



National Oxygen Limited

(An ISO 9001 : 2015 Company)

Manufacturer of : Liquid & Gaseous Oxygen, Liquid & Gaseous Nitrogen,
Liquid & Gaseous Nitrous Oxide, Liquid & Gaseous Medical Oxygen & Dissolved Acetylene Gas

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

Ph : (044) 2852 0096 / 97 / 98 Fax : (044) 2852 0095 E-mail : sales@nolgroup.com, contact@nolgroup.com,

CIN No. L24111TN1974PLC006819

Date: 06th May, 2026

To,
Department of Corporate Services
BSE Limited
Phiroze Jeejeebhoy Towers, Dalal Street, Fort
Mumbai - 400001

Reference: Scrip Code: 507813; ISIN: INE296D01010

Subject: Submission of Notice of Extra-Ordinary General Meeting (EGM) of the Company
to be held on Thursday, 28th May, 2026 at 11.00 A.M (IST)

Dear Sir/Ma'am,

The Extra-Ordinary General Meeting ("EGM") (No.01/2026-2027) of the members of National Oxygen Limited ('the Company') will be held on Thursday, 28th May, 2026 at 11.00 A.M (IST) through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM") which does not require physical presence of members at a common venue. The copy of the notice of the said EGM dated April 29, 2026 is being enclosed herewith.

The Company has engaged Central Depository Services (India) Limited ("CDSL") for providing e-voting services and VC/OAVM facility for this EGM.

Details of e-voting are as follows:

The Cut-Off Date for e-voting will be Thursday, 21st May 2026;

The Closure of Register of Members and Share Transfer Books will be from Friday, 22nd May 2026 to Thursday, 28th May 2026 (both days inclusive)

The e-voting period will commence from Monday, 25th May, 2026 at 09:00 A.M. (IST) and ends on Wednesday, 27th May 2026 at 05:00 P.M. (IST).

This is for your information and records.

Thanking You.

Yours Faithfully,
For National Oxygen Limited

Rajesh Kumar Saraf
Managing Director
DIN: 00007353



Breathing Life Into Industry

FACTORY 1 : R.S. No. 126/4 A, Pondy - Villupuram Road, Thiruvandar Koil, Puducherry - 605 102.
Phone : (0413) 2640448 Fax : (0413) 2640181 E-mail : nolpondy@nolgroup.com

FACTORY 2 : R-5, Sipcot Industrial Growth Centre, Perundurai, Erode - 638 052, Tamilnadu,
Ph : (04294) 234145 E-mail : nolperundurai@nolgroup.com

Notice of Extra-Ordinary General Meeting

Notice is hereby given that the Extra-Ordinary General Meeting (“EGM”) (No.01/2026-27) of the members of **National Oxygen Limited** (“the Company”) will be held on **Thursday, 28th May, 2026 at 11:00 A.M (IST)** through Video Conferencing (“VC”) or Other Audio-Visual Means (“OAVM”) to seek the consent of the members of the Company, on the agenda mentioned herein below through electronic voting (“E-voting”). 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:

Special Businesses:

1) Increase in Authorised Share Capital of the Company from Rs.17.10 Crores to Rs.18.10 Crores and consequent Alteration of Capital Clause of Memorandum of Association (MOA) of the Company:

To consider and, if thought fit, to pass with or without modifications, the following resolution as **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 61, 64 and other applicable provisions, if any, of the Companies Act, 2013, (‘the Act’) (including any statutory modification(s) and re-enactment(s) thereof for the time being in force) and the Rules framed thereunder, the consent of the Members of the Company be and is hereby accorded to increase the Authorised Share Capital of the Company from the existing Rs.17,10,00,000/- (Rupees Seventeen Crores Ten Lakhs Only), divided into 51,00,000 (Fifty One Lakhs) Equity Shares of Rs.10/- (Rupees Ten) each and 12,00,000 (Twelve Lakhs) Preference Shares of Rs.100/- (Rupees Hundred) each to Rs.18,10,00,000/- (Rupees Eighteen Crores Ten Lakhs Only) divided into 61,00,000 (Sixty One Lakhs) Equity Shares of Rs.10/- (Rupees Ten) each and 12,00,000 (Twelve Lakhs) Preference Shares of Rs.100/- (Rupees Hundred) each, thereby increasing the Authorised Equity Share Capital by Rs.1,00,00,000 (Rupees One Crore Only) consisting of an additional 10,00,000 (Ten Lakh) Equity Shares of Rs.10/- (Rupees Ten) each, ranking pari passu in all respect with the existing Equity Shares of the Company, in accordance with the Memorandum and Articles of Association of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Section 13 and all other applicable provisions, if any, of the Act read with the rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the consent of the Members of the Company be and is hereby accorded, for alteration of Clause V of the Memorandum of Association (MOA) of the Company by substituting in its place, the following:-

V. The Authorised Share Capital of the Company is Rs.18,10,00,000/- (Rupees Eighteen Crores Ten Lakhs Only) divided into 61,00,000 (Sixty One Lakhs) Equity Shares of Rs.10/- (Rupees Ten) each and 12,00,000 (Twelve Lakhs) Preference Shares of Rs.100/- (Rupees Hundred) each."

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company (hereinafter referred to as "Board") be and is hereby authorized to take all such steps and actions and give such directions as may be in its absolute discretion deemed necessary and to settle any question that may arise in this regard, without being required to seek any further consent or approval of the Members or otherwise and that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT any of the Director of the Company be and is hereby authorized to file e-Form No. SH-7 with Registrar of Companies, Chennai or with appropriate authorities under the Ministry of Corporate Affairs (MCA) and to sign and execute all necessary documents and papers as may be deemed necessary and expedient in connection with the aforesaid matter and to do all such acts and deeds required to give effect to the aforesaid resolutions."

2) Issue of 9,50,000 Equity Shares on Preferential Basis by way of Private Placement to a Company forming part of the Promoter Group:

To consider and if thought fit, to pass with or without modifications, the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 23(1)(b), 42, 62(1)(c) 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 ("the Act") and the Rules made there under (including any statutory modification(s) or amendment(s) or re-enactments made thereof for the time being in force) and pursuant to the provisions of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended from time to time (hereinafter referred to as "SEBI ICDR Regulations"), and any other rules, regulations, guidelines, if any, prescribed by the Securities and Exchange Board of India ("SEBI"), Reserve Bank of India ("RBI"), the Foreign Exchange Management Act, 1999, as amended from time to time and the rules, regulations, guidelines, notifications and circulars, if any, issued by the Government of India, Stock Exchange where the equity shares of the Company are listed ("Stock Exchange"), the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("SEBI Takeover Regulations"), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (the "Listing Regulations") and other applicable rules, regulations, notifications, guidelines issued by competent authorities and subject to the approvals, permissions, sanctions and consents as may be necessary from any regulatory or 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 members of the Company be and is hereby accorded and the Board be and is hereby authorized to create, offer, issue and allot 9,50,000 (Nine Lakh Fifty Thousand) equity shares, having face value of Rs.10/- (Rupees Ten) each at an issue price of Rs.93.80/- (Rupees Ninety Three and Eighty Paise Only) [including premium of Rs.83.80/- (Rupees Eighty Three and Eighty Paise Only) per equity share] aggregating to ₹8,91,10,000/- (Rupees Eight Crore Ninety One Lakh Ten Thousand Only) (“Consideration”) as determined in accordance with the provisions of Chapter V of the SEBI ICDR Regulations, to Saraf Housing Development Private Limited, a Company forming part of the Promoter Group of the Company (herein after referred to as the “Investor”) for Cash on a Preferential Basis (“Preferential Issue”) and on such terms and conditions as may be determined by the Board of Directors in accordance with the SEBI ICDR Regulations, the Companies Act, 2013 and other applicable laws:

S. No	Name of the Proposed Allottee(s)	Category (Promoter/ Non - Promoter)	No. of Equity Shares at Rs.93.80/- per share to be allotted	Value of Equity Shares (in Rs.)
1	Saraf Housing Development Private Limited	Promoter Group	9,50,000	8,91,10,000
Total			9,50,000	8,91,10,000

RESOLVED FURTHER THAT in accordance with Regulation 161 of the SEBI ICDR Regulations, the “Relevant Date”, for determining the minimum price of the equity shares (by the Registered Valuer) being allotted to a Company forming part of the Promoter Group, on a preferential basis, is Tuesday, 28th April 2026 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:

- The equity shares to be issued and allotted shall be fully paid-up and shall rank pari-passu with the existing equity shares of the Company in all respects (including with respect to dividend and voting powers), from the date of allotment thereof, and be subject to the requirements of all the applicable laws and shall also be subject to the provisions of the Memorandum of Association and Articles of Association of the Company;
- The Pre-Preferential Shareholding of the proposed allottee, if any, shall be under lock-in for such period as prescribed under Chapter V of the SEBI ICDR Regulations;

- The equity shares so allotted to the proposed allottee under this resolution shall not be sold, transferred, hypothecated or otherwise encumbered in any manner during the period of lock-in provided under the SEBI ICDR Regulations except to the extent and in the manner permitted there under;
- The equity shares shall be subject to lock-in for such period that may be prescribed under the SEBI ICDR Regulations, except to the extent and in a manner permitted thereunder; and
- The equity shares shall be fully paid-up at the time of allotment, subject to lock-in as prescribed, and shall be entitled to dividends and other corporate benefits declared after the allotment date. The issue and allotment shall comply with all applicable laws and the provisions of the Memorandum and Articles of Association and be listed on the stock exchanges where the Company's equity shares are listed.

RESOLVED FURTHER THAT pursuant to the provisions of the SEBI ICDR Regulations, the equity shares shall be allotted within a period of fifteen (15) days from the date of passing of this Special Resolution by the members provided that where the allotment of equity shares is pending on account of pendency of any approvals for such allotment by any regulatory authority, stock exchange 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 provisions of the SEBI ICDR Regulations.

RESOLVED FURTHER THAT the Board be and is hereby authorized to accept any modifications in the terms of issue of the equity shares, subject to the provisions of the Companies Act, 2013 and the SEBI ICDR Regulations, without being required to seek any further consent or approval of the Members.

RESOLVED FURTHER THAT the monies received by the Company from the Investor pursuant to this preferential issue shall be kept by the Company in a separate bank account opened/maintained by the Company for this purpose and shall be utilized by the Company in accordance with the provisions of the Companies Act, 2013 and the SEBI ICDR Regulations.

RESOLVED FURTHER THAT the Board be and is hereby authorized to make an offer to the Investor through a Private Placement Offer Letter in Form No. PAS-4 as prescribed under the Companies Act, 2013 after passing of this Special Resolution with a stipulation that the allotment would be made only upon receipt of in-principle approval from the Stock Exchange i.e., BSE Limited and receipt of the consideration as aforesaid and within the timelines prescribed under the applicable laws.

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolutions, the Board be and is hereby authorized on behalf of the Company to take all actions and to do all such acts, deeds, matters and things (including sub-delegating its powers to authorized 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) 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 utilization 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 deem necessary or desirable without being required to seek any further consent or approval of the members or otherwise with the intent that the members 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 authorized to delegate all or any of the powers herein conferred to any other Committee of the Board to give effect to this resolution.”

Place: Chennai
Date: 29.04.2026

**For and on behalf of Board of Directors
For National Oxygen Limited**

**Sd/-
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; 09/2023 dated 25th September 2023; 09/2024 dated 19th September 2024; 03/2025 dated 22nd September 2025 and any amendments/modifications 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, Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 05th January, 2023, Circular No. SEBI/HO/CFD-POD-2/P/CIR/2024/133 dated 3rd October, 2024 (hereinafter referred to as “Circulars”) and in compliance with the provisions of the Companies Act, 2013 (“the Act”) and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) permitted the holding of the Annual General Meeting (“AGM”)/Extra-Ordinary General Meeting (“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 and the rules made thereunder read with the MCA and SEBI Circulars aforementioned, the EGM of the Company is being held through VC/OAVM. Further, in accordance with the Secretarial Standards-II on General Meetings issued by the Institute of Company Secretaries of India (“ICSI”) read with Guidance/Clarifications 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 aforementioned MCA and SEBI Circulars through VC/OAVM facility, hence 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(s), Attendance Slip(s) and Route Map are not annexed to this Notice and the venue of the EGM shall be deemed to be the Registered Office of the Company.
4. In compliance with the aforementioned MCA Circulars and SEBI Circulars, the Notice of the EGM, 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 (RTA) of the Company or with the respective Depository Participant(s) for communication purposes to the Members and to all other persons so entitled to receive the same and the same will also be available on the website of the Company at <https://www.nolgroup.com/nol/> and can also be accessed from the websites of the Stock Exchange i.e., BSE Limited at www.bseindia.com.

5. The SEBI has mandated the submission of 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) (DP). Members holding shares in physical form are requested to submit their PAN details to the Company’s RTA i.e. 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 Section 108 and other applicable provisions of the Act, read with Rule 20 of the 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 businesses will be transacted only through the electronic voting system. The Company has engaged the services of Central Depository Services (India) Limited (CDSL) and Cameo Corporate Services Limited (RTA) 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, the 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 Participants.
10. Members are provided with the facility for voting through e-voting system during the VC/OAVM proceedings at the EGM and Members participating at the EGM, who have not 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 Register of Members and Share Transfer Books of the Company will **remain closed from Friday, 22nd May 2026 to Thursday, 28th May 2026** (both days inclusive) in terms of the provisions of Section 91 of the Companies Act, 2013 and the applicable clauses of the SEBI Listing Regulations.

13. The Members of the Company holding shares either in physical form or in dematerialized form, as on the **Cut-Off Date on Thursday, 21st May, 2026**, may cast their vote by remote e-voting. The remote e-voting period commences on **Monday, 25th May, 2026 at 09:00 A.M. (IST) and will end on Wednesday, 27th May, 2026 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.
14. The Explanatory Statement(s) as required under Section 102(1) of the Companies Act, 2013 (“the Act”) setting out material facts relating to the Special Businesses to be transacted at the EGM is annexed hereto and forms part of this notice. In terms of provisions of Section 107 of the Companies Act, 2013, the resolution(s) as set out in the Notice are being proposed to be carried through e-voting and therefore the said resolution(s) will not be decided on a show of hands at the EGM.
15. Facility of joining the EGM through VC/OAVM shall open 15 minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available to 1000 members on first come first served basis. This will not include Large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.
16. Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the EGM through VC/OAVM. Pursuant to Section 113 of the Companies Act, 2013, the corporate members intending to authorize their representatives to participate and vote at the meeting, are requested to send a certified copy of the Board Resolution/Authorization Letter to the Company or upload the same on the VC/OAVM portal/e-voting portal.
17. The Register of Directors and Key Managerial Personnel(s) and their shareholding, maintained under Section 170 of the Act and the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the Members during the EGM.
18. All documents referred to in the Notice and Explanatory Statement(s) will also be available for electronic inspection, during business hours, without any fee by the Members from the date of circulation of this Notice up to the date of EGM. Members seeking to inspect such documents can send an email to accountsmanager@nolgroup.com. Members seeking any information with regard any matter to be considered at the EGM, are requested to write to the Company on or before 27th May, 2026 by sending e-mail on accountsmanager@nolgroup.com.

19. Members holding shares in demat form are hereby informed to ensure that updated bank particulars be registered with their respective Depository Participants, with whom they maintain their demat accounts. The Company or its Registrar and Transfer Agent (RTA) cannot act on any request received directly from the Members holding shares in demat form for any change of bank particulars. Such changes are to be intimated only to the Depository Participant(s) of the Members. Members holding shares in demat form are requested to intimate any change in their address and/or bank mandate immediately to their Depository Participants.
20. Members holding shares in physical form are requested to intimate any change of address and/or bank mandate to Cameo Corporate Services Limited, Registrar and Share Transfer Agent of the Company or Investor Relations Department of the Company immediately by sending a request on email accountsmanager@nolgroup.com or rani@cameoindia.com

**For and on behalf of Board of Directors
For National Oxygen Limited**

**Sd/-
Rajesh Kumar Saraf
Managing Director
DIN: 00007353**

**Place: Chennai
Date: 29.04.2026**

THE INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

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

Step 2: 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 **Monday, 25th May, 2026 at 09:00 A.M (IST) and ends on Wednesday, 27th May, 2026 at 05:00 P.M. (IST)**. 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) on Thursday, 21st May, 2026** 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 the SEBI (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/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.

Step 1: 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 the 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 above said SEBI Circular, Login method for e-voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	1. Users who have opted for CDSL's 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 URL for users to login to Easi/Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi.

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 the 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 or joining virtual meeting and voting during the meeting. Additionally, there is also links provided to access the system of all e-voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-voting service providers' website directly.

3. If the user is not registered for Easi/Easiest, option to register is available at <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>

4. Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN No. from an e-voting link available on www.cdslindia.com home page or click on <https://evoting.cdslindia.com/Evoting/EvotingLogin>. The system will authenticate the user by sending OTP on registered Mobile and Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-voting option where the e-voting is in progress and also will be able to directly access the system of all e-voting Service Providers.

Individual Shareholders holding securities in demat mode with **NSDL**

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.nsdl.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 service provider website for casting your vote during the remote e-voting period or joining virtual meeting and voting during the meeting.

2. If the user is 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 <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>

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 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 during the remote e-voting period or joining virtual meeting and voting during the meeting.
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. 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 website for casting your vote during the remote e-voting period or joining virtual meeting and voting during the meeting.

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. CDSL and NSDL

Login type	Helpdesk details
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 and 22-23058542-43.
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

Step 2: Access through CDSL e-voting system in case of Shareholders holding shares in Physical mode and Non-Individual Shareholders in Demat mode.

(v) Login method for e-voting and joining virtual meetings for **Physical Shareholders and Shareholders other than Individual Shareholders holding shares in Demat form.**

1. The shareholders should log on to the e-voting website of CDSL i.e. www.evotingindia.com.
2. Click on "Shareholders" module.
3. Now enter your User ID
 - a. For CDSL: 16 digits Beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
4. Next enter the Image Verification as displayed and Click on Login.
5. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any Company, then your existing password is to be used.

6. If you are a first-time user, follow the steps given below:

	For Physical Shareholders and other than Individual Shareholders holding shares in Demat Form.
PAN	<p>Enter your 10-digit alpha-numeric PAN issued by Income Tax Department (Applicable for both Demat Shareholders as well as Physical Shareholders)</p> <p>Shareholders who have not updated their PAN with the Depository Participant are requested to use the sequence number sent by RTA or contact RTA.</p>
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth in (DD/MM/YYYY) format as recorded in your demat account or in the Company records in order to login.</p> <p>If both the details are not recorded with the Depository, please enter the member id/folio number in the Dividend Bank details field.</p>

vi. After entering these details appropriately, click on "SUBMIT" tab.

vii. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.

viii. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

ix. Click on the EVSN for the relevant "National Oxygen Limited" on which you choose to vote.

x. 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.

xi. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

xii. 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.

xiii. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

xiv. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

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

xvi. Additional Facility for Non – Individual Shareholders and Custodians – For Remote Voting only.

- Non-Individual Shareholders (i.e. other than Individuals, HUF and NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
- A scanned copy of the registration form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created 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 and 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), AADHAR (self-attested scanned copy of Aadhaar Card) to rani@cameoindia.com
2. For Demat Shareholders - Please update your email id and mobile no. with your respective Depository Participant (DP).
3. For Individual Demat shareholders – Please update your email id and mobile no. with your respective Depository Participant (DP) which is mandatory while e-voting and 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 and 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 accountsmanager@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 accountsmanager@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 AGM.

10. If any votes are cast by the shareholders through the e-voting available during the AGM 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 and e-voting from the CDSL e-voting System, you can write an email to helpdesk.evoting@cdslindia.com.

xvii. The Company has appointed Mr. S. Vasudevan of M/s. Lakshmmi Subramanian & Associates, Practicing Company Secretaries, Chennai to act as the Scrutinizer, for conducting the scrutiny of the votes cast and he has communicated his willingness to be appointed as Scrutinizer.

The Scrutinizer, after scrutinizing the votes cast during the EGM and through remote e-voting, will not later than two working 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 <https://www.nolgroup.com/nol/> and on CDSL's website. The results shall simultaneously be communicated to the stock exchange i.e. BSE Limited.

**For and on behalf of Board of Directors
For National Oxygen Limited**

**Sd/-
Rajesh Kumar Saraf
Managing Director
DIN: 00007353**

**Place: Chennai
Date: 29.04.2026**

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

The following statements sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

1) Increase in Authorised Share Capital of the Company from Rs.17.10 Crores to Rs.18.10 Crores and consequent Alteration of Capital Clause of Memorandum of Association (MOA) of the Company:

The present Authorised Share Capital of the Company is Rs.17,10,00,000/- (Rupees Seventeen Crores Ten Lakhs Only), divided into 51,00,000 (Fifty One Lakhs) Equity Shares of Rs.10/- (Rupees Ten) each and 12,00,000 (Twelve Lakhs) Preference Shares of Rs.100/- (Rupees Hundred) each. In order to facilitate the issue and allotment of 9,50,000 (Nine Lakh Fifty Thousand) Equity Shares on Preferential Basis to a Company forming part of the Promoter Group and for meeting future funding requirements, if any, it is proposed to increase the Authorised Share Capital of the Company to Rs.18,10,00,000/- (Rupees Eighteen Crores Ten Lakhs Only) divided into 61,00,000 (Sixty One Lakhs) Equity Shares of Rs.10/- (Rupees Ten) each and 12,00,000 (Twelve Lakhs) Preference Shares of Rs.100/- (Rupees Hundred) each, thereby increasing the Authorised Equity Share Capital by Rs.1,00,00,000 (Rupees One Crore Only) consisting of an additional 10,00,000 (Ten Lakh) Equity Shares of Rs.10/- (Rupees Ten) each, ranking pari passu in all respect with the existing Equity Shares of the Company, in accordance with the Memorandum and Articles of Association of the Company.

The increase in the Authorised Share Capital as aforesaid would entail consequential alteration of the existing Clause V of the Memorandum of Association of the Company.

It is also proposed to authorize the Board of Directors of the Company including any Committee thereof to complete all the formalities in connection with the issue of 9,50,000 (Nine Lakh Fifty Thousand) Equity Shares on Preferential Basis to a Company forming part of the Promoter Group.

The increase in the Authorised Share Capital and consequential alteration to Clause V of the Memorandum of Association of the Company require members' approval in the General Meeting by way of an Ordinary Resolution in terms of Sections 13 and 61 of the Companies Act, 2013, Articles of Association of the Company and any other applicable statutory and regulatory requirements.

The new set of Memorandum of Association is available for inspection at the Registered Office of the Company on any working day during the business hours.

The Board of Directors recommends the passing of the resolution contained in Item No. 1 of the Notice as an Ordinary Resolution.

None of the Directors or any Key Managerial Personnel or any relative of any of the Directors of the Company or the relatives of any Key Managerial Personnel is, in anyway, concerned or interested in the above resolution.

2) Issue of 9,50,000 Equity Shares on Preferential Basis by way of Private Placement to a Company forming part of the Promoter Group:

In terms of Section 62(1)(c) of the Companies Act, 2013 (the Act) and the Rules made there under ("the Act"), a Company can undertake Preferential Issue/Allotment only after obtaining the prior approval of the Members 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 from time to time, and on the terms and conditions and formalities as stipulated in the Act and the SEBI ICDR Regulations. Accordingly, the Company proposes to issue, offer and allot **9,50,000 (Nine Lakh Fifty Thousand) Equity Shares, having face value of Rs.10/- (Rupees Ten) each at an issue price of Rs.93.80/- (Rupees Ninety Three point Eight Zero) [including premium of Rs.83.80/- (Rupees Eighty Three Point Eight Zero) per Equity Share] aggregating to ₹ 8,91,10,000 (Rupees Eight Crore Ninety-One Lakh Ten Thousand Only) ("Consideration")** as determined in accordance with the provisions of Chapter V of the SEBI ICDR Regulations, to the promoter group for cash 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 (Utilization of issue proceeds) of the Preferential Issue:

The proceeds of the Preferential Issue shall be primarily utilized to meet the incremental working capital requirements of the Company and for general corporate purposes, including, but not limited to, brand building, enhancing operational efficiencies, meeting unforeseen exigencies and supporting day-to-day business operations. Additionally, the funds may be utilized to repay or prepay existing borrowings of the Company, thereby reducing finance costs, improving liquidity and strengthening the Company's Debt-to-Equity ratio. The Board of Directors of the Company shall have the flexibility to allocate the funds in a manner that best supports the Company's overall growth strategy, operational stability and long-term financial health, in compliance with applicable laws, including the Companies Act, 2013, SEBI (ICDR) Regulations, 2018, and other regulatory requirements.

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

It is proposed to issue, offer and allot up to **9,50,000 (Nine Lakh Fifty Thousand) 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:

None of the Promoter, Promoter Group, Directors or Key Managerial Personnel of the Company intends to subscribe to this preferential issue of equity shares except Saraf Housing Development Private Limited, Promoter Group of the Company.

(iv) Particulars of the Preferential Issue including date of passing of Board Resolution:

The Board of Directors of the Company at its meeting held on 20th March, 2026 had, subject to the approval of the Members and such other approvals and permissions as may be required, approved the issuance of up to 9,50,000 (Nine Lakh Fifty Thousand) Equity Shares, having face value of Rs.10/- (Rupees Ten) each at an issue price of Rs.93.80/- (Rupees Ninety Three point Eight Zero) [including premium of Rs.83.80/- (Rupees Eighty Three Point Eight Zero) per Equity Share] aggregating to ₹ 8,91,10,000 (Rupees Eight Crore Ninety-One Lakh Ten Thousand Only) to Promoter group for cash, on a preferential basis.

(v) Kinds of securities offered and the price at which security is being offered:

Up to 9,50,000 (Nine Lakh Fifty Thousand) Equity Shares, having face value of Rs.10/- (Rupees Ten) each at an issue price of Rs.93.80/- (Rupees Ninety Three point Eight Zero) [including premium of Rs.83.80/- (Rupees Eighty Three Point Eight Zero) per Equity Share] aggregating to ₹ 8,91,10,000 (Rupees Eight Crore Ninety-One Lakh Ten Thousand Only) on such price being not less than the **minimum price i.e. (Rs.73.80 per share)** as on the Relevant Date i.e. Tuesday, 28th April, 2026 determined in accordance with the provisions of Chapter V of the SEBI ICDR Regulations.

(vi) Pricing of the Issue:

The issue price of the equity shares to promoter group is fixed at Rs.93.80/- (Rupees Ninety Three point Eight Zero Only) per equity share [including a premium of Rs.83.80/- (Rupees Eighty Three Point Eight Zero Only) per Equity Share] having a face value of Rs.10/- (Rupees Ten Only) per share in accordance with the price determined in terms of Regulation 164 of the SEBI ICDR Regulations.

(vii) Basis on which the price has been arrived at along with report of the Registered Valuer:

The Company is listed on the BSE Limited and the equity shares of the Company are frequently traded in accordance with SEBI ICDR Regulations.

Hence, in accordance with Regulation 164 of the SEBI ICDR Regulations, a Valuation Report dated 28th April, 2026 has been obtained from an Independent Registered Valuer.

The Valuation Report dated 28th April, 2026 issued by the Independent Registered Valuer, CA S Dehaleesan (Registered Valuer Number: [IBBI/RV/04/2019/11659]) certified the price to be Rs.73.80/- per equity share. We also confirm that the Articles of Association do not contain any restrictive provisions.

The valuation report issued by the Registered Valuer determining the price of shares obtained as per SEBI ICDR Regulations for the proposed Preferential Issue is available for inspection at the Registered Office and Corporate Office of the Company and can also be accessed through the following link :
<https://www.nolgroup.com/nolgroup/uploads/2026/05/NOL-Valuation-Report-28-04-2026.pdf>

(viii) The Percentage (%) of Post Preferential Issue Capital that may be held by the proposed allottees consequent to the Preferential Issue:

The Percentage (%) of Post Preferential Issue Capital that may be held by the proposed allottees as per Regulation 163(1)(fa) as mentioned in table below pursuant to the aforesaid issue.

S. No	Name	Category	Pre-Preferential Holding		No of shares Proposed to be allotted	Post-Preferential Holding	
			No of Equity Shares held	% held		No of Equity shares held	% held
1	Saraf Housing Development Private Limited	Promoter Group	4,92,999	9.78	9,50,000	14,42,999	14.59

(ix) Relevant Date:

The "Relevant Date" in terms of Regulation 161 of the SEBI (ICDR) Regulations, 2018 for determination of minimum price is Tuesday, 28th April, 2026, a date which is 30 (Thirty) days prior to the date of EGM.

(x) 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(s), belonging to the Promoter Group category.

(xi) The Shareholding Pattern of the issuer before and after the Preferential Issue:

S · N o	Category	Pre-Issue		No of Shares Proposed to be allotted through Preferential Issue	Post Issue	
		Number of shares	% of shareho lding		Number of shares	% of shareho lding
A	Promoters and Promoters Group Holding					
	1) Indian					
	Individuals/Hindu Undivided Family	26,71,986	52.99	-	26,71,986	44.59
	2) Body Corporates					
	3) Foreign Individual					
	Any Other (specify)	8,39,170	16.64	-	17,89,170	29.86
	TOTAL (A)	35,11,156	69.63		4461156	74.45
B	Non-Promoters Shareholding (Public Holding)					
	1) Institutions					
	Institutions (Domestic)					
	Institutions (Foreign)					
	Central Government/ State Government(s)/ President of India					
	2) Non-Institutions					

Investor Education and Protection Fund (IEPF)	23,532	0.47	-	23,532	0.39
Resident Individuals holding nominal share capital up to Rs.2 Lakhs	8,90,425	17.66	-	8,90,425	14.87
Resident Individuals holding nominal share capital in excess of Rs.2 Lakhs	5,76,161	11.43	-	5,76,161	9.61
Non- Resident NRI	7,807	0.15	-	7,807	0.13
Body Corporate	8,087	0.16	-	8,087	0.13
Others	25,217	0.50	-	25,217	0.42
TOTAL (B)	15,31,229	30.37		15,31,229	25.55
TOTAL (A+B)	50,42,385	100.00		59,92,385	100.00

(xii) 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 Special Resolution, provided that where the allotment of the proposed equity shares is pending on account of receipt of any approvals or permissions from any regulatory or statutory authority or Stock Exchange, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals or permissions.

(xiii) 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:

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

S. No.	Name of the Allottee	Category	Beneficial Ownership
1.	Saraf Housing Development Private Limited	Promoter Group	Rajesh Kumar Saraf

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

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

(xv) 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 preferential issue/allotments during the year.

(xvi) 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.

(xvii) Lock in restrictions:

The equity shares to be issued and allotted to the proposed allottees shall be subject to lock-in as per the requirement of the provisions of the Regulation 167(1) and (2) of SEBI (ICDR) Regulations, 2018.

(xviii) Certificate from Practicing Company Secretary:

A certificate from the Practicing Company Secretary, certifying that the proposed issue is being made in accordance with the extant regulations of the SEBI ICDR Regulations, 2018 shall be placed before the members at the Extra-Ordinary General Meeting of the Company. The Certificate will also be available on the Company's website.

Link: <https://www.nolgroup.com/nolgroup/uploads/2026/05/NOL-PCS-Certificates-Preferential-Issue.pdf>

(xix) Undertakings:

- In accordance with the SEBI ICDR Regulations;
- all the Equity Shares held by the proposed allottee(s), if any in the Company are in dematerialized form only;
- The Proposed Allottee(s) have not sold/transferred any Equity Shares of the Company during the 6 (Six) months preceding the Relevant Date.
- The Proposed Allottees(s) have 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, 2018 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, 2018 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 any of its Promoter/Promoter Group 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, 2018.

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

The proposed allotment shall be made to promoter group. After allotment there will be no change in Control of the Company.

In accordance with the provisions of Sections 23, 42 and 62 of the Companies Act, 2013 read with applicable rules made thereto and relevant provisions of the SEBI ICDR Regulations, 2018 approval of the Members for issue and allotment of the said equity shares to investors is being sought by way of a Special Resolution as set out in the said item of the Notice.

The Board of Directors believes that the proposed Preferential Issue is in the best interest of the Company and its Members and, therefore, recommends the Special Resolution at Item No. 2 of the accompanying Notice for approval by the Members of the Company.

All the Promoters, Directors except Independent directors of the Company and their respective relatives are deemed to be concerned or interested in the above resolution. Accordingly, none of the Directors and their relatives shall vote on the resolution, and the same shall be approved by the public shareholders of the Company.

(XX) Principal terms of assets charged as securities:

Not applicable.

**For and on behalf of Board of Directors
For National Oxygen Limited**

**Sd/-
Rajesh Kumar Saraf
Managing Director
DIN: 00007353**

**Place: Chennai
Date: 29.04.2026**