

BHAGAWATI OXYGEN LIMITED

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

NOTICE

TO THE MEMBERS

Notice is hereby given that the 51st Annual General Meeting of BHAGAWATI OXYGEN LIMITED will be held on Wednesday, 27th September, 2023 at 01:00 P.M. 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 Audited Financial Statements of the Company for the financial year ended March 31, 2023, together with the Report of the Directors and Auditors thereon
2. To appoint a Director in place of Mr. Suresh Kumar Sharma (DIN: 00041150) who retires by rotation at this Annual General Meeting and being eligible offers himself for re-appointment.

SPECIAL BUSINESS:

SPECIAL RESOLUTION

3. REAPPOINTMENT OF MR. SURESH KUMAR SHARMA AS THE WHOLE-TIME DIRECTOR

To consider the reappointment of Mr. Suresh Kumar Sharma (DIN: 00041150) as the Whole-time Director on the Board of the Company and if thought fit, pass the following resolutions as **Special Resolutions**, with or without modification(s):

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198, 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 and rules made thereunder and applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), read with

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the Articles of Association of the Company and subject to such other approvals as may be necessary and pursuant to the recommendation of the Nomination & Remuneration Committee and that of the Board of Directors, consent of the Members of the Company be and is hereby accorded for the re-appointment, including payment of remuneration to, Mr. Suresh Kumar Sharma (DIN: 00041150), as a Whole-time Director of the Company for a further period of five years with effect from July 01, 2023 on the terms and conditions, set out in the Statement annexed to the Notice convening this meeting and also contained in a letter to be issued to Mr. Sharma as per the draft placed before the Meeting and initialled by the Company Secretary for the purpose of identification."

"RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) be and is hereby authorized to do all such acts, deeds and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in respect of the aforesaid re-appointment including to alter, vary, amend or revise the remuneration or other terms and conditions as specified above from time to time to the extent the Board may deem appropriate in accordance with the provisions of Section 197 of the Act read with Schedule V thereto (including any statutory modification(s) for reenactment thereof from the time being in force) without being required to seek any further consent or approval of the Members of the Company, or otherwise to the end and intent that they shall be deemed to have given their approval thereto."

SPECIAL RESOLUTION

4. REAPPOINTMENT OF MR. HIMANSHU SHARMA AS THE MANAGING DIRECTOR

To consider the reappointment of Mr. Himanshu Sharma (DIN: 00041181) as the Managing Director on the Board of the Company and if thought fit, pass the following resolution as a **Special Resolution**, with or without modification(s):

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 and rules made thereunder and applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), read with

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the Articles of Association of the Company and subject to such other approvals as may be necessary and pursuant to the recommendation of the Nomination & Remuneration Committee and that of the Board of Directors, consent of the Members of the Company be and is hereby accorded for the re-appointment, including payment of remuneration to, Mr. Himanshu Sharma (DIN: 00041181), as the Managing Director of the Company for a further period of five years with effect from July 01, 2023 on the terms and conditions, set out in the Statement annexed to the Notice convening this meeting and also contained in a letter to be issued to Mr. Sharma as per the draft placed before the Meeting and initialled by the Company Secretary for the purpose of identification."

"RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) be and is hereby authorized to do all such acts, deeds and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in respect of the aforesaid re-appointment including to alter, vary, amend or revise the remuneration or other terms and conditions as specified above from time to time to the extent the Board may deem appropriate in accordance with the provisions of Section 197 of the Act read with Schedule V thereto (including any statutory modification(s) for reenactment thereof from the time being in force) without being required to seek any further consent or approval of the Members of the Company, or otherwise to the end and intent that they shall be deemed to have given their approval thereto."

ORDINARY RESOLUTION

5. APPOINTMENT OF MR. SANJAY KUMAR RAI AS AN INDEPENDENT DIRECTOR

To consider the appointment of Mr. Sanjay Kumar Rai (DIN: 01587531) as a Non-Executive Independent Director on the Board of the Company and if thought fit, pass the following resolution as an **Ordinary Resolution**, with or without modification(s):

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions, if any, of the Companies Act, 2013 (Act), read together with the provisions of the Rules framed there under and read with Schedule IV to the Act as amended from time to time and further read with all circulars, notifications, provisions of the Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015,

Our New Email-Id:
bolkol@globalbol.com

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E-mail :

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and other provisions of law, as applicable for the time being, Mr. Sanjay Kumar Rai (DIN: 01587531), who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, and whose office shall not be liable to retire by rotation, be and is hereby appointed as a Non-Executive Independent Director of the Company to hold office for 5 (Five) consecutive years, with immediate effect, for a term up to 26th September, 2028."

By the Order of the Board
BHAGAWATI OXYGEN LIMITED

RITU DAMANI
COMPANY SECRETARY
ACS: 35435

Date: 30.05.2023
Place: Kolkata

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 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.
2. Attendance slip, proxy form and the route map of the venue of the Meeting are annexed hereto.
3. 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.

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4. 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, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
5. As Amended by SEBI (Listing Obligations and Disclosure Requirements) (Fourth Amendment) Regulations, 2018 dated June 08, 2018, members holding shares in physical form are mandatorily required to dematerialize their holding in order to eliminate all risks associated with physical shares. Members can contact Skyline Financial Services Pvt. Ltd for further assistance.
6. 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.
7. Messrs Skyline Financial Services Pvt. Ltd has been appointed as Registrars and Share Transfer Agents for both physical and dematerialized shares of the Company.
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. The Register of Members and Share Transfer Books of the Company will be closed from, Thursday, 21st September, 2023 to Wednesday, 27th September, 2023 (both days inclusive) for the purpose of Annual General Meeting.
10. 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
11. 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

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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.

12. 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.
13. 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.
14. 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.
15. 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 20th September, 2022 (date of last Annual General Meeting) and the Company has declared the same with the Ministry of Corporate Affairs website.
16. Pursuant to the relaxations provided vide general circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 05.01.2023, issued by the Securities and Exchange Board of India (SEBI), from Regulation 36(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR Regulations") which requires sending hard copy of annual report containing salient features of all the documents prescribed in Section 136 of the Companies Act, 2013 to the shareholders who have not registered their email addresses, the Annual Report of the Company for the financial year 2022-23, including the

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notice of the 51st Annual General Meeting (AGM) and instruction for e-voting along with proxy form and attendance slip are being sent by electronic mode to the members whose email-id is registered with the Company/ Depository Participant unless a member has requested for a physical copy of the document. The notice of the AGM published by advertisement in terms of Regulation 47 of LODR Regulations, contains a link to the annual report, so as to enable shareholders to have access to the full annual report.

17. Members may also note that the notice of the 51st AGM and Annual Report 2022-23 will be available on the Company's website <https://www.globalbol.com/>
18. The 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 the PAN details 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's Registrar and Share Transfer Agents.
19. Additional Information, Pursuant to Regulation 36 of the listing Regulation, in respect of the Director seeking appointment/re-appointment at the AGM, forms part of the Notice.
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 case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
22. 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 51st 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)

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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:-

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode





In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none">Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at

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	<p>https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3. 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. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <p>  App Store  Google Play </p> <div style="display: flex; justify-content: space-around;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<p>1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi.</p> <p>2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at</p>

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	<p>https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43

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B) Login Method for e-Voting shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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 ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP 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. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing

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password to login and cast your vote.
<p>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.</p> <p>c) How to retrieve your ‘initial password’?</p> <p>(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’.</p> <p>(ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.</p>
<p>6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:</p> <p>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.</p> <p>b) Physical User Reset Password?” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.</p> <p>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 etc.</p> <p>d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.</p>
<p>7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.</p>
<p>8. Now, you will have to click on “Login” button.</p>
<p>9. After you click on the “Login” button, Home page of e-Voting will open.</p>

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Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period Now you are ready for e-Voting as the Voting page opens.
3. 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.
4. Upon confirmation, the message “Vote cast successfully” will be displayed.
5. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
6. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

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 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 the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to (Name of NSDL Official) at evoting@nsdl.co.in

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to (Company email id).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to (Company email id). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

OTHER INSTRUCTIONS:

1. The remote e-voting period commences on Sunday, 24th September, 2023 (10.00 a.m. IST) and ends on Tuesday, 26th September, 2023 (5.00 p.m. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on Wednesday, 20th September, 2023, may cast their vote electronically. The remote e-voting module shall be disabled by NSDL for voting thereafter. The facility for voting during the AGM will also be made available. Members present in the AGM through VC/OAVM and who 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 the e-voting system during the AGM.

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2. The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on Wednesday, 20th September, 2023.
3. The Members who have cast their vote by remote-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.
4. 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.
5. 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.
6. 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.
7. Members of the Company holding shares either in physical form or in dematerialized form, as on Wednesday, 20th September, 2023, may opt for remote e-voting or voting at the AGM.
8. 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.

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EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The following explanatory Statement pursuant to provisions of Section 102 of the Companies Act, 2013 (including any statutory modification(s) thereto or re-enactment(s) thereof for the time being in force), sets out all material facts relating to the business items of the accompanying Notice.

SPECIAL BUSINESS:

ITEM NO. 3

Mr. Suresh Kumar Sharma was reappointed as the Whole Time Director (Executive Chairman) by the Members at the 46th Annual General Meeting of the Company for a period of 5 years with effect from 01st July, 2018. His term of 5 years has expired and he shall attain the age of 75 years on 21st October, 2023. Hence the Company seeks the approval of its members by way of a Special Resolution for his reappointment as the Whole Time Director of the Company for a further period of 5 years with effect from 01st July 2023.

Keeping in view that Mr. Suresh Kumar Sharma has a rich and a 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 his employment in the Company as the Whole Time Director. His brief profile is given in the table below.

The Nomination and Remuneration Committee of the Board of Directors of the Company recommends the re-appointment of Mr. Suresh Kumar Sharma, as the Whole Time Director (Executive Chairman) of the Company for a further period of 5 years w.e.f. 01st July, 2023. Further, the Nomination and Remuneration Committee and Board of Directors at their respective meetings held on May 30, 2023 have considered this proposal and recommended/ approved the remuneration payable to Mr. Suresh Kumar Sharma, subject to the approval of Members by way of Special Resolution.

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

His proposed re-appointment as a Whole-time Director will be subject to his re-appointment as a Director of the Company under Item No 2 of the Notice.

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

BHAGAWATI OXYGEN LIMITED

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1) **SALARY:** Rs. 70,000/- p.m. and subject to periodical increments as may be approved by Nomination and 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 Annuation 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.

x) **Reimbursement of all entertainment and travelling expenses** actually incurred by the Chairman (Executive) for the business of the Company.

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The items stated in v, vi, vii, viii, ix and x shall not be considered as perquisites.

3) In the event of loss or inadequacy of profits in any financial year during the aforesaid period the Company will pay the Chairman (Executive) the same remuneration as mentioned herein above.

4) The Board of Directors be and is hereby specifically authorized to alter and vary the terms and conditions of the aforesaid appointment including remuneration of Mr. Suresh Kumar Sharma so as not to exceed the limits specified in Schedule V to the Companies Act, 2013 including any statutory modification or re-enactment thereof, for the time being in force or any amendment and/or modification that may hereafter be made thereto by the Central Government in that behalf from time to time, or any amendment thereto as may be agreed to between the Board and Mr. Suresh Kumar Sharma.

5) Mr. Suresh Kumar Sharma agreed to devote his best attention to the business of the Company and to further safeguard the interest of the Company, including security of its trade secrets and the processes etc. and to make known and available exclusively to the Company any invention, discovery or design of theirs.

6) The terms and conditions of the said appointment and/or agreement may be altered or varied from time to time mutually by the Company and the Chairman (being Whole-Time Director) subject to the provisions of the Companies Act, 2013 or any amendment thereof and with the approval of the Shareholders and/or Central Government, whenever required.

7) This agreement shall be subject to approval of the Shareholders of the Company at a general meeting.

Mr. Suresh Kumar Sharma may be deemed to be concerned or interested in the Resolutions appearing in item no.3 of this Notice. None other Director or Key Managerial Personnel of the Company or their relative is concerned or interested therein.

ITEM NO. 4

Mr. Himanshu Sharma was reappointed as the Managing Director by the Members at the 46th Annual General Meeting of the Company for a period of 5 years with effect from 01st July, 2018. His term of 5 years has expired and hence the Company seeks the approval of its members by way of a Special Resolution for his reappointment as the Managing Director of the Company for a further period of 5 years with effect from 01st July 2023.

Keeping in view that Mr. Himanshu Sharma has a rich and a 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 Mr. Himanshu Sharma as the Managing Director of the Company. His brief profile is given in the table below.

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The Nomination and Remuneration Committee of the Board of Directors of the Company recommends the re-appointment of Mr. Himanshu Sharma, as the Managing Director of the Company for a further period of 5 years w.e.f. 01st July, 2023.

Further, the Nomination and Remuneration Committee and Board of Directors at their respective meetings held on May 30, 2023 have considered this proposal and recommended/ approved the remuneration payable to Mr. Himanshu Sharma, subject to the approval of Members by way of Special Resolution.

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 Mr. Himanshu Sharma and the terms and conditions of the re-appointment are given below:

1) **SALARY:** Rs. 300,000/- p.m. and subject to periodical increments as may be approved by Nomination and 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.48,00,000/- per annum.

i) **Housing / House Rent Allowance:**

(a) The expenditure incurred by the Company on hiring unfurnished accommodation for the Managing Director 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 Managing Director shall be deducted by the Company.

(c) In case no accommodation is provided by the Company, the Managing Director 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 Managing Director restricted to 30% of the annual salary.

ii) **Medical Reimbursement / Medical Insurance Policy/ P.A Policy :** Expenses incurred for the Mg. Director and his family in accordance with the rules of the Company.

iii) **Leave Travel Concession :** For the Managing Director 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.

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v) Company's contribution towards Provident Fund / Super Annuation 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.

x) Reimbursement of all entertainment and traveling expenses actually incurred by the Managing Director for the business of the Company.

The items stated in v, vi, vii, viii, ix and x shall not be considered as perquisites.

3) In the event of loss or inadequacy of profits in any financial year during the aforesaid period the Company will pay the Managing Director the same remuneration as mentioned herein above.

4) The Board of Directors be and is hereby specifically authorized to alter and vary the terms and conditions of the aforesaid appointment including remuneration of Mr. Himanshu Sharma so as not to exceed the limits specified in Schedule V to the Companies Act, 2013 including any statutory modification or re-enactment thereof, for the time being in force or any amendment and/or modification that may hereafter be made thereto by the Central Government in that behalf from time to time, or any amendment thereto as may be agreed to between the Board and Mr. Himanshu Sharma.

5) Mr. Himanshu Sharma agreed to devote his best attention to the business of the Company and to further safeguard the interest of the Company, including security of its trade secrets and the processes etc. and to make known and available exclusively to the Company any invention, discovery or design of theirs.

6) The terms and conditions of the said appointment and/or agreement may be altered or varied from time to time mutually by the Company and the Managing Director subject to the provisions of the Companies Act, 2013 or any amendment thereof and with the approval of the Shareholders and/or Central Government, whenever required.

7) This agreement shall be subject to approval of the Shareholders of the Company at a general meeting."

Mr. Himanshu Sharma may be deemed to be concerned or interested in the Resolutions appearing in item no.3 of this Notice. None other Director or Key Managerial Personnel of the Company or their relative is concerned or interested therein.

Our New Email-Id:
bolkol@globalbol.com

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जय श्री माँ

Phone : + 91 - 33 - 2229-5472 / 8005 / 6257
Fax : + 91 - 33 - 2217-2990
E-mail :

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ITEM NO: 5

The Company has received from Mr. Sanjay Kumar Rai (DIN: 01587531) (i) consent in writing to act as a director in Form DIR- 2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014, (ii) Intimation in Form DIR 8 in terms of Companies (Appointment & Qualification of Directors) Rules 2014, to the effect that he is not disqualified under sub section (2) of Section 164 of the Companies Act, 2013 and (iii) a declaration to the effect that he meets the criteria of independence as provided in sub section 6 of Section 149 of the Companies Act, 2013. Further, he is registered with the Independent Directors' Databank as required under the Companies Act, 2013, and the rules made there under. The resolution seeks the approval of members for the appointment of Mr. Sanjay Kumar Rai (DIN: 01587531) as a non-executive Independent Director of the Company up to 26th September, 2028, pursuant to section 149 and other applicable provisions of the Companies Act, 2013 and the Rules made there under. He is not liable to retire by rotation. His brief profile is given in the table below.

The Board of Directors in recommendation with its Nomination and Remuneration Committee, recommends the approval of the ordinary resolution.

None of the Directors and the Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise, in the resolution set out at Item No. 3.

By the Order of the Board
BHAGAWATI OXYGEN LIMITED

Date: 30.05.2023

Place: Kolkata

RITU DAMANI
COMPANY SECRETARY
ACS: 35435

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**ADDITIONAL INFORMATION ON DIRECTORS RECOMMENDED FOR
APPOINTMENT / RE-APPOINTMENT AS REQUIRED UNDER REGULATION 36(3)
OF SEBI (LISTING OBLIGATION AND DISCLOSURE REQUIREMENT)
REGULATIONS, 2015:**

Name of the Director	Mr. Suresh Kumar Sharma (DIN: 00041150)	Mr. Himanshu Sharma (DIN: 00041181)	Mr. Sanjay Kumar Rai (DIN: 01587531)
Date of Birth (Age in years)	21st October, 1948 (about 75 years)	28th October, 1971 (about 52 years)	17th January, 1969 (54 years)
Date of First Appointment	10th July, 1972	26th August, 1996	Not Applicable
Expertise in specific functional area (Experience in years)	Expertise in the field of Finance (Experience of more than 51 Years)	Expertise in the field of manufacturing (Experience of more than 27 years)	Experience of about 25 years in Secretarial, Finance, Legal and Statutory Compliance across Real Estate, Iron & Steel, Hospital & Media Companies
Qualifications	Graduate (BCOM(HONS))	B. Engg	<ul style="list-style-type: none">• Fellow Member of the Institute of Company Secretaries of India (ICSI)• Member of the Indian Institute of Insolvency Professionals of Institute of Chartered Accountants of India (IIIP of ICAI)• Qualified the online proficiency self assessment Test for independent Director conducted by IICA• B.Com. (Hons.) & BA from University of Calcutta• Post Graduate Diploma in Hospital Management• Post Graduate Diploma in Financial Management

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			<ul style="list-style-type: none"> • Post Graduate Diploma in Human Rights • Certification Course in RERA form ICSI. • Certification Course in GST form ICSI
Shareholding in the Company (either personally or on beneficial basis)	267651	72,800	NIL
List of other Companies in which Directorship held	BHAGWATI STEEL PVT LTD	NIL	NIL
Chairman/Member of the Committees of the Board across all Public Companies in which he is a Director	NIL	NIL	NIL
Chairman/Member of the Committees of the Board of the Company	Chairman— NIL Member— NIL (Chairman of the Company)	Chairman and member of the Audit Committee	NIL
Disclosure of relationships between Directors inter-se and other Key Managerial Personnel	Father of Mr. Himanshu Sharma, the Managing Director of the Company and Father-in-law of Mrs. Jaya Sharma, the Director of the Company	Son of Mr. Suresh Kumar Sharma, the Chairman and the Whole-Time Director of the Company and the Husband of Mrs. Jaya Sharma, the Director of the Company	Not Applicable
Terms and conditions of appointment / reappointment	Reappointment pursuant to retirement by rotation and expiry of term as the Whole-time Director	Reappointment pursuant to expiry of term as the Managing Director	Appointment as an independent director of the Company
Remuneration sought to be paid / last drawn	Details as per Annexure-V of the Directors' Report	Details as per Annexure-V of the Directors' Report	Not Applicable
Number of Board Meetings attended during the year	Disclosed in the Directors' Report	Disclosed in the Directors' Report	Not Applicable