



GOVIND POY OXYGEN LIMITED

NOTICE OF THE EXTRA ORDINARY GENERAL MEETING

NOTICE is hereby given that the Extra-Ordinary General Meeting of the members of Govind Poy Oxygen Limited will be held at a shorter notice on Thursday, March 31, 2022 at 11:00 AM at the Registered Office of the Company at Fabrica De Gas Carbonico, N.H. 17, Nuvem, Salcete, Goa - 403604 to transact the following business:

SPECIAL BUSINESS

1. To consider, and if thought fit, to pass with or without modification/s, the following Resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 and the Articles of Association of the Company, the consent of the Members of the Company be and is hereby accorded for the re-appointment of Shri Sanjay Atchut Poy Raiturcar (DIN: 00358326) as Chairman and Managing Director of the Company for a period of Five years with effect from January 01, 2022 to December 31, 2026 on the remuneration and other terms and conditions, details of which are given in Explanatory Statement at Item No. 1 annexed hereto."

"RESOLVED FURTHER THAT the Board of Directors of the Company or any committee thereof be and is hereby authorized to do all such acts, deeds and things as in its absolute discretion it may think necessary, expedient or desirable; to settle any question or doubt that may arise in relation thereto in order to give effect to the foregoing resolution."

2. To consider, and if thought fit, to pass with or without modification/s, the following Resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 180 (1) (c) and other applicable provisions, if any, of the Companies Act, 2013 and relevant rules made thereto including any statutory modifications or re-enactments thereof, the consent of the shareholders of the Company be and is hereby accorded to the Board of Directors to borrow money, as and when required, from, including without limitation, any Bank and/ or other Financial Institution and/ or foreign lender and/ or any body corporate/ entity/ entities and/ or authority/ authorities, either in rupees or in such other foreign currencies as may be permitted by law from time to time, as may be deemed appropriate by the Board for an aggregate amount not exceeding a sum of Rs.10,00,00,000 (Rupees Ten Crores Only), notwithstanding that money so borrowed together with the monies already borrowed by the Company, if any (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid-up share capital of the Company and its free reserves."

"RESOLVED FURTHER THAT pursuant to Section 180(1)(a) and other applicable provisions if any, of the Companies Act, 2013 and relevant rules made thereto including any statutory modifications or re-enactments thereof, consent of the shareholders of the company be and is hereby accorded, to the Board of Directors of the Company to pledge, mortgage, hypothecate and/ or charge all or any part of the moveable or immovable properties of the Company and the whole or part of the undertaking of the Company of every nature and kind whatsoever and/ or creating a floating charge in all or any movable or immovable properties of the Company and the whole of the undertaking of the Company to or in favour of banks, financial institutions, investors and any other lenders to secure the amount borrowed by the Company or any third party from time to time for the due payment of the principal and/ or together with interest, charges, costs, expenses and all other monies payable by the Company or any third party in respect of such borrowings provided that the aggregate indebtedness secured by the assets of the Company does not exceed a sum of Rs.10,00,00,000 (Rupees Ten Crores Only)."

- RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and to execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution."

By Order of the Board of Directors
For GOVIND POY OXYGEN LIMITED


(Rakesh Rupchand Kulkariya)
Company Secretary & Compliance Officer

Place: Nuvem
Date: 09/03/2022

NOTES:

1. A Member entitled to attend and vote at the Extra Ordinary General Meeting (EGM) is entitled to appoint a proxy to attend and vote instead of himself/herself and such proxy need not be a Member of the Company. Proxies, in order to be effective, must be received by the Company not less than 48 hours before the Meeting.
2. A Member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote instead of himself/herself and such proxy need not be a Member of the Company. Proxies, in order to be effective, must be received by the Company not less than 48 hours before the Meeting.

CIN. No.: L40200GA1972PLC000144

Udyog Aadar Memorandum: GA02B0000548^{2/-}

Regd. Office: Fabrica de Gas Carbonico, NH 17, NUVEM, Salcete, Goa, 403 713. India. Tel No.: 0832 - 2791703, 2790653 e-mail: sanoxypoy@gmail.com
Factory / Works: ARLEM, RAIA, Salcete, Goa 403 720. India. Tel. No.: 0832 - 2740321 / 2740322; e-mail: oxypoy@gmail.com
Sales Depot: RS No. 107/3, Shirol (Pulachi), Kolhapur - 416122, Maharashtra State; Tel. No.: 0230-2461390, 2461391; e-mail: poyoxygen@gmail.com



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3. A person can act as a proxy on behalf of Members not exceeding 50 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 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.
4. 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 EGM.
5. Explanatory statement setting out material facts pursuant to Section 102 of the Companies Act, 2013, relating to special business to be transacted at the Extraordinary General Meeting (EGM) is annexed.
6. Pursuant to the provisions of Regulation 26(4) and 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and the Secretarial Standard on General Meetings ('SS-2'), the relevant information in respect of the Directors seeking re-appointment at the EGM is attached as "Annexure A" and forms an integral part of this Notice.
7. Members are requested to notify immediately any change in their addresses to the company at its registered office.
8. Members are requested to intimate to the Company's Registrar and Share Transfer Agents/their Depository Participants:
 - (a) current e-mail ID, so that all notices and other statutory documents can be sent electronically, as a measure of "Green Initiative",
 - (b) nomination facility to be availed, if any.
9. Members are requested to:
 - bring attendance slips and Notice of EGM to the Meeting,
 - bring their Folio Number/DP and Client ID and quote it in all correspondence,
 - avoid being accompanied by non-Members and children.
10. Relevant documents pertaining to business of this Meeting shall be open for inspection at the Registered Office of the Company during normal business hours (9.30 a.m. to 5.00 p.m.) on all working days except Saturdays, Sundays and Public Holidays, up to and including the date of EGM.
11. Notice of EGM is being sent by electronic mode to all Members whose e-mail addresses are registered with the Company/Depository Participant(s). For Members who have not registered their e-mail addresses, physical copy of the Notice is being sent by the permitted mode. Members who require communication in physical form in addition e-communication, or have any other queries, may write to us at sanoxypoy@gmail.com. Notice of EGM is also available on the Company's website <https://govindpoy.com/>. This Notice is also available on the website of National Securities Depositories Limited (CSDL).
12. Your Company has appointed Bigshare Services Pvt. Ltd. ("Bigshare") as the Share Transfer Agent for physical segment. Bigshare also acts as the depository registrar for establishing connectivity with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) for demat segment. Shareholders are requested to send their share transfer and all other requests and complaints to Bigshare Services Pvt. Ltd. at the following address:
Bigshare Services Pvt. Ltd, Unit: Govind Poy Oxygen Limited, 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol Andheri East, Mumbai- 400059, Phone no: 022-62638200, Fax No: 022- 62638299, Email: investor@bigshareonline.com
13. Members holding shares in physical form are requested to consider converting their holding to dematerialized form. Members can contact the Company/RTA for assistance in this regard.
14. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details, mandates, nominations, power of attorney, change of address, change of name, email address, contact numbers, etc., to their DP only. Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and Bigshare Services Pvt. Ltd. to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to our RTA M/s. Bigshare Services Pvt. Ltd.
15. Shareholders may note that in terms of the notification no. SEBI/LAD-NRO/GN/2018/24 dated 8th June, 2018 and SEBI/LAD-NRO/GN/2018/49 dated 30th November, 2018 issued by SEBI, the transfer of securities shall not be processed unless the securities are held in the dematerialized form with effect from 1st April, 2019 except in case of transmission or transposition of securities. However Members can continue to hold shares in physical form.
16. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant of the securities market. Members holding shares in physical form are therefore, requested to submit their PAN details to the secretarial department of the Company at its Registered Office.
17. The Company has appointed Ms. Shilpa K. Dhulapkar, Practicing Company Secretary, to act as the Scrutiniser to scrutinise the voting process in a fair and transparent manner and Ms. Shilpa K. Dhulapkar has communicated her willingness to be appointed and be available for the purpose.

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Udyog Aadar Memorandum: GA02B0000548

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