

National Oxygen Limited

(An ISO 9001: 2015 Company)

Manufacturers of : Liquid & Gaseous Oxygen, Liquid & Gaseous Nitrogen, Liquid & Gaseous Medical Oxygen & Dissolved Acetylene Gas

Registered Office: S-1, 2nd Floor, Alsa Mall, New No.4 Old No.149, Montieth Road, Egmore, Chennai - 600 008.

Phone: (044) 2852 0096 / 97 / 98 Fax: (044) 2852 0095

E-mail: sales@nolgroup.com, contact@nolgroup.com, Website: www.nolgroup.com

CIN No. L24111TN1974PLC006819

Date: 25/07/2022

BSE Limited Listing Department Department of Corporate Services Phiroze Jeejeebhoy Towers Dalal Street, Mumbai - 400 001 Scrip Code:507813

Dear Sir/Mam,

Sub: Intimation pursuant to Regulation 30 & 31A (8) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI LODR Regulations").

In continuance of our letter dated 14th July 2022, this is to inform that the Board of Directors of the Company, at its meeting held on 25th July 2022 have approved, *inter alia* –

The letters each dated 14th July 2022 received from the following persons requesting their reclassification from 'promoter group' category to 'public' category shareholders of the Company in accordance with Regulation 31A of the SEBI LODR Regulations and subject to approval of BSE Limited ("BSE") and such other approvals as may be necessary.

S.No	Name of the Promoter	No. of shares held	% of shareholding 1.31%	
1	Mamta Gupta	62784		
2	Banita Agarwal	33600	0.70%	
3	Savita Kainya	21000	0.44%	
4	Arun Kumar Kainya	900	0.02%	

The certified true copy of the board meeting minutes of the meeting held on 25th July 2022 is enclosed herewith.

This is for your information and records.

Thanking you

For National Oxygen Limited

Akhil Paliwal

Encl: As above

Asked Palin

Company Secretary

- Breathing Life Into Industry

FACTORY 1

Pondy - Villupuram Road, Thiruvandar Koil, Puducherry - 605 102.

Phone: (0413) 2640448 Fax: (0413) 2640181 E-mail: nolpondy@nolgroup.com

FACTORY 2

Trichy - Pudukottai Road, Mathur - 622 515. Pudukottai District. Phone : (0431) 2660400

E-mail: noltrichy@nolgroup.com

FACTORY 3

R-5, Sipcot Industrial Growth Centre, Perundurai, Erode - 638 052, Tamilnadu,

Ph: (04294) 234145 E-mail: nolperundurai@nolgroup.com

MINUTES OF THE (2/2022-23) MEETING OF THE BOARD OF DIRECTORS OF M/S. NATIONAL OXYGEN LIMITED FOR THE FINANCIAL YEAR 2022-2023 HELD ON MONDAY, 25 TH JULY, 2022 AT 3.00 PM THROUGH VIDEO CONFERENCE.

MINUTES BOOK

DIRECTOR'S PRESENT THROUGH VIDEO CONFERENCE:

Mr. RAJESH KUMAR SARAF

Chairman

Mr. GAJANAND SARAF

Whole Time Director

Ms. SARITA SARAF

Director

Mr. SHANMUGAVADIVEL SIVA

Independent Director

Mr. MONA MILAN PAREKH

Independent Director

Mr. AMIT KUMAR AGARWAL

Independent Director

OTHERS INVITEES THROUGH VIDEO CONFERENCE

Mr. RAMALINGASRINIVASAN

CFO

Mr. Akhil Paliwal

CS

The Board Meeting was conducted through Video Conference, in pursuant to Rule 3 of Companies (Meeting of Board and its Powers) Rules, 2014.

1. CHAIRMAN:

The Meeting commenced at 3.00 PM. Mr. Rajesh Kumar Saraf was unanimously elected as the Chairman of the Meeting and he conducted the proceedings.

2. ROLL CALL:

The Chairman made the roll call and confirmed the participation and attendance of the Directors.

3. LEAVE OF ABSENCE:

The Chairman noted that all the Directors were present in the meeting.

4. QUORUM:

The requisite quorum being present, the Chairman called the meeting to order.

5. CONFIRMATION OF MINUTES OF PREVIOUS BOARD MEETING HELD ON 21 $^{\rm st}$ MAY, 2022:

The Minutes of the previous Board Meeting held on 21st May, 2022 was circulated, read and confirmed.

The following Resolution was then passed unanimously



CHAIRMAN'S INITIALS

6. CONFIRMATION OF MINUTES OF PREVIOUS AUDIT COMMITTEE MEETING HELD ON 21 ST MAY, 2022:

The Minutes of the previous meeting of the Audit Committee held on 21st May, 2022 was circulated, read and confirmed.

The following Resolution was then passed unanimously

"RESOLVED THAT the Minutes of the previous Audit Committee Meeting held on 21st May, 2022 having been circulated, be and is hereby confirmed and taken on record".

7. a) TO CONSIDER, REVIEW AND APPROVE THE UNAUDITED FINANCIAL RESULTS FOR THE QUARTER ENDED 30 TH JUNE, 2022 AND PUBLISH THE SAME.

The Chairman informed the Board that Audit Committee has recommended to the Board the Financial results of the company for the quarter ended 30.06.2022 for Boards approval.

The Board after discussion in detail passed the following resolution unanimously:

"RESOLVED THAT the financial results of the company for the quarter ended 30.06.2022 along with Limited Review report issued by the independent auditors thereon and as recommended by the Audit Committee be and are hereby approved.

FURTHER RESOLVED THAT approval be and is hereby accorded to submit the unaudited financial results of the company for the quarter ended 30th June, 2022 to BSE limited in compliance with the provisions of the SEBI (Listing obligations & Disclosure Requirements) Regulations, 2015 and also publish the same, under the signature of Mr. Ramalinga srinivasan, CFO of the company at-least one English daily and one in Tamil language."

b) TO APPROVE AND TAKE ON RECORD THE LIMITED REVIEW REPORT ON THE UNAUDITED FINANCIAL RESULTS FOR THE QUARTER ENDED 30 TH JUNE, 2022 UNDER REGULATION 33 OF THE SEBI (LODR) REGULATION, 2015.

The Limited Review Report on the unaudited financial results of the company issued by the Statutory Auditors for the quarter ended 30th June, 2022 was placed before the Board.

After reviewing the Limited Review Report the board passed the following resolution: -

"RESOLVED THAT the Limited review report issued by the statutory auditor as placed before the Board be and is hereby taken on record."

8. TO TAKE ON RECORD THE CFO CERTIFICATION FOR THE QUARTER ENDED 30 TH JUNE, 2022.



CHAIRMAN'S INITIALS Supplied by : C. Sitaraman & Bros., Chennai - 600 014 Ph : 28111516 / 28113950

The Chairman informed the Board that as per Regulation 33(2)(a) of SEBI (LODR), 2015 the Unaudited Financial Results have to be certified by CFO of the company stating that the results do not contain any false or misleading statement or any omission or violation of law in preparation of financials.

As per the CFO certificate the Chairman informed the Board that during the Quarter ended 30th June, 2022 the Company has not Granted any loan or given guarantee or provided any security, has not borrowed any loans from any person, firms or body corporate and has not entered into any transaction with related parties as specified under Section 188 of the Companies Act, 2013

The chairman also informed the board that the Company has paid all the taxes and filed returns under Income tax Act, GST, Companies Act, 2013 or any other law as applicable to Company well within the prescribed time

Further the CFO certificate as placed before the board certifies that while preparing the Financials it does not contain any false or misleading statement or any omission or violation of law.

The certificate issued by the CFO of the Company was reviewed and approved by the Board by passing following resolution unanimously.

"RESOLVED THAT pursuant to Regulation 33(2)(a) of SEBI (Listing Obligation and Disclosure) Regulation, 2015 the Board reviewed the certificate issued by CFO on the Financial Results for the quarter ended 30th June, 2022 and the said certificate is hereby approved by the Board and taken on record."

9. TO REVIEW THE INTERNAL AUDIT REPORT FOR THE QUARTER ENDED 30 TH JUNE, 2022 AND DISCUSS WITH AUDITORS.

The copy of the Internal Audit Report issued by Internal Auditors was placed before the Board for approval.

The Board found that there were no remarks from the internal auditor in their report.

After discussion the following resolution was then passed unanimously

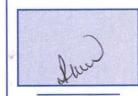
"RESOLVED THAT the report of Internal Auditor as recommended by the Audit committee be and is hereby taken on record."

10. TO TAKE NOTE OF THE QUARTERLY INFORMATION FURNISHED PURSUANT TO THE PROVISIONS OF SEBI (LISTING OBLIGATION AND REQUIREMENTS REGULATIONS) 2015 TO THE STOCK EXCHANGE.

The list of statements/returns required to be filed as per Listing Agreement with the Stock Exchanges was placed before the board.

The Chairman informed the Board that during the period after the last Board meeting held on 21st May 2022 till 25-07-2022 all the filing were done on or before due date.

The board took note of the same and passed the following resolution unanimously:



MINUTES BOOK

CHAIRMAN'S INITIALS

11. TO TAKE NOTE ON COMPANY CERTIFICATE ON ALL COMPLIANCES FOR THE QUARTER ENDED 30 TH JUNE 2022:

The Copy of Certificate from a Company Secretary on all Compliances made by the Company for quarter ended 30th June, 2022 is in line with SEBI Listing Regulations was placed before the Board.

The board took note of the same and passed the following resolution unanimously:

"RESOLVED THAT the board be and is hereby noted the quarterly compliance done by the Company pursuant to the SEBI (LODR) 2015 with Stock Exchange and Ministry of Corporate Affairs (MCA)".

12. TO APPROVE THE DRAFT NOTICE AND TO FIX THE DATE, DAY AND TIME OF THE FORTY SEVENTH ANNUAL GENERAL MEETING(AGM) OF THE COMPANY WHICH IS TO BE CONDUCTED THROUGH VIDEO CONFERENCING/OAVM.

The copy of the draft notice of the upcoming AGM of the company was placed before the board.

The Board then fixed the AGM date as 30th August, 2022, Day – Tuesday and Time at 3.00 PM through video conference and other audio visuals means.

The following Resolution was then passed unanimously

"RESOLVED THAT the board hereby approved the date of 47th Annual General Meeting to be held on Tuesday the 30th August, 2022 at 3.00 PM. through video conference and other audio visuals means.

FURTHER RESOLVED THAT the draft notice convening the 47th Annual General Meeting be and is hereby approved and Rajesh Kumar Saraf is hereby authorized on behalf of the Board to sign the notice and send it to all the members of the Company through electronic means at least 21 clear days prior to the date of Annual General Meeting and publish it in at least 2 newspapers one in English and one in vernacular language".

13. TO FIX THE BOOK CLOSURE DATE AND CUT -OFF DATE FOR THE PURPOSE OF ANNUAL GENERAL MEETING OF THE COMPANY:

As per the provisions of the Companies Act 2013 and the SEBI Regulations 2015, the company is required to close its Register of Members and share transfer books at least seven days prior to the date of AGM and fix the cut- off date for determining the eligibility of shareholders voting right in the forthcoming 47th Annual General Meeting of the company and place it on the Notice for AGM.

The board fixed the cut-off date and the book closure date for the upcoming AGM.

The following Resolution was then passed unanimously: -

"RESOLVED THAT the Register of Members and Share Transfer book will remain close from 24th August 2022 to 30th August 2022. (Both days inclusive)

CHAIRMAN'S INITIALS

and cut-off date 23rd August 2022. for the purpose of AGM. The Stock Exchange be intimated accordingly".

MINUTES BOOK

14. a) TO APPROVE THE DIRECTORS REPORT FOR THE FINANCIAL YEAR ENDED 31 ST MARCH, 2022 ALONG WITH THE ANNEXURE ATTACHED THERETO.

The draft Directors Report of the company for the financial year ended 31st March, 2022 along with Annexures as per the listing requirements and Companies Act 2013 is placed before the board for their approval.

The following Resolution was then passed unanimously: -

"RESOLVED THAT the Directors' Report for the financial year 2021-22 along with Annexures as tabled at the meeting duly initialed by the Chairman for the purpose of identification be and is hereby approved."

RESOLVED FURTHER THAT the Directors' report be signed by Mr. Rajesh Kumar Saraf, Managing Director of the Company.

FURTHER RESOLVED THAT Mr. Rajesh Kumar Saraf, Managing Director of the company be and is hereby authorized to sign and file necessary e-forms with Registrar of Companies."

b) TO CONSIDER AND APPROVE THE SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED 31 ST MARCH, 2022

The Secretarial Audit Report received from M/s. Lakshmmi Subramanian & Associates, Practicing Company Secretary for the financial year 2021-2022 is placed before the board for approval: -

The following Resolution was then passed unanimously: -

"RESOLVED THAT the Secretarial Audit Report received from M/s. Lakshmmi Subramanian & Associates, Practicing Company Secretary for the financial year 2021-2022 on the Compliances of the Companies Act 2013 and the Compliances of SEBI Regulations and other applicable provisions be and is hereby taken on record and the same be attached to the Directors' Report."

15. TO CONSIDER AND APPROVE THE APPOINTMENT OF M/S CENTRAL DEPOSITORY SERVICES (INDIA) LTD (CDSL) FOR CONDUCTING THE ANNUAL GENERAL MEETING THROUGH VIDEO CONFERENCE/OAVM AND PROVIDE E-VOTING FACILITY AND FIX THEIR FEES.

As per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 02/2021 dated January 13, 2021 read together with circular no's 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. In accordance with the MCA Circulars, provisions of Companies Act, 2013 (" the Act") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), The AGM of the Company is being held through video conferencing (VC) or other audio-visual means (OAVM).



The board discussed and approved it.

The following Resolution was then passed unanimously: -

"RESOLVED THAT the Board hereby approved to convene the 47th Annual General Meeting by Video Conferencing by availing the services of M/s Central Depository Services (India) Ltd (CDSL) as the facilitator and that M/s Cameo Corporate Services LTD, Registrar and Transfer Agents as coordinating agency."

16. TO APPOINT M/S. LAKSHMMI SUBRAMANIAN & ASSOCIATES AS SCRUTINIZER FOR E-VOTING TO BE CONDUCTED IN THE 47 $^{\rm TH}$ ANNUAL GENERAL MEETING.

M/S. LAKSHMMI SUBRAMANIAN & ASSOCIATES, Practicing Company Secretaries is proposed to be appointed as the Scrutinizer for the 47th Annual General Meeting. The Company has received the consent from them and they agreed to give their report on the e-voting for the ensuing 47th Annual General Meeting.

The following Resolution was then passed unanimously: -

RESOLVED THAT M/S. LAKSHMMI SUBRAMANIAN & ASSOCIATES, Practicing Company Secretaries be and is hereby appointed as the Scrutinizer for e-voting at the 47th Annual General Meeting to be held through Video Conferencing and to submit his report".

17. TO CONSIDER THE RE APPOINTMENT OF MR. SHANMUGAVADIVEL SIVA AS AN INDEPENDENT DIRECTOR FOR THE SECOND TERM OF FIVE CONSECUTIVE YEARS.

The Board was informed that on the recommendation of Nomination and Remuneration Committee, Mr. Shanmugavadivel Siva whose term is expiring on 28th August 2022 is to be re-appointed as an Independent Director for the second term of five consecutive years from 28th August 2022 to 27th August 2027.

The Board took note of the same and passed the following resolution:

"RESOLVED THAT pursuant to the provisions of Section 149, 152 and any other applicable provisions of the Companies Act, 2013 ("the Act") read with Schedule IV and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and basis of the recommendation of the Nomination and Remuneration Committee and the Board of Directors and subject to the approval of shareholders, Mr. Shanmugavadivel Siva (DIN 07732134), whose first term as an Independent Director expiring on 28th August 2022 and who has submitted a declaration be and is hereby reappointed for further period of five years from 28th August 2022 to 27th August 2027.

RESOLVED FURTHER THAT none of the directors and Key Managerial Personal of the company and their relatives are concerned or interested, financial or



INITIALS

otherwise in the re appointment of MR. SHANMUGAVADIVEL SIVA as the independent director for second term.

MINUTES BOOK

18. TO CONSIDER AND APPROVE THE REQUEST RECEIVED FROM THE PROMOTORS FOR THEIR RECLASSIFICATION OF STATUS FROM "PROMOTER AND PROMOTER GROUP CATEGORY" TO "PUBLIC CATEGORY".

The Board was informed that the Company had received letters each dated 14th July 2022 ("Request Letters") from the following persons requesting their reclassification from 'promoter group' category to 'public' category shareholders in accordance with the provisions of Regulation 31A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI LODR Regulations"):

S.No	Name of the Promoter	No. of shares held	%. of shareholding
1	Mamta Gupta	62784	1.31%
2	Banita Agarwal	33600	0.70%
3	Savita Kainya	21000	0.44%
4	Arun Kumar Kainya	900 0.02%	

The Board was further informed that except for their shareholding in the Company, the above-mentioned persons are not, directly or indirectly, associated with the business of the Company and do not have any influence over the business decisions made by the Company.

Further, they are not involved in the day-to-day activities of the Company nor are they exercising any control over the affairs of the Company and the conditions for reclassification as laid down under Regulation 31A(3)(b) of the SEBI LODR Regulations are satisfied by these persons.

Further, as confirmed in their respective Request Letters, the aggregate percentage of voting rights held by these persons along with the persons related to them (as defined under sub-clauses (ii), (iii) and (iv) of clause (pp) of sub-regulation (1) of Regulation 2 of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018) do not exceed 10% (ten percent) of the total voting rights in the Company.

Further, as required under Regulation 31A(3)(c) of the SEBI LODR Regulations: a. The Company is in compliance with requirements of minimum public shareholding as required under Regulation 38 of the SEBI LODR Regulations; b. The trading in equity shares of the Company have not been suspended by the

c. The Company does not have outstanding dues to the SEBI, stock exchanges or the depositories.

stock exchanges where equity shares of the Company are listed;

The Board was further informed that none of the directors of the Company has any interest in the resolution.

The Board was requested to deliberate the Request Letters and after considering the confirmations and undertakings given in the Request Letters with respect to



INITIALS

"RESOLVED THAT pursuant to provisions of Regulation 31A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI LODR Regulations") and other applicable laws and subject to approval of BSE Limited ("BSE") and such other approvals as may be necessary and subject to the approval of the shareholders, the consent of the Board be and is hereby accorded to reclassify the following persons from 'promoter group' category to 'public' category shareholders:/8/

S.No	Name of the Promoter	No. of shares held	% of shareholding
1	Mamta Gupta	62784	1.31%
2	Banita Agarwal	33600	0.70%
3	Savita Kainya	21000	0.44%
4	Arun Kumar Kainya	900 0.02%	

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution and the reclassification, the Board of Directors of the Company and Company Secretary be and is hereby authorised and empowered to sign and submit such intimations, disclosures, undertakings, confirmations, documents etc. as may be necessary, make application for reclassification to the Stock Exchanges and to do all such acts, deeds, matters and things as they may, in their absolute discretion, deem proper, necessary, or expedient and to settle any question, difficulty or doubt, that may arise in giving effect to aforementioned resolution."

19. INCREASE IN AUTHORISED SHARE CAPITAL:

The Chairman informed the Board that the current authorised capital is not sufficient to meet the issue of 2,50,000 Equity Shares of Rs.10 each on preferential basis to M/s. Saraf Housing Development Private Limited. Since the present authorised capital of the company will not be sufficient to meet the above allotment, the board of directors have proposed to increase the Authorized Capital of the Company from Rs. 17,00,00,000/-(Rupees Seventeen crore only) divided into 50,00,000 Number of Equity Shares Issuable of Rs. 10/- each and 12,00,000 Preference Shares of Rs.100/- each to Rs.17,10,00,000/- (Rupees Seventeen Crores Ten Lakhs only) divided into 51,00,000 Number of Equity Shares Issuable of Rs. 10/- each and 12,00,000 Number of Preference Shares of Rs.100/- each.

The following resolution was passed unanimously:

"RESOLVED THAT pursuant to the provisions of Section 13, 61, 64 and all other applicable provisions, if any, of the Companies Act, 2013 (the 'Act') read with Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), in accordance with the provisions in the Articles of Association of the Company and subject to such approvals, consents, permissions and sanctions as may be considered necessary from appropriate Authorities, Shareholders and subject to such terms and conditions, the consent of the members of the Company be and is hereby accorded for the increase in Authorized Share Capital of the Company from Rs. 17,00,00,000/- (Rupees Seventeen Crores only) divided into 50,00,000 (Fifty Lakh) Number of equity shares of Rs. 10/- (Rupees Ten only) each and



INITIALS

divided MINUTES BOOK bees Ten creating divided ranking

12,00,000 (Twelve Lakh) Number preference shares of Rs.100/- (Rupees Hundred only) each to Rs.17,10,00,000/- (Rupees Seventeen Crore Ten Lakhs only) divided into 51,00,000 (Fifty one Lakh) number of equity shares of Rs.10/- (Rupees Ten only) and 12,00,000 (Twelve Lakh) preference shares of Rs.100/- each by creating additional Equity Capital to an extent of Rs.10,00,000 (Ten Lakhs only) divided into 1,00,000 (One Lakh) Equity shares of Rs.10 (Rupees Ten each) each, ranking pari-passu with the existing shares in all respects and the Clause V of the Memorandum of Association and Article of Association of the Company be altered accordingly."

20. TO CONSIDER THE ISSUE OF EQUITY SHARES AND SHARE WARRANTS ON PREFERENTIAL BASIS TO THE PROMOTORS / BODY CORPORATES / OTHERS.

The Board was informed that the proceeds of the preferential issue shall be utilized to reduce the long-term debts of the Company by repayment including the redemption of redeemable preference shares of the Company.

It is therefore proposed to raise funds by way of issue of 2,50,000 equity shares and 2,50,000 Equity warrants of face value of Rs.10/- each at a premium of Rs. 90 per share *i.e* for Rs. 100/- per share for cash consideration, on preferential basis to the following party (hereinafter referred to as the "Investor") foran aggregate amount of Rs.5,00,00,000/- (Rupees five crores only).

No	Name of the Investor	Number ofEquity Shares	Number of Equity Warrants	Total value of shares in INR
1	Saraf Housing Development Private Limited	2,50,000	2,50,000	5,00,00,000
	Total	2,50,000	2,50,000	5,00,00,000

The board proposed the same and placed the following item in the notice of Annual General Meeting for Shareholders approval.

21. TO TAKE NOTE OF RELATED PARTY TRANSACTIONS OF THE COMPANY, IF ANY.

The Board considered the list of related party transaction as summarized under:

- a) Purchase of goods from ECA Gases LLP
- b) Rent paid to Mr. Rajesh Kumar Saraf and Mrs Sarita Saraf
- c) Interest paid to Saraf Housing Development Pvt Ltd

The Board noted that the Audit committee have given an omnibus approval for those transaction which are repetitive in nature, subject to the limit of Rs. 1,00,00,000 (Rupees One crore only) per transaction and ratification of such transaction at every quarter in the Audit committee.

The Board took note of the related party transactions for the quarter ended 30th June 2022.

22. VOTE OF THANKS.



CHAIRMAN'S INITIALS Since there is no other business to transact, the meeting ended with a vote of thanks to chair

Recorded Date: 25-07-2022

Date: 25-07-2022 Place: Chennai

RAJESH KUMAR SARAF

CHAIRMAN

CHAIRMAN'S INITIALS Supplied by : C. Sitaraman & Bros., Chennal - 600 014 Ph : 28111516 / 28113950