

46th Annual Report

For the year ended 31st March 2018

BHAGAWATI OXYGEN LIMITED

Corporate Information

CIN: L74899HR1972PLC006203

Board of Directors:

Shri S.K.Sharma (Chairman)
Shri. Himanshu Sharma (Managing Director)
Smt Jaya Sharma
Shri. J.C.Kaushik
Shri B.B.Lal

Banks:

Allahabad Bank
ICICI Bank Ltd
State Bank of India

Auditors:

Chetan & Co.
Chartered Accountants,
Kolkata

Listed at:

BSE Ltd
Phiroz Jeejeebhoy Tower,
Dalal Street, Kala Ghoda, Fort,
Mumbai-400 001

Registrars & Share Transfer Agent:

Skyline Financial Services (P) Ltd
D-153A, 1st Floor, Okhla Industrial Area, Phase-1
New Delhi - 110 020
Ph : +91-11-40450193 to 97
Email : admin@skylinerta.com

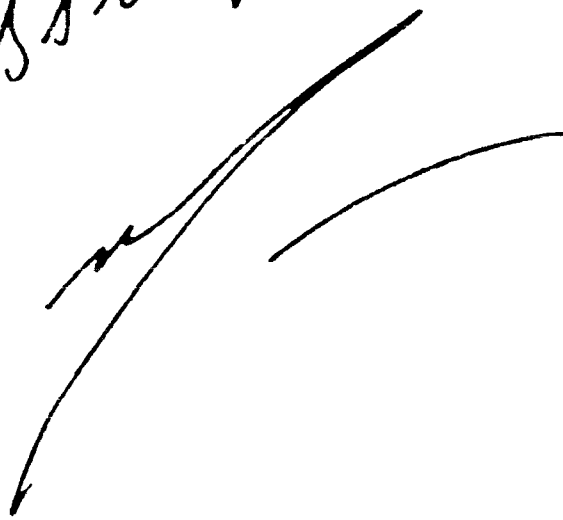
Offices:

Registered Office : Plot-5, Sector-25, Ballabgarh, Haryana 121004.
Kolkata Office : 67, Park Street, Kolkata 700016.
Website : www.globalbol.com
Investor Contact Email : investor.relation.bol@gmail.com

BHAGAWATI OXYGEN LIMITED

'S'-492A, GREATER KAILASH
NEW DELHI

Blessings

A handwritten signature in black ink, consisting of several fluid, overlapping strokes, positioned below the word "Blessings".

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NOTICE**TO THE MEMBERS**

Notice is hereby given that the 46th Annual General Meeting of BHAGAWATI OXYGEN LIMITED will be held on Thursday, 20th September 2018 at 11:00 AM at the Registered Office of the Company at Plot No. 5, Sector - 25, Ballabhgarh, 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, 2018, 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 Mrs Jaya Sharma (DIN-07135989) who retire by rotation at this Annual General Meeting and being eligible offers herself for re-appointment.

SPECIAL BUSINESS:

1. To consider and if thought fit, to pass with or without modification(s) the following resolution(s) as an **Special Resolution**:
"RESOLVED THAT pursuant to the provisions of sections 196, 197 read with the Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force), consent of the Members be and is hereby given for the re-appointment of Sri Suresh Kumar Sharma (DIN: 00041150) as Chairman (being Whole Time Director) of the Company for a further period of 5(five) years w.e.f. 01st July, 2018 on the remuneration and other terms and conditions as set out in the draft agreement placed before the meeting and initialled by the Chairman for the purpose of identification.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby specifically authorised to alter and vary the terms and conditions of the said appointment and/ or agreement so as not to exceed the limit specified in Schedule V to the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force) as may be agreed to between the Board of Directors and Sri Suresh Kumar Sharma."

2. To consider and if thought fit, to pass with or without modification(s) the following resolution(s) as an **Ordinary Resolution**:
"RESOLVED THAT pursuant to the provisions of sections 196, 197 read with the Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force), consent of the Members be and is hereby given for the re-appointment of Sri Himanshu Sharma (DIN: 00041181) as Managing Director of the Company for a further period of 5(five) years w.e.f. 01st July, 2018 on the remuneration and other terms and conditions as set out in the draft agreement placed before the meeting and initialled by the Chairman for the purpose of identification.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby specifically authorised to alter and vary the terms and conditions of the said appointment and/ or agreement so as not to exceed the limit specified in Schedule V to the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force) as may be agreed to between the Board of Directors and Sri Himanshu Sharma."

Registered Office
Plot No-5, Sector-25
Ballabhgarh
Haryana-121004

Date: 30/05/2018
Place: Kolkata

By the Order of the
BHAGAWATI OXYGEN LIMITED

RITU DAMANI
COMPANY SECRETARY
ACS: 35435

Notes:

1. A Statement pursuant to Section 102(1) of the Companies Act, 2013 ("the Act"), relating to the Special Business to be transacted at the Annual General Meeting ("Meeting") is annexed hereto.
2. 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 him/ her 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.
3. The requirement to place the matter relating to appointment of Auditors for ratification by members at every Annual General Meeting is done away with vide notification dated May 7, 2018 issued by the Ministry of Corporate Affairs, New Delhi. Accordingly, no resolution is proposed for ratification of appointment of Auditors, who were appointed in the

Annual General Meeting held on September 25, 2017

4. Attendance slip, proxy form and the route map of the venue of the Meeting are annexed hereto.
 5. Corporate members intending to send their authorised representative(s) to attend the Meeting are requested to send to the Company a certified true copy of the relevant Board Resolution together with the specimen signature(s) of the representative(s) authorised under the said Board Resolution to attend and vote on their behalf at the Meeting.
 6. Members / Proxies / Authorised Representatives are requested to bring to the Meeting necessary details of their shareholding, attendance slip(s) and copies of Annual Report. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.
 7. 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.
 8. 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.
 9. Messrs. Skyline Financial Services Pvt. Ltd. has been appointed as Registrars and Share Transfer Agents for both physical and dematerialized shares of the Company.
 10. The Register of Members and Share Transfer Books of the Company will be closed from Friday, September 14, 2018 to Thursday, September 20, 2018 (both days inclusive) for the purpose of Annual General Meeting.
 11. 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.
 12. Members holding shares in electronic mode are requested to intimate any change in their address or bank mandates to their Depository Participants ("DPs") with whom they are maintaining their demat accounts. Members holding shares in physical mode are requested to advise any change in their address or bank mandates to the Company / Company's Registrar and Transfer Agents, i.e. Skyline Financial Services Pvt. Ltd.
 13. 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.
 14. 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.
 15. SEBI has decided that securities of listed companies can be transferred only in dematerialised form from a cut-off date, to be notified. In view of the above and to avail various benefits of dematerialisation, members are advised to dematerialise shares held by them in physical form.
 16. In the light of the recent green initiative of the Government of India, those members who have not yet registered their email id's are requested to register their email id's with their depository participants in case of shares held in dematerialised form and those members holding shares in physical form to register their email id's with the R & T agent for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically. We urge upon you to register the email id on priority and help the Company to support the nation in the green initiative.
 17. 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 25th September 2017 (date of last Annual General Meeting) and the company has declared the same with the Ministry of Corporate Affairs website.
 18. Members holding shares in physical mode:
 - i) are required to submit their Permanent Account Number (PAN) and bank account details to the Company / R&T Agent, if not registered with the Company as mandated by SEBI
 - ii) are requested to register / update their e-mail address with the Company / R&T Agent for receiving all communications from the Company electronically.
 19. Members holding shares in electronic mode:
 - i) are requested to submit their PAN and bank account details to their respective DPs with whom they are maintaining their demat accounts
 - ii) are requested to register / update their e-mail address with their respective DPs for receiving all communications from the Company electronically
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BHAGAWATI OXYGEN LIMITED

20. Relevant documents referred to in the Notice and the accompanying Statement are open for inspection by Members at the Registered Office of the Company during business hours on all working days, up to the date of the Meeting.
21. In compliance with the provisions of section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Rules, 2015 and Regulation 44 of Securities & Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulation, 2015 the Company is pleased to provide members facility to exercise their right to vote on resolution proposed to be considered at the 46th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services. Necessary arrangements have been made by the Company with National Securities Depository (India) Limited (NSDL) to facilitate remote e-voting. E voting is optional and members shall have the option to vote either through remote e-voting or in person at the general meeting.-

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

- A. 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

Step 2 Cast your vote electronically on NSDL e-voting system

Details on step 1 are mentioned below:

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> 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 will be as per details given below.

Manner of holding shares i.e Demat (NSDL or CDSL) or Physical	Your User ID is:
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*****).
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*****).
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 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' is 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' is 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.
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.

Detail on Step 2 or given below.

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status
3. Select "EVEN" of 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

B. General Guidelines for shareholders:

1. Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter, etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote to the Scrutinizer by e-mail to shawmanoj2003@gmail.com or shawmanoj2003@yahoo.com with a copy marked to evoting@nsdl.co.in
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for members and e-voting user manual for members available at the Downloads sections www.evoting.nsdl.com or contact NSDL at the following toll free no. 1800-222-990 or send a request at evoting@nsdl.co.in
4. The remote e-voting period commences on Monday, 17th September, 2018 (10.00 a.m. IST) and ends on Wednesday,

19th September, 2018 (5.00 p.m. IST). During this period Members of the Company, holding shares either in physical form or in dematerialized form, as on 14th September, 2018, 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.

5. The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on September 14th, 2018.
6. Mr. Manoj Prasad Shaw, Practicing Company Secretary (Membership No. FCS 5517), has been appointed as the Scrutinizer to scrutinize the remote e-voting process in a fair and transparent manner.
7. Facility for voting through polling paper shall be made available at the 46th 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
8. The Scrutinizer shall after conclusion of voting at the general meeting, first count the votes at the meeting, thereafter unblock the votes cast through remote e-voting within stipulated time from the conclusion of the remote e-voting period in the presence of at least two witnesses not in the employment of the Company and make not later than 48 hours of conclusion of the meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the chairman of the meeting who will counter sign the same and declare the results of voting forthwith
9. 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.
10. Members of the Company holding shares either in physical form or in dematerialized form, as on 14th September, 2018 may opt for remote e-voting or voting at the AGM through polling paper.
11. The result declared along with the **Scrutinizer's Report** shall be placed on the Company's website www.globalbol.com and on the website of NSDL www.evoting.nsdl.com immediately on declaration of result by the chairman and communicate to Bombay Stock Exchange (BSE) where the shares of the Company are listed.

ANNEXURE TO NOTICE:

Explanatory statement pursuant to Section 102 of the Companies Act, 2013.

ITEM NO.4

Shri Suresh Kumar, who was appointed as a Chairman (Executive), (being the Whole Time Director) by the Members to hold office upto 31st December 2018 will attain age of 70 years on 21st October 2018 and hence continuation of his employment whole Time Director requires approval of members by way of a Special Resolution.

Section 196(3) of the Companies Act, 2013, inter alia provides that no Company shall continue the employment of a person who has attained the age of 70 years, as Managing Director, Whole Time Director or Manager unless it is approved by the member by passing a Special Resolution

Further the Company and Sri Suresh Kumar Sharma mutually decided to terminate the agreement of his appointment prematurely. Keeping in view that Sri Suresh Kumar Sharma has rich and varied experience in the industry and has been involved in the operations of the Company over a long period of time, it would be in the interest of the Company to continue the employment of Shri Suresh Kumar Sharma as Whole Time Director

Pursuant to the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company passed a resolution on 28th June, 2018 approving re-appointment of Sri Suresh Kumar Sharma, as Chairman (Executive),

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(being the Whole Time Director) of the Company for a further period of 5 (five) years w.e.f. 01st July, 2018. This is subject to the approval of the shareholders at this Annual General Meeting

This explanatory statement may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Companies Act 2013

The details of remuneration payable to Shri Suresh Kumar Sharma and the terms and conditions of the re-appointment are given below

- 1) **SALARY** Rs. 70,000/- p.m. and subject to periodical increments as may be approved by Remuneration Committee from time to time within the limits prescribed under Schedule V of the Companies Act 2013 or any statutory modification thereof.
- 2) **PERQUISITES** In addition to the aforesaid Salary the following perquisites will be allowed which will be restricted to an amount so that the total of salary and perks shall not exceed Rs 24,00,000/- per annum.
 - i) **Housing** House Rent Allowance
 - (a) The expenditure incurred by the Company on hiring unfurnished accommodation for the Chairman (Executive) shall be subject to a ceiling of 60% of the salary
 - (b) In case the accommodation is owned by the Company, 10% of the salary of the Chairman (Executive) shall be deducted by the Company
 - (c) In case no accommodation is provided by the Company, the Chairman (Executive) shall be entitled to House Rent Allowance subject to a ceiling of 60% of the salary.
 - (d) The expenditure which may be incurred by the Company on Gas, Electricity, Water, Furnishings, Repairs, and other expenses for maintaining in full the accommodation occupied by the Chairman (Executive) restricted to 30% of the annual salary
 - ii) **Medical Reimbursement / Medical Insurance Policy/ P.A Policy**
Expenses incurred for the Chairman (Executive) and his family in accordance with the rules of the Company.
 - iii) **Leave Travel Concession**
For the Chairman (Executive) and his family to and fro to any place once in a year in accordance with the rules specified by the Company
 - iv) **Club Fees**
Fees and subscription of maximum two clubs. This will not include admission and life membership fees.
 - v) **Company's contribution towards Provident Fund / Super Annuity Fund or Annuity Fund**
As per rules of the Company but to the extent these either singly or put together to the extent not taxable under the Income Tax Act 1961
 - vi) **Gratuity**
In accordance with the provisions of the approved fund but shall not exceed half month's salary for each completed year of service
 - vii) **Leave on full pay and allowances as per rules of the Company but not exceeding one month's leave for every completed year of service** subject to the condition that leave accumulated but not availed of will not be allowed to be encashed
 - viii) **Use of Company's car with driver for business of the Company**
 - ix) **Telephone at residence for business of the Company**