak C. Vaidya as required by the Act, Listing Regulations and Secretarial Standard-2 on General Meetings issued by the ICSI, are provided in the Annexure-I to this Notice.

Therefore, your Directors recommend the special/ ordinary resolutions as set out in Item No. 1, 2, 3, 4 and 5 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.

By Order of the Board of Directors

Registered Office:

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

Mumbai, 7th February, 2020

Sangeeta S. Navalkar

Company Secretary
Membership No. A47116

Annexure-I

[As required under applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards -2 on General Meetings issued by ICSI]

Name of the Director	Mr. Mohan Bir Singh	Mr. Nirmal P. Jhunjunwala	Mrs. Aruna K. Kanoria	Ms. Hema Renganathan	Mr. Deepak C. Vaidya
DIN	00192554	00192810	01269673	08684881	00337276
Date of Birth and Age	22-08-1948 - 71 years	24-06-1953 - 66 years	25-07-1947 - 72 years	06-07-1955 - 64 years	09-01-1945 - 75 years
Qualifications	B.A. L.L.B.	B. Com.	B.A.	M.Sc. (Physics)	Fellow of the Institute of Chartered Accountants (England and Wales) and has a Bachelor's degree in Commerce from Bombay University
Brief Resume, Experience and expertise in specific functional area	Please refer Explanatory Statement to this Notice				
Date of first appointment on the Board	04-10-1999	12-08-2003	13-11-2014	07-02-2020	He was appointed as a Director on 17th May, 2018 and an Independent Director on 8th August, 2018 for a period of 5 years. He ceased to be the Director with effect from 9th January, 2020 on account of his attaining the age of 75 years.
Shareholding in the Company as on date of Notice	50 shares	200 shares	50 shares	-	50 shares
Inter-se relationships between Directors; Manager; Key Managerial Personnel	None	None	None	None	None
Number of Meetings of the Board attended during FY 2019 - 20 as on date of Notice	3 of 4 Board Meetings	4 of 4 Board Meetings	2 of 4 Board Meetings	Not Applicable	3 out of 4 Board Meetings
Other Companies in which he/she is a Director	NIL	<ol style="list-style-type: none"> 1. Khushi Vital Foods (India) Pvt. Ltd. 2. Riddhi Siddhi Developer Pvt. Ltd. 3. Nirmal Mercantile Pvt. Ltd. 4. Western India Chamber of Commerce Ltd. 5. Bearbull Securities Pvt. Ltd. 6. Sound Realities Pvt. Ltd. 7. Rukmani Universal Pvt. Ltd. 	<ol style="list-style-type: none"> 1. New India Exports Pvt. Ltd. 2. Sparkk Organics Pvt. Ltd. 3. Raptakos Brett and Company Ltd. 4. Horizon Investment Company Pvt. Ltd. 5. Temple Garment Manufacturing Company Pvt. Ltd. 	NIL	<ol style="list-style-type: none"> 1. UTI Capital Pvt. Ltd. 2. Apollo Glenagles Hospital Ltd. 3. Suntec Business Solutions Pvt. Ltd. 4. Strides Pharma Science Ltd. 5. Stelis Biopharma Pvt. Ltd. 6. Indraprastha Medical Corporation Ltd. 7. Solara Active Pharma Sciences Ltd. 8. Spandana Sphoorthy Financial Ltd. 9. Criss Financial Holdings Ltd. 10. Marudhar Hotels Pvt. Ltd. 11. Spiracca Ventures LLP.

Name of the Director	Mr. Mohan Bir Singh	Mr. Nirmal P. Jhunhunwala	Mrs. Aruna K. Kanoria	Ms. Hema Renganathan	Mr. Deepak C. Vaidya
Chairperson/ Membership of the Committee(s) of Board of Directors of other companies in which he/ she is a Director	NIL	NIL	NIL	NIL	1) Audit Committee : a) UTI Capital Pvt. Ltd.-Chairman b) Apollo Glenagles Hospital Ltd.- Chairman c) Suntec Business Solutions Pvt. Ltd.- Chairman d) Indraprastha Medical Corporation Ltd.- Member e) Solara Active Pharma Sciences Ltd.- Member f) Spandana Sphoorty Financial Ltd.- Member g) Criss Financial Holdings Ltd.- Member h) Strides Pharma Science Ltd.- Member 2) Nomination & Remuneration Committee : a) Apollo Glenagles Hospital Ltd.- Chairman b) Strides Pharma Science Ltd.- Member c) Stelis Biopharma Pvt. Ltd.- Member d) Solara Active Pharma Sciences Ltd.- Member e) Criss Financial Holdings Ltd.- Member 3) Stakeholder Relationship Committee : a) Strides Pharma Science Ltd.- Chairman b) Spandana Sphoorty Financial Ltd.- Member 4) Corporate Social Responsibility Committee : a) Apollo Glenagles Hospital Ltd.- Chairman b) Strides Pharma Science Ltd.- Member
Justification for appointment	Please refer Explanatory Statement to this Notice.	Not Applicable	Please refer Explanatory Statement to this Notice.	Not Applicable	Please refer Explanatory Statement to this Notice.



BOMBAY OXYGEN INVESTMENTS LIMITED

(Formerly known as Bombay Oxygen Corporation Limited)

CIN: L65100MH1960PLC011835

Registered Office: 22/B, Mittal Tower, "B Wing", 210, Nariman Point, Mumbai 400021.

Telephone No. +91 022 6610 7503-08 Email: bomoxy@mtnl.net.in

Website: www.bomoxy.com

POSTAL BALLOT FORM

Serial No.:

1. Name and Registered address of the sole/ first named Shareholder :
2. Names(s) of joint holder(s) if any :
3. Folio No./ *DP ID / *Client ID No. (*applicable to Members holding shares in dematerialized form) :
4. Number of equity share(s) held :

I/We hereby cast my/our vote(s) in respect of the following Resolutions to be passed through Postal Ballot for the special business stated in the Notice dated 7th February, 2020 of the Company by conveying my/our assent or dissent to the said Resolutions by placing the tick (√) mark in the appropriate box below :

Item No.	Description	No. of Shares held	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1.	Re-appointment of Mr. Mohan Bir Singh (DIN 00192554) as an Independent Director of the Company - Special Resolution			
2.	Re-appointment of Mr. Nirmal P. Jhunjhunwala (DIN 00192810) as an Independent Director of the Company- Special Resolution			
3.	Re-appointment of Mrs. Aruna K. Kanoria (DIN 01269673) as an Independent Director of the Company - Special Resolution			
4.	Appointment of Ms. Hema Reganathan (DIN 08684881) as a Whole-Time Director of the Company - Ordinary Resolution			
5	Appointment of Mr. Deepak C. Vaidya (DIN 00337276) as a Non-Executive & Non-Independent Director of the Company - Special Resolution			

(Signature of the Shareholder/ Member)

Place :

Date :

Note : For E-Voting please refer the instructions under "Voting through electronic mode" in the notice attached herewith.

Notes :

1. If the voting rights are exercised electronically, there is no need to use this form.
2. Please read carefully the instructions printed overleaf before exercising your vote.

ELECTRONIC VOTING PARTICULARS

EVSN (Electronic Voting Sequence Number)	User ID	Password

INSTRUCTIONS FOR VOTING

1. A Shareholder/Member desiring to exercise his/her vote by Postal Ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the attached self-addressed postage pre-paid envelope. However, envelopes containing Postal Ballot Forms if deposited in person or sent by courier at the expense of the shareholder will also be accepted.
2. Please convey your assent/dissent in this Postal Ballot Form. The assent/dissent received in any other form will not be considered as valid.
3. The self-addressed envelope bears the name and address of the Scrutinizer appointed by the Board of Directors of the Company.
4. This Postal Ballot Form should be completed and signed by the Shareholder/Member. In case of joint-holding, this Form should be completed and signed as per the specimen signature registered with the Company/ Registrar and Share Transfer Agent/ Depository Participants by the first named Shareholder and in his/her absence, by the next named Shareholder/Member.
5. Unsigned Postal Ballot Forms will be rejected. The Scrutinizer's decision on the validity of the Postal Ballot Form shall be final and binding.
6. In case of shares held by Companies, Trust, Societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of Board Resolution / Power of Attorney (POA) together with attested specimen signature(s) of the authorized signatory (ies).
7. A Shareholder/Member need not use all his/her votes nor he/she needs to cast all his/her votes in the same way.
8. Duly completed Postal Ballot Form should be received by the Scrutinizer not later than 5:00 p.m. on 25th March, 2020. Postal Ballot Forms received after this date will be treated as if no reply from the Shareholder/Member has been received.
9. Voting rights shall be reckoned on the paid-up value of the shares registered in the name of the Shareholders/ Members as on 7th February, 2020.
10. The Scrutinizer will submit his final report as soon as possible after the last date of receipt for Postal Ballot Forms and Results will be announced on or before 27th March, 2020. The said result along with the Scrutinizer Report would be communicated to BSE Limited, displayed on the website of NSDL viz. evoting.nsdl.com and the Company's website viz. www.bomoxy.com.
11. Members have an option to vote either through Postal Ballot Form or through E-Voting. If a Member has opted for E-Voting, then he/she should not vote through Postal Ballot and vice-versa. However, in case Members cast their vote both via E-Voting and Postal Ballot, then voting done through E-Voting shall prevail and voting done through Postal Ballot shall be treated as invalid.
12. Shareholders/Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self-addressed postage pre-paid envelope addressed to the Scrutinizer and if any extraneous paper/ contents is found in such envelopes they would be destroyed by the Scrutinizer.