

NATIONAL OXYGEN LTD

CIN: L24111TN1974PLC006819

REG OFFICE: DOOR NO. S-1,ALSA MALL, NO.4, (OLD NO.149) MONTIETH ROAD, EGMORE,
Chennai, CHENNAI, Tamil Nadu, India, 600008

EMAIL: contact@nolgroup.com

WEBSITE: www.nolgroup.com

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that an Extraordinary General Meeting of the members of NATIONAL OXYGEN LIMITED will be held on Tuesday, 20th day of February, 2024 through video conference or Other Audio Visual Means (OAVM) at 11.30 AM to transact the following business:

Issue of Equity Shares on Preferential basis to Saraf Housing Development Private Limited (the Promoter Group)

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 62 (1) (c), read with Section 42 of the Companies Act, 2013, read with the Companies (Share Capital and Debentures) Rules, 2014, the Companies (Prospectus and Allotment of Securities) Rules, 2014 and any other applicable provisions of the Companies Act, 2013 and the rules made there under and the provisions of Chapter VII of Securities and Exchange of Board of India (Issue of Capital & Disclosure Requirements) Regulations, 2018 as amended from time to time (hereinafter referred to as **“the SEBI ICDR Regulations”**) Securities & Exchange Board of India (Substantial Acquisition of Shares & Takeovers) Regulations, 2011 (**“SEBI Takeover Regulations”**), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the **“Listing Regulations”**), the applicable rules, notifications, guidelines issued by various authorities including but not limited to the Government of India, the Securities and Exchange Board of India (**“SEBI”**), and other competent authorities including relevant Stock Exchanges and subject to the approvals, permissions, sanctions and consents as may be necessary from any regulatory and other appropriate authorities, as applicable, and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals, permissions, sanctions and consents, which may be agreed to by the Board of Directors (hereinafter referred to as the **“Board”**, which term shall be deemed to include any committee which the Board has constituted or may constitute to exercise its powers, including the powers conferred by this resolution), the consent of the Shareholders of the Company be and is hereby accorded and the Board be and is hereby authorized to create, offer, issue and allot **2,40,114 (Two Lakhs**

Forty Thousand one hundred and fourteen only) Equity Shares, having face value of Rs.10/- (Rupees Ten Only) each at a price of Rs. 130 (including premium of Rs. 120/-) (Rupees One Hundred and Thirty Only) aggregating to ₹3,12,14,820/- (Rupees Three Crores Twelve Lakhs Fourteen Thousand Eight hundred and Twenty Only) (“Consideration”) as determined in accordance with the provisions of Chapter V of SEBI (ICDR) Regulations, to Saraf Housing Development Private Limited (Promoter) for cash consideration on a preferential basis (“Preferential Issue”), and on such terms and conditions as may be determined by the Board in accordance with the SEBI ICDR Regulations and other applicable laws;

“RESOLVED FURTHER THAT in accordance with Regulation 71(a) of the ICDR Regulations, the **“Relevant Date”**, for determining the minimum price of the equity shares being allotted to the promoters, on a preferential basis, is 22.01.2024 being the date, which is 30 (Thirty) days prior to the date of passing of special resolution to approve the proposed preferential issue in terms of Section 62(1) (c) of the Act.”

“RESOLVED FURTHER THAT the aforesaid issue of Equity Shares shall be subject to the following terms and conditions:

- a) The pre-preferential shareholding of the proposed allottee to be allotted shall be under lock-in for such period as may be prescribed under Chapter V of the SEBI ICDR Regulations;
- b) The Shares so allotted to the proposed allottees under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI ICDR Regulations except to the extent and in the manner permitted there under;
- c) Allotment of Shares shall only be made in dematerialized form; and
- d) Equity Shares shall be subject to lock-in for such period that may be prescribed under the SEBI ICDR Regulations.

“RESOLVED FURTHER THAT the equity shares to be allotted in terms of this resolution shall rank *pari-passu* with the existing equity shares of the Company in all respects and the same shall be subject to lock-in for such period that may be prescribed under the SEBI (ICDR) Regulations.”

“RESOLVED FURTHER THAT the equity shares to be allotted in terms of this resolution shall be made fully paid up at the time of allotment and shall rank *pari-passu* with the existing equity shares of the Company in all respects and that the Equity Shares so allotted shall be entitled to the dividend declared, if any, including other corporate benefits, if any, for which the book closure or the record date falls subsequent to the allotment of Equity Shares. The issue and allotment of Equity Shares be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company and be listed on where the equity share of the Company are currently listed”.

“RESOLVED FURTHER THAT pursuant to the provisions of the SEBI ICDR Regulations, 2018 the equity shares shall be allotted within a period of fifteen (15) days from the date of passing of this special resolution provided that where the allotment of equity shares is pending on account of pendency of any approvals for such allotment by any regulatory authority or the Central Government, the allotment shall be completed within a period of fifteen (15) days from the date of such approval or such other extended period as may be permitted under the applicable SEBI ICDR Regulations”.

“RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board / Issue and Allotment Committee of the Board be and is hereby authorised on behalf of the Company to take all actions and to do all such acts, deeds, matters and things (including subdelegating its powers to authorised representatives) as it may, in its absolute discretion, deem necessary, proper or desirable for such purpose, including deciding / revising the dates of allotment, deciding and / or finalizing other terms of issue and allotment in consonance with the SEBI ICDR Regulations, listing of the equity shares to be issued and allotted, and to modify, accept and give effect to any modifications to the terms and conditions of the issue as may be required by the statutory, regulatory and other appropriate authorities including but not limited to SEBI, the Government of India, etc. and such other approvals (including approvals of the existing lenders of the Company) and as may be agreed by the Board, and to settle all questions, difficulties or doubts that may arise in the proposed issue, pricing of the issue, allotment and listing of the equity shares, including utilisation of the issue proceeds and to execute all such deeds, documents, writings, agreements, applications, forms in connection with the proposed issue as the Board may in its absolute discretion deems necessary or desirable without being required to seek any further consent or approval of the Shareholders or otherwise with the intent that the Shareholders shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

“RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any other Committee of the Board to give effect to this resolution.”

Date: 29-01-2024

Place: Chennai

**By Order of the Board
For NATIONAL OXYGEN LTD**

Sd/-

MR. RAJESH KUMAR SARAF

**Managing Director
DIN: 00007353**

NOTES:

1. The Ministry of Corporate Affairs (“MCA”) has vide its General Circular No. 14/2020 dated 8th April, 2020; 17/2020 dated 13th April, 2020; 20/2020 dated 5th May, 2020; 02/2021 dated 13th January, 2021; 03/2022 dated 05th May, 2022, 10/2022 dated 28th December, 2022 and any amendment/ modification thereof issued by MCA and read with the Securities and Exchange Board of India (“SEBI”) Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020, Circular no. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021, Circular No. SEBI/HO/CFD/CMD2/ CIR/P/2022/62 dated 13th May, 2022 and Circular No. SEBI/HO/CFD/PoD-2/P/ CIR/2023/4 dated 05th January, 2023 (hereinafter referred to as “Circulars”), and in compliance with the provisions of the Companies Act, 2013 (“Act”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulation, 2015 (“Listing Regulations”) permitted the holding of the EGM through Video Conferencing (VC) or Other Audio Visual Means (OAVM), without the physical presence of the members at a common venue.
2. Accordingly, in compliance with the provisions of the Act read with the Circulars, the EGM of the Company is being held through VC / OAVM only. Further, in accordance with the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India (“ICSI”) read with Guidance/Clarification dated 15th April, 2020 issued by ICSI, the proceedings of the EGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed Venue of the EGM.
3. Since this EGM is being held pursuant to the Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the EGM and hence the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice.
4. In line with the Circulars, the Notice of the EGM of the Company, inter alia, indicating the process and manner of e-voting is being sent by Email, to all the Members whose Email IDs are registered with the Company / Registrar and Share Transfer Agent or with the respective Depository Participant(s) for communication purposes to the Members and to all other persons so entitled and the same will also be available on the website of the Company at www.nolgroup.com, website of the Stock Exchange i.e., BSE Limited at www.bseindia.com
5. The SEBI has mandated the submission of the Permanent Account Number (“PAN”) by every participant in the securities market. Members holding shares in electronic form are, therefore requested to submit their PAN to their Depository Participant(s).

Members holding shares in physical form are requested to submit their PAN details to the Company's share transfer agent, Cameo Corporate Services Limited.

6. Those Members who have already registered their e-mail addresses are requested to keep their e-mail addresses validated with their DP to enable servicing of notices/ documents/ Reports and other communications electronically to their e-mail address in future.
7. Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
8. In compliance with the provisions of Sections 108 and other applicable provisions of the Act, read with Rule 20 of Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Listing Regulations, the Company is offering only e-voting facility to all the Members of the Company and the business will be transacted only through the electronic voting system. The Company has engaged the services of Cameo Corporate Services Limited. For facilitating e-voting to enable the Members to cast their votes electronically as well as for e-voting during the EGM. Resolution(s) passed by Members through e-voting are deemed to have been passed as if they have been passed at the EGM.
9. In terms of the Listing Regulations, securities of listed companies can only be transferred in dematerialized form with effect from 01st April 2019 except in case of transmission or transposition of securities. In view of the above, members holding shares in physical form are advised to dematerialize the shares with their Depository Participant.
10. Members are provided with the facility for voting through Voting system during the VC/OAVM proceedings at the EGM and Members participating at the EGM, who have not already casted their vote by remote e-voting, are eligible to exercise their right to vote at the EGM.
11. Members who have already casted their vote by remote e-voting prior to the EGM will be eligible to participate at the EGM but shall not be entitled to cast their vote again on such resolution(s) for which the Member has already casted the vote through remote e-voting.
12. The Members of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date on Tuesday, 13th February 2024, may cast

their vote by remote e-voting. The remote e-voting period commences on **Saturday, 17th February 2024 at 09:00 A.M. (IST)** and ends on **Monday 19th February 2024 at 05:00 P.M. (IST)**. Once the vote on a resolution is casted by the Member, the Member shall not be allowed to change it subsequently.

Instruction for E-voting.

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(i) The voting period begins on **Saturday, 17th February 2024 at 09:00 A.M.** (IST) and ends on **Monday 19th February 2024 at 05:00 P.M.** During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of on Tuesday, 13th February 2024 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

(iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/**

Type of members	Login Method
Individual Members holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> <li data-bbox="568 58 1421 279">1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsl website www. Cdslindia.com and click on login icon& New System Myeasi Tab. <li data-bbox="568 289 1421 625">2) After successful login the Easi / Easiest user will be able to see the e-voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also link provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. <li data-bbox="568 636 1421 772">3) If the user is not registered for Easi/ Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System MyeasiTab and then click on registration option. <li data-bbox="568 783 1421 1081">4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on 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 able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers

<p>Individual Members holding securities in demat mode with NSDL</p>	<p>1) If you are already registered for NSDL IdeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IdeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting 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 name and you will be re-directed to e-Voting website of CDSL for casting your vote during the remote e-voting period.</p> <p>2) If the user is not registered for IdeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IdeAS “Portal or click at https://eservices.nsd.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.nsd.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 held 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 name and you will be redirected to e-Voting service provider website for casting your vote</p>
<p>Individual Members (holding securities in demat mode) login through their Depository Participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/ CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you 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 name and you will be redirected to e-Voting service provider’s website for casting your vote</p>

websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

(iv) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 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.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Login method for Individual members holding securities in Demat mode CDSL/NSDL is given below:

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

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

Login type	Helpdesk details
Individual Members 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 toll free no. 1800 22 55 33
Individual Members 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

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode

Login method for e-Voting for Physical Shareholders and shareholders other than individual holding Securities in Demat form

- a) The shareholders should Log on to the e-voting website [www. Evotingindia.com](http://www.Evotingindia.com).
- b) Click on “Shareholders / Members”.
- c) Now Enter your applicable User ID/ Login Id, as under:-
- (i) For CDSL: 16 digits beneficiary ID,
 - (ii) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - (iii) For members holding shares in Physical Form: “Folio Number” registered with the Company.
- d) Thereafter enter the Image Verification code as displayed and Click on “Login” tab.
- e) If you are holding shares in demat form and had logged on to www.evotingindia.com and casted your vote earlier for EVSN of any company, then your existing login id and password are to be used.
- f) If you are a first time user, then fill up the following details in the appropriate boxes:

For physical shareholders and other than individual shareholders holding shares in Demat Form	
PAN*	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details or Date of Birth*	Enter the Dividend Bank Details or Date of Birth (dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.
*If both the details are not recorded with the depository or Company, please enter user id / folio number in the Dividend Bank details field as mentioned in instruction (c).	

- g) After entering these details appropriately, click on “SUBMIT” tab.
- h) Members holding shares in physical form will then reach directly to the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- i) For members holding shares in physical form, the details can be used only for e-voting on the Resolutions contained in this Notice.
- j) Now select the relevant Electronic Voting Sequence Number (EVSN) of “National Oxygen Limited”.

k) On the voting page, you will see “Resolution Description” and against the same the option “YES/NO” for voting. Select the option “YES” or “NO” as desired. The option “YES” implies that you assent to the Resolution and option “NO” implies that you dissent to the Resolution.

l) Click on the “Resolutions File Link” if you wish to view the entire Resolutions details.

m) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.

n) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

o) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.

p) If a demat account holder has forgotten the changed login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

q) ADDITIONAL INSTRUCTIONS FOR NON-INDIVIDUAL MEMBERS AND CUSTODIANS

Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves as “Corporate”. Corporates and custodians already registered with CDSL should use their existing login details.

- After registering online, A scanned copy of registration form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.

- After receiving these details, create a compliance user using the admin login and password. The compliance user would be able to link the account(s) for which they wish to vote on.

- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.

- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

- Alternatively, Non-Individual shareholders are required to send the relevant Board Resolution/Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at their email address, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

1. For Physical shareholders- please provide necessary details like 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).
2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the EGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. 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.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 10 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at contact@nolgroup.com. The shareholders who do not wish to speak during the EGM but have queries may send their queries in advance 10 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at www.nolgroup.com. These queries will be replied to by the company suitably by email.

8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

9. Only those shareholders, who are present in the EGM 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 available during the EGM.

10. If any Votes are cast by the shareholders through the e-voting available during the EGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

If you have any queries or issues regarding attending EGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com.

The Company has appointed Smt. Lakshmi Subramanian, Practicing Company Secretary, to act as the Scrutinizer, for conducting the scrutiny of the votes cast and she has communicated her willingness to be appointed.

The Scrutinizer, after scrutinizing the votes cast during the EGM and through remote e-voting, will not later than three days of conclusion of the Meeting, make a consolidated scrutinizer's report and submit the same to the Chairman. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company www.nolgroup.com and CDSL website. The results shall simultaneously be communicated to the Bombay Stock Exchange Limited.

STATEMENT SETTING OUT THE MATERIAL FACTS CONCERNING THE PROPOSED RESOLUTIONS ACCOMPANYING THE NOTICE DATED 04 TH DECEMBER 2023 PURSUANT TO SECTION 102 READ WITH SECTION 110 OF THE COMPANIES ACT, 2013:

ITEM NO. 1

In terms of Section 62(1)(c) of the Companies Act, 2013 and Rules made there under (the "Act"), a company can undertake preferential allotment / private placement only after obtaining prior approval of the shareholders by way of special resolution in terms of Section 62(1)(c) of the Companies Act, 2013 read with provisions of Chapter V - "**Preferential Issue**" of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "SEBI ICDR Regulations"), as amended, and on the terms and conditions and formalities as stipulated in the Act and the SEBI ICDR Regulations. Accordingly, the Company proposes to issue and allot **2,40,114 (Two Lakhs Forty Thousand one hundred and fourteen only) Equity Shares, having face value of Rs.10/- (Rupees Ten Only) each at a price of Rs. 130 (including premium of Rs. 120/-) (Rupees One Hundred and Thirty Only) aggregating to ₹3,12,14,820/- (Rupees Three Crores Twelve Lakhs Fourteen Thousand Eight hundred and Twenty Only) ("Consideration")** as determined in accordance with the provisions of Chapter V of SEBI ICDR Regulations, to Saraf Housing Development Private Limited (Promoter) for cash consideration on a preferential basis.

The following details of the proposed preferential issue of the equity shares are disclosed in accordance with the provisions of the Act and the SEBI ICDR Regulations, as amended from time to time:

(i) The object / purpose of the preferential issue:

The proceeds of the Preferential Issue will be utilized for business activities, financing the future growth opportunities and general corporate purposes,

(ii) Maximum number of specified securities to be issued:

It is proposed to offer, allot and issue up to 2,40,114 fully paid-up equity shares of the Company having a face value of Rs. 10 /- (Rupees Ten Only) each.

(iii) Intent of the Promoters, Directors or Key Managerial Personnel of the Company to subscribe to the offer:

Except **Saraf Housing Development Private Limited**, promoter who will be subscribing to Equity shares in the preferential issue, promoter of the Company, Mr. Gajanand Saraf and Mr. Rajesh Kumar Saraf directors of the company are concerned and no other promoters are interested, financially or otherwise in the resolution.

(iv) Pricing of the Issue

The issue of equity shares to the Promoters & Promoter Group will be at Rs. 130 per Equity Share (including a premium of Rs. 120) which is higher than the calculated price in accordance with the Regulation 164(1) of the SEBI (ICDR) Regulations.

(v) Basis on which the price has been arrived at along with report of the registered valuer:

Since the equity shares of the Company are listed and are frequently traded shares, the issue price shall be an amount not less than the minimum price determined as on the Relevant Date in accordance with Regulation 164 (1) of SEBI (ICDR) Regulations, 2018, and other applicable laws.

The Equity Shares of the Company are listed on BSE Limited (“BSE”) referred to as the (“Stock Exchange”). The Equity Shares are frequently traded in terms of the SEBI ICDR Regulations.

In terms of Regulation 164(1) Of the SEBI ICDR Regulations, the price at which the Equity Shares shall be issued, is Rs. 130 per Equity Share (including a premium of Rs. 120), being higher of the following:

- a) the 90 trading days’ volume weighted average price of the related equity shares quoted on the recognized stock exchange preceding the relevant date; or
- b) the 10 trading days’ volume weighted average prices of the related equity shares quoted on a recognized stock exchange preceding the relevant date.
- c) As per the valuation report dated 22.01.2024 issued by independent Registered Valuer, CA S Dehaleesan, certifying the price to be Rs. 129.66 per equity share.
- d) We also confirm that the Articles of Association do not contain any restrictive provision.

The pricing of the Equity Shares to be allotted on preferential basis is ₹ 130 Per Equity Share which is not lower than the price determined in the manner set out above.

(vi) Relevant Date:

The “Relevant Date” in terms of Regulation 161 of the SEBI (ICDR) Regulations, 2018 for determination of minimum price is 22.01.2024, a date which is 30 (Thirty) days prior to the date of EGM.

(vii) **The class or classes of persons to whom the allotment is proposed to be made:**

The allotment of equity shares on preferential basis is proposed to be made to the Proposed Allottee, belongs to Promoter Category.

(viii) **The shareholding pattern of the issuer before and after the preferential issue:**

Sr. No	Category	Pre-Issue		Preferential Offer	Post Issue	
		Number of shares	% of shareholding		Number of shares	% of shareholding
A	Promoters and Promoters Group Holding					
	A1) Indian					
	Individuals/Hindu undivided Family	27,62,120	57.52%		27,62,120	54.78%
	Any Other (specify)					
	Saraf Housing Development Private Limited	2,52,885	5.27%	2,40,114	4,92,999	9.78%
	East Coast Acetylene Private Limited	1,84,346	3.84%		1,84,346	3.66%
	Pondicherry Agro Foods Private Limited	1,61,825	3.37%		1,61,825	3.21%
	TOTAL (A)	33,61,176	69.99%		36,01,290	71.42%
B	Non-Promoters Shareholding					
	B1) Institutions					
	B2) Institutions (Domestic)					
	B3) Institutions (Foreign)					
	B4) Central Government/ State Government(s)/ President of India					
	B5) Non-Institutions					

Investor Education and Protection Fund (IEPF)	23,532	0.49%		23,532	0.47%
Resident Individuals holding nominal share capital up to Rs. 2 lakhs	8,39,849	17.49%		8,39,849	16.66%
Resident Individuals holding nominal share capital in excess of Rs. 2 lakhs	5,01,132	10.44%		5,01,132	9.94%
Non- Resident NRI	5,506	0.11%		5,506	0.11%
Body corporate	49,555	1.03%		49,555	0.98%
Others	21,521	0.45%		21,521	0.43%
TOTAL (B)	14,41,095	30.01%		14,41,095	28.58%
TOTAL (A+B)	48,02,271	100.00%		50,42,385	100.00%

There will not be any change of control of the existing shareholders due to issue of such equity shares and company has not issued or allotted any securities on preferential basis during the financial year 2023-2024 and till date.

(ix) Proposed time within which allotment shall be completed:

As required under the SEBI ICDR Regulations, the Equity Shares shall be allotted by the Company within a period of 15 days from the date of passing of this Resolution, provided that where the allotment of the proposed Equity Shares is pending on account of receipt of any approval or permission from any regulatory or statutory authority, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals or permissions.

(x) Identity of the natural persons who are the ultimate beneficial owners of the Equity Shares proposed to be allotted and/or who ultimately control the Investors:

Pursuant to the SEBI ICDR Regulations, 2018, stipulates that if in the chain of ownership of the Company there is any listed company, mutual fund, bank or insurance company, no further disclosure will be necessary.

The following are the disclosures of Ultimate Beneficial Ownership details as applicable:

Sl. No.	Name of the Allottee	Category	Beneficial Ownership
1	Saraf Housing Development Private Limited	Private Limited	<ol style="list-style-type: none"> 1. Rajesh Kumar Saraf 2. G.N Saraf 3. Sarita Saraf 4. Gajanand Saraf (BHUF) 5. Gajanand Saraf (SHUF) 6. Rajesh Kumar Saraf (HUF) 7. Rutika Saraf 8. Aarti Saraf

(xi) **Changes in control, if any, in the Company consequent to the issue:**

The present allotment is being made to the existing Promoter and Promoter Group of the Company but, will not result in any change in the control of the Company.

(xii) **Number of persons to whom allotment has already been made during the year, in terms of number of securities as well as price:**

The Company has not made any allotments during the year.

(xiii) **Justification for the allotment proposed to be made for consideration other than cash together with the Valuation Report of the Registered Valuer:**

The allotment is not being made for consideration other than cash. Further the allotment does not exceed 5% of the fully diluted post issue paid-up capital of the Company.

(xiv) **Lock in restrictions:**

The equity shares to be issued and allotted to the proposed allottee shall be subject to lock-in as per the requirement of the provisions of the SEBI (ICDR) Regulations.

(xv) **Certificate from Practicing Company Secretary:**

A certificate from the Practicing Company Secretary of the Company, certifying that the proposed issue is being made in accordance with the extant regulations of the SEBI ICDR Regulations shall be placed before the shareholders at the Extraordinary General Meeting of the Company. The Certificate will also available on the Company's website <https://www.nolgroup.com>.

(xvi) **Undertakings:**

In accordance with the SEBI ICDR Regulations;

- i. all the Equity Shares held by the proposed allottees in the Company are in dematerialized form only;
- ii. The Proposed Allottee has not sold/transferred any Equity Shares of the Company during the 6 (Six) months preceding the Relevant Date.
- iii. The Proposed Allottee has not previously subscribed to any warrants of the Company but failed to exercise them;

The Company undertakes to re-compute the price of the equity shares issued in terms of the preferential allotment under this resolution in terms of the SEBI (ICDR) Regulations where it is required to do so.

The Company undertakes that if the amount payable on account of re-computation of price is not paid/ within the time stipulated in the SEBI (ICDR) Regulations, the specified equity shares shall continue to be locked-in till the time such amount is paid by the allottee.

a. **Disclosure pertaining to willful defaulters or a fraudulent borrower:**

Neither the Company nor its promoter or its directors are willful defaulters or a fraudulent borrower.

b. **Disclosure pertaining to Fugitive Economic Offender:**

None of our Directors or Promoter is a fugitive economic offender as defined under the SEBI ICDR Regulations.

c. **Current and proposed Status of the Proposed Allottee post preferential issue:**

The proposed allotment shall be made to the existing promoter, who is already classified as a Promoter and after allotment there will be no change in Control of the Company.

The Board of Directors of the Company believes that the proposed Issue is in the best interest of the Company and its Members. The Board, therefore, recommends the Special Resolution set out at item no. 1 for the approval of the members.

None of the Promoters or Directors and their relatives forming part of the Promoter Group of the Company have any interest in this resolution They do not have any concern or interest, financial or otherwise, in the proposed resolution.

None of the Directors, Key Managerial Personnel and their relatives except Saraf Housing Development Private Limited, promoter of the Company, Mr. Gajanand Saraf and Mr. Rajesh Kumar Saraf directors of the company are concerned or interested, financially or otherwise in the resolution as set out in item no. 1.

Date: 29-01-2024

Place: Chennai

**By Order of the Board
For NATIONAL OXYGEN LTD**

Sd/-

**MR. RAJESH KUMAR SARAF
Managing Director
DIN: 00007353**