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BHAGAWATI OXYGEN LIMITED

67, PARK STREET, KOLKATA - 700 016 (INDIA)

E-mail: bol@cal3.vsnl.net.in, bolkol@eth.net

NOTICE

TO THE MEMBERS

Notice is hereby given that the 43rd Annual General Meeting of M/S BHAGAWATI OXYGEN LIMITED will be held on Friday, 18th September 2015 at 11:00 AM at the Registered Office of the Company at Plot No. 5, Sector - 25, Ballabgarh, Haryana-121004 to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt the Statement of Profit & Loss Account for the year ended 31st March, 2015, the Balance Sheet as at that date and the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. Suresh Kumar Sharma (DIN-00041150) who retire by rotation at this Annual General Meeting and being eligible offers himself for re-appointment.
3. To appoint Auditors and fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **ORDINARY RESOLUTION:**

“**RESOLVED THAT** M/s Chaturvedi & Company, Chartered Accountants (Firm Registration No.-302137E), be and is hereby appointed as the Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company on such remuneration as maybe determined by the Board of Directors in consultation with the said Auditor.”

SPECIAL BUSINESS:

4. To consider and if thought fit, to pass, with or without modification(s) the following resolution as an **ORDINARY RESOLUTION:**

“**RESOLVED THAT** pursuant to the Provision of Section 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Director) Rules, 2014(including any Statutory modification(s) or re-enactment thereof for the time being in force) Mrs. Jaya Sharma(DIN- 07135989), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 31st March,2015 in terms of Section 149(1) of the companies act 2013 pursuant to clause 82(1) and 82(2) of Articles of Association of the Company read with Section 161(1) of the Act to hold office until the next Annual General Meeting of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member, proposing her candidature for the office of Director, be and is hereby appointed as Director of the Company.

5. 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 provision of Section 14 and all other applicable provision of the Companies Act, 2013 read with rules made thereunder and Schedule I of the said Act.(including any statutory modification(s) or re-enactment thereof for the time being in force),the existing Clause 100 of the Article of Association of the company be and is hereby altered by substitution of following new Clause 100 of the Article of Association of the Company as given below:

100. The Company in General meeting or the Directors may at any time appoint one or more Directors as Managing Director or Whole Time director on such remuneration ,terms and Condition as may be decided by them on such meeting. All directors including Whole time and Managing Director shall be liable to retire by rotation subject to provision of the Companies Act, 2013

RESOLVED further that the Board of Directors of the Company be and is hereby authorized to do all acts, deeds, matters and things as may be necessary, proper or expedient to give effect to this Resolution.”

Registered Office:
Plot No-5, Sector-25
Ballabgarh,
Haryana-121004

Date : 30th May 2015

By the Order of the Board
BHAGAWATI OXYGEN LIMITED
Ritu Damani
Company Secretary

Ritu Damani

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Notes:

1. A member entitled to attend and vote at the Annual General Meeting (the "Meeting") is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. The instrument appointing the proxy should, however, be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the meeting. A person can act a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
2. A statement pursuant to Section 102(1) of the Companies Act, 2013 relating to the Special Business to be transacted at the meeting is annexed hereto.
3. The Register of Members and Share Transfer Books of the Company will remain closed from 14th September, 2015 to 18th September 2015 (both days inclusive).
4. The instrument of transfer completed in all respect together with requisite enclosure, should be sent to the Company well in advance so as to reach the Company prior to closure of Register of Members.
5. In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule of the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer e-Voting facility as an alternative mode of voting which will enable the Members to cast their votes electronically. Necessary arrangements have been made by the Company with National Securities Depository (India) Limited (NSDL) to facilitate e-voting. E voting is optional and members shall have the option to vote either through e-voting or in person at the general meeting.-

The instructions for members for remote e-voting are as under:-

A. In case a Member receives an e-mail from NSDL (for Members whose e-mail addresses are registered with the Company/Depositories):

- i. Open the e-mail and also open PDF file with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that the password is an initial password.
- ii. Open the internet browser and type the following URL: <https://www.evoting.nsdl.com>.
- iii. Click on Shareholder – Login.
- iv. If you are already registered with NSDL for e-voting then you can use your existing user ID and password.
- v. If you are logging in for the first time, please enter the user ID and password provided in the PDF file attached with the e-mail as initial password.
- vi. The Password Change Menu will appear on your screen. Change to a new password of your choice, making sure that it contains a minimum of 8 digits or characters or a combination of both. Please take utmost care to keep your password confidential.
- vii. Once the e-voting home page opens, click on e-voting> Active Voting Cycles.
- viii. Select the relevant "EVEN" (E-Voting Event Number) of BHAGAWATI OXYGEN LIMITED on which you chose to vote. Now you are ready for e-voting as Cast Vote page opens.
- ix. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- x. Upon confirmation, the message "Vote cast successfully" will be displayed.
- xi. Once the vote on the resolution is cast, the Member shall not be allowed to change it subsequently.
- xii. Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG format) of the relevant Board Resolution/Authority letter, etc., together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to shawmanoj2003@gmail.com, with a copy marked to evoting@nsdl.co.in.
- xiii. In case of any queries, you may refer the Frequently Asked Questions (FAQs) - Shareholders and e-voting user manual - Shareholders, available at the downloads section of www.evoting.nsdl.com
- xiv. You can also update your mobile number and e-mail id in the user profile detail of the folio which may be used for sending future communication(s).

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xv. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as on 11th September, 2015 may obtain user/login ID and password by sending a request at evoting@nsdl.co.in or admin@skylinerta.com.

However, if you are already registered with NSDL for e-voting then you can use your existing user/login ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/ Password" option available on www.evoting.nsdl at the following toll free no. 1800-222-990.

B. In case a Member receives physical copy of the Notice of AGM (for Members whose email addresses are not registered with the Company/Depositories):

i. Initial password is provided in the enclosed ballot form: EVEN (E-Voting Event Number), user ID and password.

ii. Please follow all steps from Sl. No. (ii) to Sl. No. (xiii) above, to cast vote

C. Other Instructions:

i. The remote e-voting period commences on Tuesday, 15th September, 2015 (10.00 a.m. IST) and ends on Thursday, 17th September, 2015 (5.00 p.m. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on September 11th, 2015, may cast their vote electronically. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, he shall not be allowed to change it subsequently.

ii. The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as September 11th, 2015.

iii. Mr. Manoj Prasad Shaw, Practicing Company Secretary (Membership No. FCS 5517), has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

iv. Facility for voting through polling paper shall be made available at the 43rd Annual General Meeting and members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their rights at the concerned meeting.

v. Members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.

vi. Members of the Company holding shares either in physical form or in dematerialized form, as on 11th September, 2015, may opt for remote e-voting or voting at the AGM through polling paper.

vii. The Scrutinizer, after scrutinising the votes cast at the meeting (polling) and through remote e-voting, will not later than three days of conclusion of the meeting, make a consolidated scrutinizer's report and submit the same to the Chairman of the meeting. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the company www.globalbol.com and on the website of evoting@nsdl.co.in. The result shall simultaneously be communicated to the Stock Exchange.

viii. Subject to receipt of requisite number of votes, the resolution shall be deemed to be passed on the date of meeting i.e September, 18, 2015.

6. Members are requested to intimate to the Company change if any, in their registered address along with pin code and post office.

7. For any further information regarding accounts intimation may be given to the Company in writing at least 10 days in advance from the date of the aforesaid meeting so as to enable the management to keep the information ready.

8. Members attending the Annual General Meeting are requested to bring their copies of Annual Report.

9. Only registered members carrying the attendance slip and proxies registered with the Company will be permitted to attend the meeting.

10. Members who hold shares in the dematerialized form are requested to bring their Depository ID Number and Client ID numbers to facilitate easier identification of attendance at the Annual General Meeting.

11. Members are informed that the scrip of the Company are activated both on CDSL and NSDL and may be dematerialized under the ISIN No. INE026101010

12. Members holding shares in physical form can now avail the facility of nomination in respect of shares held by them. The prescribed form can be obtained/ submitted to Registrar & Share Transfer Agents of the Company.

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13. In the light of the recent green initiative of the Government of India, those members who have not yet registered their email ids are requested to register their email id's with their depository participants in case of shares held in demat form and those members holding shares in physical form to register their email id's with the R & T agent. We urge upon you to register the email id on priority and help the Company to support the nation in the green initiative.

14. Pursuant to the provisions of Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012, the Company has nil amount unpaid and unclaimed with the Company as on 3rd September 2014 (date of last Annual General Meeting) and the company has declared the same with the Ministry of Corporate Affairs website.

15. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company / R&T agent.

16. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT 2013

ITEM NO.4

As per the provisions of Section 149 (1) of the Act the Company should have at least one Women Director. Accordingly, Smt. Jaya Sharma was appointed on 31st March, 2015 as an Additional Director of the Company by the Board of Directors pursuant to the provisions contained in Article 82(1) & 82(2) of the Articles of Association of the Company and section 161 of the Companies Act, 2013. According to the provisions of the said Article and the said Section, she will hold office until the next Annual General Meeting of the Company.

As required under Section 160 of the above Act, a notice has been received from a member signifying his intention to propose her as a candidate for the office of Director. Smt. Jaya Sharma being associated for a very long period with the industrial family and is having vast experience in the industrial field which will be beneficial to the Company. It is, therefore, in the Company's interest that it should continue to avail of her services as member on the Board. It is in the above circumstances that the resolution mentioned in this item of the notice is proposed to be passed and commended for your acceptance.

Except Mrs. Jaya Sharma, being the appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No.4.

ITEM NO.5

In accordance with the provision of Section 152(6) of the Companies Act, 2013, unless the Articles of Association of the Company provides for retirement of all directors by rotation, at least 2/3rd of the total number of Directors shall be the persons whose period of office is liable to determination by retirement of Directors by rotation. Also, in terms of explanation to section 152(6), independent directors appointed in terms of section 149 of the Companies Act, 2013 are to be excluded for the purpose of calculating total number of Directors who are liable to retirement of rotation.

Hence to comply the aforesaid provision of the Company Act, 2013 existing Clause 100 of The Article of Association shall be altered in the following manner.

100. The Company in General meeting or the Directors may at any time appoint one or more Directors as Managing Director or Whole Time director on such remuneration, terms and Condition as may be decided by them on such meeting. All directors including Whole time and Managing Director shall be liable to retire by rotation subject to provision of the Companies Act, 2013

The Board, therefore, recommends the Special Resolution set out at item no. 5 of the Notice for your approval.

None of the Director/ Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No.5.