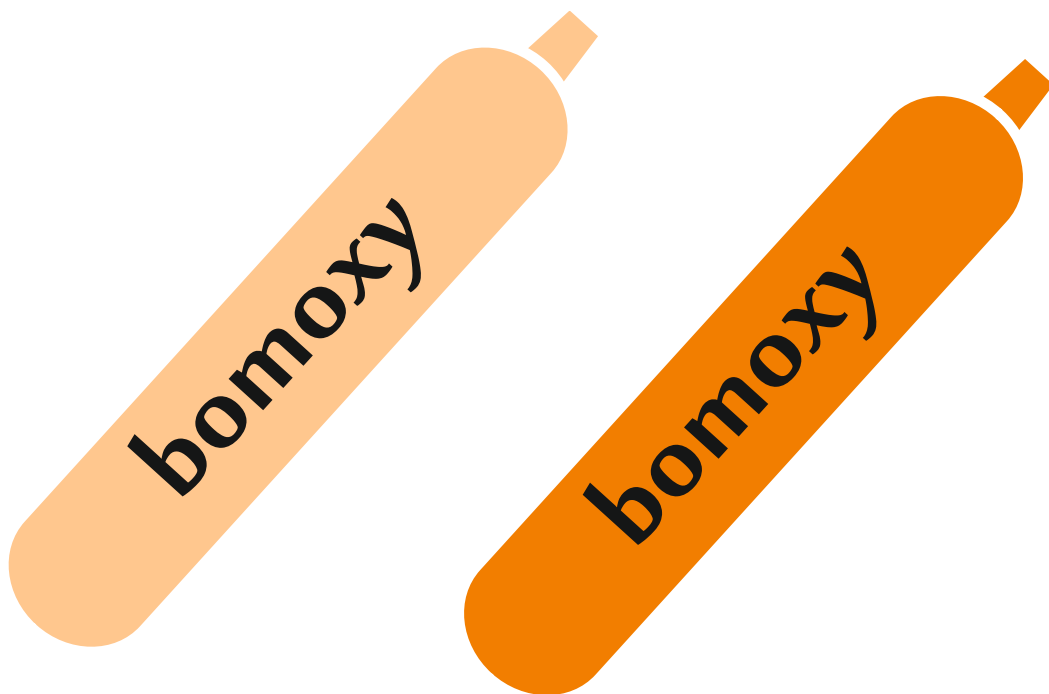


Bombay Oxygen Investments Ltd.



Annual Report & Accounts - 2019-2020

Bombay Oxygen Investments Ltd.

(Formerly known as Bombay Oxygen Corporation Ltd.)

Corporate Identity Number – L65100MH1960PLC011835

DIRECTORS :

MR. SHYAM M. RUIA, CHAIRMAN	- DIN 00094600
MR. MOHAN BIR SINGH	- DIN 00192554
MR. NIRMAL P. JHUNJHUNWALA	- DIN 00192810
MRS. ARUNA K. KANORIA	- DIN 01269673
MR. DEEPAK C. VAIDYA (w.e.f. 07.02.2020)	- DIN 00337276
MS. HEMA RENGANATHAN WHOLE-TIME DIRECTOR (w.e.f. 07.02.2020)	- DIN 08684881

KEY MANAGERIAL PERSONNEL :

MS. HEMA RENGANATHAN (up to 06.02.2020)	MANAGER
MR. BHUPESH P. MEHTA	CHIEF FINANCIAL OFFICER
MS. SANGEETA S. NAVALKAR (w.e.f. 20.05.2019)	SECRETARY

AUDITORS :

S G C O & Co. LLP

A, Kaledonia – HDIL, 2nd Floor, Sahar Road,
Near Andheri Station,
Andheri (East), Mumbai – 400 069.

BANKERS :

CANARA BANK
BANK OF MAHARASHTRA
HDFC BANK LTD.

REGISTRAR AND TRANSFER AGENT :

M/S. TSR Darashaw Consultants Private Limited
(Formerly known as TSR Darashaw Limited)
6-10 Haji Moosa Patrawala Industrial Estate,
20, Dr. E. Moses Road, Mahalaxmi,
Mumbai – 400 011.
Tel. No.: + 91 22 66568484
Fax No.: + 91 22 66568494
Website.: www.tsrdarashaw.com

SOLICITORS :

KANGA & CO.

REGISTERED OFFICE :

22/B, Mittal Tower,
210, Nariman Point,
Mumbai – 400 021.

Bombay Oxygen Investments Ltd.

(Formerly known as Bombay Oxygen Corporation Ltd.)

NOTICE

NOTICE is hereby given that the 59th ANNUAL GENERAL MEETING of BOMBAY OXYGEN INVESTMENTS LIMITED (Formerly Known as Bombay Oxygen Corporation Limited) (CIN L65100MH1960PLC011835) will be held on Friday, 4th September, 2020 at 12.00 P.M. through Video Conferencing (VC)/ Other Audio Visual Means (OAVM) to transact the following business :

ORDINARY BUSINESS :

1. To receive, consider and adopt the audited Financial Statements for the year ended 31st March, 2020, together with the reports of Directors' and Auditors' thereon.
2. To declare a dividend on the Equity Shares.
3. To appoint a Director in place of Mr. Shyam M. Ruia (DIN 00094600), who retires by rotation and being eligible offers himself for re-appointment.
4. To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution :

"RESOLVED THAT pursuant to the provisions of Sections 139 to 142 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, M/s. S G C O & Co. LLP, Chartered Accountants, (Firm Registration no. 112081W/ W100184) who retires and have offered themselves for re-appointment and have confirmed their eligibility to be appointed as Auditors, in terms of the provisions of Section 141 of the Companies Act, 2013 and the Rules, be and are hereby reappointed as Statutory Auditors of the Company, to hold office for a period of two years from the conclusion of this Annual General Meeting until the conclusion of the 61st Annual General Meeting of the Company on such remuneration as agreed upon by the Board of Directors and the Auditors."

"RESOLVED FURTHER THAT Mr. Nirmal P. Jhunjhunwala, Director of the Company and/or Ms. Sangeeta S. Navalkar, Company Secretary be and are hereby severally authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

SPECIAL BUSINESS :

5. To consider and, if thought fit, to pass the following resolution as a Special Resolution :

"RESOLVED THAT pursuant to Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, and the applicable provisions of the Companies Act, 2013 and relevant Rules framed thereunder (including any statutory modification(s) / amendment(s) / re-enactment(s) thereto), approval of the Members be and is hereby accorded to the continuation of directorship of Mr. Shyam M. Ruia, Director (DIN: 00094600), attaining the age of 75 years, as a Non-Executive Non-Independent Director of the Company, liable to retire by rotation."

"RESOLVED FURTHER THAT Mr. Nirmal P. Jhunjhunwala, Director of the Company and/or Ms. Sangeeta S. Navalkar, Company Secretary be and are hereby severally authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

By Order of the Board of Directors,

Sangeeta S. Navalkar
Company Secretary
Membership No.: A47116

Registered Office :

22/B, Mittal Tower,
210, Nariman Point,
Mumbai – 400 021.

Mumbai, 31st July, 2020

Bombay Oxygen Investments Ltd.

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NOTES:

1. The relevant explanatory statement for item no. 5 as required under section 102(1) of the Companies Act, 2013 is annexed herewith.
2. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs has vide its circular dated 5th May, 2020 read with circulars dated 8th April, 2020 and 13th April, 2020 (collectively referred to as "MCA Circulars") permitted the holding of the Annual General Meeting ("AGM") through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and MCA Circulars, the AGM of the Company is being held through VC / OAVM. Participation of members through VC / OAVM will be reckoned for the purpose of quorum for the AGM as per Section 103 of the Companies Act, 2013.
3. In compliance with the MCA Circulars and SEBI Circular, Notice of the AGM along with the Annual Report is being sent only through electronic mode to those Members whose email addresses are registered with the Company or Registrar & Transfer Agent, TSR Darashaw Consultants Private Limited ("TSR") and Depositories. Members may note that the Notice and Annual Report will also be available on the Company's website www.bomox.com, website of the BSE Limited and on the website of NSDL <https://www.evoting.nsdl.com>.
4. Since the physical attendance of Members has been dispensed with, the facility for appointment of proxies by the Members will not be available for this AGM and hence the Attendance Slip, Route Map and Proxy Form are not annexed to this Notice.
5. Facility of joining the AGM through VC / OAVM shall open 15 minutes before the time scheduled for the AGM and will be available for Members on first come first served basis.
6. Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company on or before 28th August, 2020 through email on bomox@mtnl.net.in. The same will be replied by the Company suitably.
7. The Dividend, if sanctioned, will be made payable at HDFC Bank Limited, Fort, Mumbai - 400 023 or at any of its specified branches in India on or after 9th September, 2020 to those members whose names stand on the Register of Members of the Company as on 28th August, 2020.
8. The Register of Members and Share Transfer Book of the Company will remain closed from 29th August, 2020 to 4th September, 2020. (both days inclusive).
9. Pursuant to the provisions of Section 124(5) of the Companies Act, 2013, dividends for the financial year ended 31st March, 2013 and thereafter, which remain unpaid or unclaimed for a period of 7 years from the respective dates of transfer to the unpaid dividend account of the Company are due for transfer to the Investor Education & Protection Fund (IEPF) on the proposed dates given in the table below :

Dividend Year	Date of Declaration	Proposed date for transfer to IEPF*
2012-13	02-08-2013	01-09-2020
2014-15	14-08-2015	13-09-2022
2015-16	20-06-2016	20-07-2023
2016-17	10-07-2017	09-08-2024
2017-18	13-08-2018	12-09-2025
2018-19	26-08-2019	25-09-2026

*Indicative dates; actual dates may vary.

The shareholders who have not still en-cashed the dividend warrants for the above years are requested to make their claims to TSR Darashaw Consultants Private Limited, Registrar and Share Transfer Agent.

Pursuant to the provisions of Section 124(6) of the Companies Act, 2013 read with Investor Education and Protection Fund (IEPF) Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("the Rules"), as amended from time to time, the Company is required to transfer all shares in respect of which dividend has not been paid or claimed for a period of seven consecutive years to the Demat Account of the IEPF Authority.

In compliance with the said Rules, the Company has communicated individually to the concerned shareholders whose shares are liable to be transferred / credited to the Demat Account of the IEPF Authority. The Company has uploaded on the website of the Company www.bomox.com, the details of such shareholders whose shares are to be transferred / credited to the Demat Account of the IEPF Authority.

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Shareholders may note that both, the unclaimed dividend amount transferred to IEPF and the shares transferred to the Demat Account of the IEPF Authority including all benefits accruing on such shares, if any, can be claimed back by the shareholders from the IEPF Authority after following the procedure prescribed in the Rules.

10. In compliance with the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of the Listing Regulations and MCA Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as e-voting during the AGM will be provided by NSDL.
11. The remote e-voting period commences on 1st September, 2020 (9:00 am) and ends on 3rd September, 2020 (5:00 pm). During this period, Members holding shares either in physical form or in dematerialized form, as on the cut-off date of 28th August, 2020, may cast their vote electronically. The remote e-voting module shall be disabled by NSDL for voting thereafter. Those Members, who will be present in the AGM through VC / OAVM facility and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM.
12. The Board of Directors has appointed Mr. Sanjay R. Dholakia, Practicing Company Secretary (Membership No. F 2655) as the Scrutinizer to scrutinize the voting during the AGM and remote e-voting process in a fair and transparent manner.
13. The Members who have cast their vote by remote e-voting prior to the AGM may also attend/ participate in the AGM through VC / OAVM but shall not be entitled to cast their vote again.
14. Any person, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@nsdl.co.in. However, if he/she is already registered with NSDL for remote e-voting then he/she can use his/her existing User ID and password for casting the vote.
15. **Instructions for attending the AGM through VC/ OAVM and e-voting (before and during the AGM) are given below :**

A. INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/ OAVM :

1. Members will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access the same at <https://www.evoting.nsdl.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Members who would like to express their views or ask questions at the meeting may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number at bomoxy@mtnl.net.in on or before 28th August, 2020. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM.
6. Members who need assistance before or during the AGM can contact NSDL on evoting@nsdl.co.in/ 1800-222-990 or contact Mr. Amit Vishal, Senior Manager – NSDL at amitv@nsdl.co.in/ 022-24994360.

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B. INSTRUCTIONS FOR E-VOTING BEFORE/ DURING THE AGM :

I. INSTRUCTIONS FOR REMOTE E-VOTING BEFORE THE AGM ARE 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' is communicated to you on your email ID. Trace the email sent to you from NSDL in 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, please follow steps mentioned below in process for those shareholders whose email ids are not registered.

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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 One-Time Password (OTP) 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 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.

II. INSTRUCTIONS FOR REMOTE E-VOTING DURING THE AGM ARE AS UNDER :

1. The procedure for e-Voting during the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting during the AGM shall be the same person mentioned for Remote e-voting.

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Process for updation of bank account mandate for receipt of dividend :

Physical Holding	<p>Send hard copies of the following details/documents at the address of TSR latest by 28th August, 2020 :</p> <ul style="list-style-type: none">a) A signed request letter mentioning your Name, Folio Number, complete address and following details relating to the Bank Account in which the dividend is to be received :<ul style="list-style-type: none">i. Name and Branch of Bank and Bank Account type;ii. Bank Account Number and type allotted by your bank after implementation Core Banking Solutions; andiii. 11 digits IFSC Codeb) A cancelled cheque in original bearing the name of the Member or the first holder, in case the shares are held jointly;c) Self-attested copy of the PAN Card; andd) Self-attested copy of any document (such as Aadhaar Card, Driving License, Election Identity Card, Passport) in support of the address of the Member as registered with the Company.
Demat Holding	<p>Member holding Shares in the demat form are requested to update their Bank Account details with their respective Depository Participants.</p>

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of email ids for e-voting for the resolutions set out in this notice :

1. In case the shares are held in physical mode, please send a duly signed request letter to the Registrar & Transfer Agent, TSR Darashaw Consultants Private Limited by providing Folio No. and Name of the Shareholder along with self-attested copy of PAN card and AADHAAR card.
 2. In case the shares are held in demat mode, please register/update your e-mail address with the respective Depository participant.
16. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and make, not later than 48 hours of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him, who shall countersign the same.
17. The result declared along with the Scrutinizer's Report shall be placed on the website of the Company www.bomoxy.com and on the website of NSDL <https://www.evoting.nsdl.com> immediately. The Company shall simultaneously forward the results to the BSE Limited, Mumbai.

General Guidelines for shareholders :

1. Institutional/ Corporate 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 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 <https://www.evoting.nsdl.com> to reset the password.

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(Formerly known as Bombay Oxygen Corporation Ltd.)

3. In case of any queries relating to e-voting, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of <https://www.evoting.nsdl.com> or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in.

By Order of the Board of Directors,

Sangeeta S. Navalkar
Company Secretary
Membership No.: A47116

Registered Office :

22/B, Mittal Tower,
210, Nariman Point,
Mumbai – 400 021.

Mumbai, 31st July, 2020

ANNEXURE I TO THE NOTICE

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS

PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 (THE ACT)

Item No. 5

Mr. Shyam M. Ruia

Mr. Shyam M. Ruia, aged 74 years, is a Chairman and Non-Executive Non-Independent Director of the Company and is liable to retire by rotation. Mr. Shyam M. Ruia has been a Director of the Company since 9th August, 1968. He holds an M.A (Cantab) and has experience in business finance & administration.

Mr. Shyam M. Ruia would be attaining the age of 75 years on 9th September, 2020. In view of Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements), (Amendment) Regulations, 2018, for the continuation of Mr. Shyam M. Ruia as a Non-Executive Director beyond 9th September, 2020, consent of the Members would be required by way of a Special Resolution. It is in the interest of the Company to continue to avail his valuable expertise and immense contribution in the growth of the Company.

The Board of Directors recommends the Special Resolution for the approval of the Members.

Except Mr. Shyam M. Ruia, none of the Directors, Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the Resolution.

By Order of the Board of Directors,

Sangeeta S. Navalkar
Company Secretary
Membership No.: A47116

Registered Office :

22/B, Mittal Tower,
210, Nariman Point,
Mumbai – 400 021.

Mumbai, 31st July, 2020