



Bombay Oxygen Corporation Ltd.

REGD. OFF.: 22/B, Mittal Tower, "B" Wing, Nariman Point, Mumbai - 400021. Tel.: +91-22-66107503-08

Fax: +91-22-66107513 • Email: bomoxy@mtnl.net.in • CIN: L74999MH1960PLC011835

Sy \ BSE\

Date: 07th August, 2018

To,

BSE Limited

Corporate Relations Department,

P. J. Towers, Dalal Street, Mumbai-400 001.

Scrip Code: 509470

Dear Sir/Madam,

Subject: Proceedings of the Postal Ballot

Pursuant to Regulation 30 and Part A of Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we have enclosed herewith the summary of the proceedings relating to the declaration of results on August 06th, 2018 of voting conducted through Postal Ballot (include electronic e- voting) vide notice dated 20th June, 2018. The resolutions as set out in the said notice were duly passed on 04th August, 2018 with requisite majority.

Please take the above information on record.

Yours sincerely,

For Bombay Oxygen Corporation Limited

Sanjay V. Gosalia

Company Secretary

Membership No. 20489

Encl : as above



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SUMMARY OF ANNOUNCEMENT OF RESULTS OF VOTING CONDUCTED THROUGH POSTAL BALLOT (INCLUDING ELECTRONIC VOTING) BY BOMBAY OXYGEN CORPORATION LIMITED ON SATURDAY, AUGUST 06, 2018 AT 22/B MITTAL TOWER B WING 210 NARIMAN POINT MUMBAI 400021 .

Background

The Board of Directors of the Company had, at its Meeting held on June 20, 2018 accorded approval to the proposal to conduct Postal Ballot pursuant to 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, to seek approval of the Members for the following:

Special Resolution:

1. AMENDMENT TO OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION;
2. ALTERATION TO LIABILITY CLAUSE OF THE MEMORANDUM OF ASSOCIATION;
3. APPROVE THE NAME CHANGE OF THE COMPANY.

The notice of Postal Ballot containing draft resolutions, explanatory statement, postal ballot forms, e-voting user IDs and passwords and self-attested business reply envelopes (as applicable) were sent to the members and others concerned including statutory auditors, secretarial auditors, stock exchange etc. through post/email.

Intimation about completions of dispatch of Notice of postal ballot, e-Voting, postal ballot forms and the last date for receipt of reply from shareholders/completion of e-voting was intimated to the members by way of publication of advertisement in newspaper viz "The Free Press Journal" (in English) and "Navshakti" (in Marathi) on 05th July, 2018.

As per the notice :





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- (I) The postal ballot forms / e-voting received after the end of business hours on Saturday, 04th August, 2018, have been treated as 'responses not received from the shareholders'.
- (II) Voting rights have been reckoned on the paid up value of the shares registered in the name of the shareholders as on 22nd June, 2018.
- (III) Incomplete, unsigned or incorrectly filed postal ballot forms have been rejected by the Scrutinizer.
- (IV) Any extraneous paper found in the postal ballot forms have been destroyed by the Scrutinizer.

After due scrutiny of all postal ballot forms / e-voting received till the business hours on Saturday, August 4, 2018 (being the last date fixed for receipt of duly filled postal ballot forms) the Scrutinizer had submitted his final report on Monday, August 06, 2018 on postal ballot & e-voting process.

On the basis of the report of the Scrutinizer, Mr. Sanjay V Gosalia, Company Secretary, declared the results of the Postal Ballot/ e-voting on Monday, August 6, 2018. The Resolutions were approved by the required majority and deemed to have been passed on Saturday, August 4, 2018.

The results on the postal ballot / e-voting have been intimated to Stock Exchange and have also been placed on the website of the Company at www.bomox.com.





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Mr. Sanjay V Gosalia, Company Secretary announced the following results of Postal Ballot/ e-voting:

Special Resolution:

1. AMENDMENT TO OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION;

Particulars	Remote E-voting		Postal Ballot		Consolidated voting Results		
	No. of Members voted	No. of valid votes cast	No. of Members voted	No. of Valid votes cast	Total No. of Members voted	Total No. of valid votes cast	% of total number of valid votes cast
In favour of the Resolution	35	118292	12	116	47	118408	99.90
Against the Resolution	-	-	5	115	5	115	0.10

	Remote E-voting	Postal Ballot
Invalid votes	-	6

Invalid Votes:

Mismatch in Signatures of 2 Shareholders.

No Votes casted for Resolution No. 1 by 1 Shareholder.

Votes casted through E-Voting by 1 Shareholder.

The Company has received Ballots from 2 shareholders which were blank.

Result:

% of votes cast in Favour : 99.90

% of votes cast against : 0.10





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Text of Special Resolution approved by the members through Postal Ballot is as under :

"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 III A (1 to 6) & Clause III B (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,





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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..





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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 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 to, 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





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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 co-operate with or subsidize or assist in any way any company, firm or person.





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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, or any 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.





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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 receivers for compressed or liquefied or other gases and to deal in 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





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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."

Since out of the total valid votes polled, 90.90% of the votes were in favour of the resolution, the above Special Resolution was declared to have been passed with overwhelming majority.

2. ALTERATION TO LIABILITY CLAUSE OF THE MEMORANDUM OF ASSOCIATION;

Particulars	Remote E-voting		Postal Ballot		Consolidated voting Results		
	No. of Members voted	No. of valid votes cast	No. of Members voted	No. of Valid votes cast	Total No. of Members voted	Total No. of valid votes cast	% of total number of valid votes cast
In favour of the Resolution	35	118292	12	111	47	118403	99.89
Against the Resolution	-	-	6	125	6	125	0.11

	Remote E-voting	Postal Ballot
Invalid votes	-	5

Invalid Votes:

Mismatch in Signatures of 2 Shareholders.

Votes casted through E-Voting by 1 Shareholder.

The Company has received Ballots from 2 shareholders which were blank.

Result:

% of votes cast in Favour : 99.89

% of votes cast against : 0.11





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Text of Special Resolution approved by the members through Postal Ballot is as under :

"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 members 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 abovementioned resolution and to delegate all or any of the powers conferred herein as they may, in their absolute discretion, deem fit."

Since out of the total valid votes polled, 90.89% of the votes were in favour of the resolution, the above Special Resolution was declared to have been passed with overwhelming majority.





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3. APPROVE THE NAME CHANGE OF THE COMPANY

Particulars	Remote E-voting		Postal Ballot		Consolidated voting Results		
	No. of Members voted	No. of valid votes cast	No. of Members voted	No. of Valid votes cast	Total No. of Members voted	Total No. of valid votes cast	% of total number of valid votes cast
In favour of the Resolution	35	118292	13	121	48	118413	99.90
Against the Resolution	-	-	5	115	5	115	0.10

	Remote E-voting	Postal Ballot
Invalid votes	-	5

Invalid Votes:

Mismatch in Signatures of 2 Shareholders.

Votes casted through E-Voting by 1 Shareholder.

The Company has received Ballots from 2 shareholders which were blank.

Result:

% of votes cast in Favour : 99.90

% of votes cast against : 0.10

Text of Special Resolution approved by the members through Postal Ballot is as under :

“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





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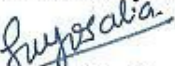
subject to such other terms, conditions, stipulations, alterations, amendments or modifications as may be required, specified or suggested by any of such appropriate authorities, which terms, conditions, stipulations, alterations, amendments or modifications, the Board of Directors (herein after referred 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 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."

Since out of the total valid votes polled, 90.90% of the votes were in favour of the resolution, the above Special Resolution was declared to have been passed with overwhelming majority.

For Bombay Oxygen Corporation Limited


Sanjay V. Gosalia
Company Secretary

Place : Mumbai

Date : 07th August, 2018

