



## FORTY FOURTH (44) ANNUAL REPORT - 2018 - 2019

### CORPORATE INFORMATION

#### BOARD OF DIRECTORS

Shri. Rajesh Kumar Saraf	Managing Director
Shri. Gajanand Saraf	Director
Smt. Sarita Saraf	Director
Shri. Devmohan Mohunta	Independent Director
Shri. Shanmugavadivel Siva	Independent Director
Smt. Mona Milan Parekh	Independent Director

**Company Secretary** Krishnaswamy Venkateswaran

**Chief Financial Officer** P.Ramalinga Srinivasan

#### Audit Committee

Shri. Shanmugavadivel Siva	Independent Director ( Chairman )
Shri. Devmohan Mohunta	Independent Director
Shri. Mona Milan Parekh	Independent Director

#### Stake Holders Relationship Committee

Shri. Gajanand Saraf	Non Executive Director (Chairman)
Shri. Shanmugavadivel Siva	Independent Director
Smt. Mona Milan Parekh	Independent Director

#### Nomination & Remuneration Committee

Shri. Shanmugavadivel Siva	Independent Director ( Chairman )
Shri. Devmohan Mohunta	Independent Director
Smt. Mona Milan Parekh	Independent Director

#### Statutory Auditors

M/s. J K V S & Co,  
Chartered Accountants  
209-Hans Bhawan  
1,Bahadur Shah Zata Marg  
New Delhi-110002

**Secretarial Auditors**

M/s Lakshmmi Subramanian & Associates  
Practicing Company Secretaries  
Murugesu Naicker office complex,  
No.81, Greaves Road, Chennai-600006

**Internal Auditors**

R.Siva Subramanian  
Chartered Accountant  
New No.11 ( Old No.15 ) Anand Appartment  
9<sup>th</sup> Street, R.K.Salai  
Mylapore  
Chennai-600004

**Principal Banker**

Punjab National Bank  
No.9, Nungambakkam High Road,  
Nungambakkam  
Chennai-600034

**Registrars & Share Transfer Agents**

M/s. Cameo Corporate Services Limited  
Subramanian Building.  
No.1 Club House Road,  
Chennai 600 002  
Phone: 044-28460390  
**E-mail: [cameo@cameoindia.com](mailto:cameo@cameoindia.com)**

**Stock Exchanges Where Company's Securities are listed**

BSE Limited

**Registered Office, Adm office & Works**

No.1B, 1<sup>st</sup> Floor, Arihant Jashn  
38 (121), Rukmani Lakshmipathy Salai  
Egmore, Chennai- 600008

**Email:** [contact@nolgroup.com](mailto:contact@nolgroup.com)

**Website:** [www.nolgroup.com](http://www.nolgroup.com)

**Investor Relations Email ID:** [grievanceredressal@nolgroup.com](mailto:grievanceredressal@nolgroup.com)

**Contact Number:** 044-28520096

**Corporate Identity Number:** L24111TN1974PLC006819

**National Oxygen Limited**  
**CIN:L24111TN1974PLC006819**

No.1B, 1<sup>st</sup> Floor, Arihant Jashn, 38 (121) Rukmani Lakshmipathy Salai, Egmore  
Chennai-600008

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NOTICE is hereby given that the 44<sup>th</sup> Annual General Meeting of National Oxygen Limited will be held on Thursday the 12<sup>th</sup> September, 2019 at “Asha Niwas” 9, Rutland Gate 5<sup>th</sup> Street, Chennai – 600 006 at 10.00 a. m to transact the following business:

**ORDINARY BUSINESS**

- 1 To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2019 together with the Reports of the Board of Directors and the Auditors thereon,
- 2 To appoint a Director in the place of Shri. Gajanand Saraf (having Din. 00007320) who retires from office by rotation and being eligible offers himself for reappointment

**SPECIAL BUSINESS**

- 3 To consider the appointment of Mr.Gajanand Saraf, as a Whole Time Director of the Company  
To consider and if thought fit to pass with or without modification, the following resolution as an special resolution

“RESOLVED THAT pursuant to provisions of sections 149, 152, 196, 197, 198 read with Schedule V and other applicable provisions if any of the Companies Act 2013 (including any statutory modifications, enactments or re-enactments, thereof for the time being in force), SEBI(Listing Obligations and Disclosure Requirements) Regulations 2015, as amended, and as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors, Consent of the Company be and is hereby accorded for the appointment of Mr. Gajanand Saraf as a Whole Time Director of the company w.e.f.01.04.2019 for a period of 5(five)years, subject to retirement by rotation with payment of remuneration on such terms and conditions as detailed in the explanatory statement

RESOLVED FURTHER THAT the aggregate of the remuneration payable to Mr. Gajanand Saraf shall be subject to overall ceilings laid down under Schedule V of the Companies Act 2013 and the Board be and is hereby authorized to vary, alter and modify the terms and conditions of remuneration/remuneration structure of Mr.Gajanand Saraf whole time director including the monetary value thereof , to the extent recommended by the Nomination and Remuneration Committee from time to time as may be considered appropriate, subject to the overall limits specified by this resolution, Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

RESOLVED FURTHER THAT in event of absence or inadequacy of profit in any financial year during the tenure of the appointment, the Board of Directors/ Nomination and Remuneration Committee constituted by the Board, do accept to pay the above remuneration as the minimum remuneration to Mr. Gajanand Saraf Whole Time Director

FURTHER RESOLVED THAT the Board of Directors be and are hereby severally authorized to do all such acts, deeds, matters and things and execute all such documents, instruments and writings as may be

required and delegate all or any of its powers herein conferred to any committee of directors or director(s) to give effect to the above resolution”

4 To consider the appointment of Mr.Rajesh Kumar Saraf, as the Managing Director of the Company

To consider and if thought fit to pass with or without modification, the following resolution as an special resolution

“RESOLVED THAT pursuant to provisions of sections 149, 152, 196, 197, 198 read with Schedule V and other applicable provisions if any of the Companies Act 2013 (including any statutory modifications, enactments or re-enactments, thereof for the time being in force), SEBI(Listing Obligations and Disclosure Requirements) Regulations 2015, as amended, and as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors, Consent of the Company be and is hereby accorded for the appointment of Mr. Rajesh Kumar Saraf as Managing Director of the company w.e.f.01.08.2019 for a period of 5(five)years, subject to retirement by rotation with payment of remuneration on such terms and conditions as detailed in the explanatory statement

RESOLVED FURTHER THAT the aggregate of the remuneration payable to Mr. Rajesh Kumar Saraf shall be subject to overall ceilings laid down under Schedule V of the Companies Act 2013 and the Board be and is hereby authorized to vary, alter and modify the terms and conditions of remuneration/ remuneration structure of Mr.Rajesh Kumar Saraf, Managing director including the monetary value thereof , to the extent recommended by the Nomination and Remuneration Committee from time to time as may be considered appropriate, subject to the overall limits specified by this resolution, Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

RESOLVED FURTHER THAT in event of absence or inadequacy of profit in any financial year during the tenure of the appointment, the Board of Directors/ Nomination and Remuneration Committee constituted by the Board, do accept to pay the above remuneration as the minimum remuneration to Mr. Rajesh Kumar Saraf , Managing Director

FURTHER RESOLVED THAT the Board of Directors be and are hereby severally authorized to do all such acts, deeds, matters and things and execute all such documents, instruments and writings as may be required and delegate all or any of its powers herein conferred to any committee of directors or director(s) to give effect to the above resolution”

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

Place : Chennai  
Date : 10.08.2019

Rajesh Kumar Saraf  
Managing Director

**NOTES:**

1. A member entitled to attend and vote at AGM is entitled to appoint a proxy to attend and vote in the meeting instead of himself / herself and the proxy need not be a member of the company. A person can act as a proxy on behalf of a maximum of 50 members and holding in aggregate not more than 10% of the total share capital of the Company. A Member holding more than 10% percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy, provided that the person does not act as proxy for any other person or shareholder.
2. Corporate members intending to send their authorized representatives to attend the meeting are requested to send a duly certified copy of the Board resolution on the letter head of the company, signed by one of the Directors or Company Secretary or any other authorized signatory and / or duly notarized power of Attorney, authorizing their representatives to attend and vote on their behalf at the meeting.
3. The instrument appointing the proxy, duly completed, must be deposited at the Company's registered office not less than 48 hours before the commencement of the meeting. A proxy form for the AGM is enclosed.
4. During the period beginning 24 hours before the time fixed for the commencement of the AGM and until the conclusion of the meeting, a member would be entitled to inspect the proxies lodged during the business hours of the company, provided that not less than three days of notice in writing is given to the company.
5. Members / proxies / authorized representatives should bring the duly filled attendance slip enclosed herewith to attend the meeting.
6. The register of Directors and Key Managerial Personnel and their shareholding, maintained under section 170 of the Companies Act, 2013 ( 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 for inspection by the members at the AGM.
7. The Register of Members and Share Transfer Books of the Company will remain closed from Friday, 6<sup>th</sup> September, 2019 to Thursday, 12<sup>th</sup> September, 2019 (both days inclusive) for the purpose of AGM.
8. Members are requested to notify immediately any change in their address to the Registrar and Share transfer Agent – M/s. Cameo Corporate Services Ltd., "Subramanian Buildings", 1, Club House Road, Chennai-600 002.
9. The Ministry of Corporate Affairs (vide circular nos. 17/2011 and 18/2011 dated April 21, 2011 and April 29, 2011 respectively) has undertaken a Green Initiative in Corporate Governance and allowed Companies to share documents with its shareholders through an electronic mode. SEBI (LODR) Regulations 2015 permits companies to send soft copies of the Annual Report to all those shareholders who have registered their email addresses for the said purpose. Hence Members are requested to register their e-mail addresses with the Company by sending their details relating to name, folio no./DP Id/Client Id to the company's email id : [contact@nolgroup.com](mailto:contact@nolgroup.com)
10. Members holding shares in physical form and in electronic mode are requested to immediately notify change in their address and updates of savings bank account details, if any, to their

respective Depository Participant(s) and to Registrar and Share Transfer Agents, M/s. Cameo Corporate Services Ltd., "Subramanian Buildings", 1, Club House Road, Chennai-600 002 quoting their folio number.

11. Pursuant to section 72 of the Companies Act 2013, Shareholders holding shares in physical form may file nomination in the prescribed form SH-13 with the Company's Registrar and Transfer Agent. In respect of shares held in electronic / Demat form, the nomination form may be filed with the respective Depository Participant
12. Members desirous of obtaining any information concerning the accounts of the Company are requested to address their queries to the Company Secretary at least seven days in advance of the Meeting so that the information required can be readily made available at the meeting.
13. All documents referred to in the accompanying notice and the explanatory statement requiring the approval of the members at the AGM and other statutory registers shall be available for inspection at the Registered office of the Company during business hours on all days, except Saturdays, Sundays and National Holidays from the date hereof up to the date of AGM
14. Profile of Director re-appointment is given below.

Name of the Director	Mr.Gajanand Saraf
Din	00007320
Age	84 years
Date of appointment	01.09.2010
Experience	44 years
No. of shares held as on 31.03.2019	794108
Directorship in other public companies	1
Chairman/Member of committees of company	1
Relationship with any other Director	Rajesh Kumar Saraf and Sarita Saraf
Brief History	He is a promoter of the company and is occupying the position of Director from its incorporation. As a Director, he oversees the Key function of Manufacture, Marketing & Administration. He drives the continuous renewal of Key process systems and policies across the company in client relationship management, Sales effectiveness, delivery excellence, quality, talent management and leadership development. Since, he is a director retire by rotation and being eligible, he offer himself for reappointment.

15. With effect from 1<sup>st</sup> April 2014, inter alia, provisions of Section 149 of Companies Act 2013 has been brought into force. In terms of the said section read with section 152(6) of the Act, the provisions of retirement by rotation are not applicable to Independent Directors.
16. The route map showing directions to reach the venue of the 44<sup>th</sup> AGM is annexed
17. Electronic copy of the AGM Notice of the Company inter alia indicating the process and manner of e-voting along with Attendance slip and Proxy form is being sent to all the members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the Company inter alia indicating the process and manner of e-voting along with Attendance slip and Proxy form is being sent in the permitted mode.

**18. Voting through Electronic Means**

In compliance with provisions of Section 108 of the Companies Act 2013 read with the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer E-Voting facility as an alternate, for its shareholders to enable them to cast their votes electronically at the 44<sup>th</sup> Annual General Meeting (AGM) through e-voting service provided by Central Depository Services (India) Limited. E-Voting is optional. The procedure and instructions for the same are as follows:

**The Company will provide the e-voting facility through CDSL. The e-voting procedures are set out below:**

**The instructions for members for voting electronically are as under:-**

- (i) The voting period begins on 09.09.2019 at 9.00 A.M. and ends on 11.09.2019 at 5.00 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) 05.09.2019, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The Shareholders should log on the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- (iii) Click on "Shareholders" tab
- (iv) Now, select the "NATIONAL OXYGEN LIMITED" from the drop down menu and click on "SUBMIT"
- (v) 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. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the image verification as displayed and click on Login
- (vii) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.

(viii) If you are a first time user follow the steps given below:

	<b>For Members holding shares in Demat Form and Physical Form</b>
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> <ul style="list-style-type: none"> <li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/folio number in the PAN field.</li> <li>In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN field.</li> </ul>
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details#	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> <li>Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v)</li> </ul>

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then reach directly 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.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for National Oxygen Limited
- (xiii) 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.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.



- (xvii) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xviii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Note for Non-Individual Shareholders and Custodians
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto: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) which they wish to vote on.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto: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.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Question (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)
- 19 Please note that by virtue of providing the e-voting facility by the company as per Rule 20 of Companies (Management and Administration) Rules, 2014 the following will be applicable:
- (i) The manner of voting for the members being present in the General Meeting will be on “proportion principle” ie one share – one vote unlike one person one vote principle, further, as per the provision of the Companies Act, 2013, demand for poll will not be relevant.
  - (ii) The option of voting by show of hands will not be available for members presenting the General Meeting in view of clear provision of section 107 of the Companies Act, 2013, i.e voting by show of hands would not be allowable in cases where Rule 20 of Companies (Management and Administration) Rules, 2014 is applicable.
  - (iii) Any member who has voted through e-voting facility provided by the company may also participate in the General Meeting in person, but such a member will not be able to exercise his vote again in the meeting, and the earlier vote casted through electronic means will be treated as final.
  - (iv) The facility for voting through ballot form shall be made available to all the shareholders who could not exercise their vote through e-voting. The ballot paper in Form MGT-12 is being sent to all the members, along with this report. The voting rights of Members shall be in proportion their shares of the paid up equity share capital of the Company as on 05.09.2019.

A Member desiring to exercise vote by ballot paper should complete the Ballot Form attached with this report and sent it to : National Oxygen Limited, Flat No.1B, First Floor, Arihant Jashn ( Old No.121) New No.38, Rukmani Lakshmipathy Salai, Egmore, Chennai-600008.

Please return the form duly completed through post or courier, so as to reach the company on or before the close of working hours of between 10.00 a.m and 5.00 p.m on 11.09.2019

The facility of voting through ballot form shall also be made available at the meeting and the members attending the meeting who have not cast their vote by remote e-voting shall be able to vote at the meeting through ballot form

- (v) Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the notice and holding shares on the cut-off date i.e. 05.09.2019 may obtain the login ID and password by sending an email to [investor@cameoindia.com](mailto:investor@cameoindia.com) or [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) by mentioning their Folio No./DP ID and Client ID. However, if you are already registered with CDSL for remote e-voting then you can use your existing user ID and password for casting your vote
- (vi) The Scrutinizer shall, immediately after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days after the conclusion of the AGM, a consolidated scrutiniser's report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing , who shall countersign the same and declare the result of the voting forthwith.
- (vii) The results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.nolgroup.com](http://www.nolgroup.com) and website of CDSL <http://www.evotingindia.com> and also forward the same to the Bombay Stock Exchange of India Limited simultaneously, where the Company's shares are listed.

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

Place: Chennai  
Date: 10.08.2019

**Rajesh Kumar Saraf**  
Managing Director

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013****Item No.3**

The present proposal is to seek the Shareholders' approval for the appointment of Mr.Gajanand Saraf as the Whole Time Director for a period of 5(five) years w.e.f.01.04.2019 in terms of the applicable provisions of the Companies Act, 2013. The appointment and remuneration has been recommended by the Nomination & Remuneration Committee in its meeting held on 25.05.2019 and subsequently approved by the Board of Directors in its meeting held on the same date.

Mr. Gajanand Saraf has about 40 years of experience in the company as a director on the board and in many other fields such as administration , Marketing , production etc.

Considering his rich experience and knowledge, the Board thought it fit to avail his services in the interest of the Company on payment of remuneration on terms as detailed here under:

Rs.900000/- Per annum plus perquisites and other allowances. The overall limit of the salary inclusive of perquisites and other allowances shall not exceed the ceiling as provided in schedule V of the Companies Act 2013.

In the event of absence or inadequacy of profit in any financial year during the tenure of the appointment, the Board of Directors/ Nomination and Remuneration Committee constituted by the Board, do accept to pay the above remuneration as the minimum remuneration to Mr.Gajanand Saraaf, Whole Time Director.

The Board recommends the Resolution to be passed as a Special Resolution.

Except for Mr. Rajesh Kumar Saraf, Ms.Sarita Saraf and Mr. Gajanand Saraf, none of the other Directors and Key Managerial Personnel (KMP) of the Company or their relatives are concerned or interested, financial or otherwise, in the resolution set out at Item No 3.

Brief Profile of Mr. Gajanand Saraf is furnished below:

Name of the Director	Mr.Gajanand Saraf
Din	00007320
Age	84 years
Date of appointment as an Whole Time Director	01.04.2019
Experience in business field viz-Administration, Production and Marketing of Industrial Gases	More than 40 years
No.of shares held as on 31.03.2019	365227
Directorship in other public companies	Nil
Chairman/Member of committees of company	Chairman- Stake Holders Relationship Committee
Relationship with any other Director	He is a Father of Mr.Rajesh Kumar Saraf, and Father in law of Sarita Saraf

**Item No.4**

The present proposal is to seek the shareholders' approval for the reappointment of Mr. Rajesh Kumar saraf as Managing Director of the company for a further period of 5(five) years w.e.f.01.08.2019. The appointment and remuneration has been recommended by the Nomination & Remuneration Committee

in its meeting held on 10.08.2019 and subsequently approved by the Board of Directors in its meeting held on the same date.

Mr. Rajesh Kumar Saraf has about 30 years of experience in Administration, Production and Marketing field. He has helped the company in achieving its targets with his rich experience in the field of industrial gases manufacturing.

Considering his experience and knowledge, the Board thought it fit to avail his services in the interest of the Company on payment of remuneration on terms as detailed here under:

Rs.36,00,000/- Per annum plus perquisites and other allowances. The overall limit of the salary inclusive of perquisites and other allowances shall not exceed the ceiling as provided in schedule V of the Companies Act 2013.

In the event of absence or inadequacy of profit in any financial year during the tenure of the appointment, the Board of Directors/ Nomination and Remuneration Committee constituted by the Board, do accept to pay the above remuneration as the minimum remuneration to Mr.Rajesh Kumar Saraf, Managing Director.

The Board recommends the Resolution to be passed as a Special Resolution.

Except for Mr. Gajanand Saraf, Ms.Sarita Saraf and Mr. Rajesh Kumar Saraf, none of the other Directors and Key Managerial Personnel (KMP) of the Company or their relatives are concerned or interested, financial or otherwise, in the resolution set out at Item No 4.

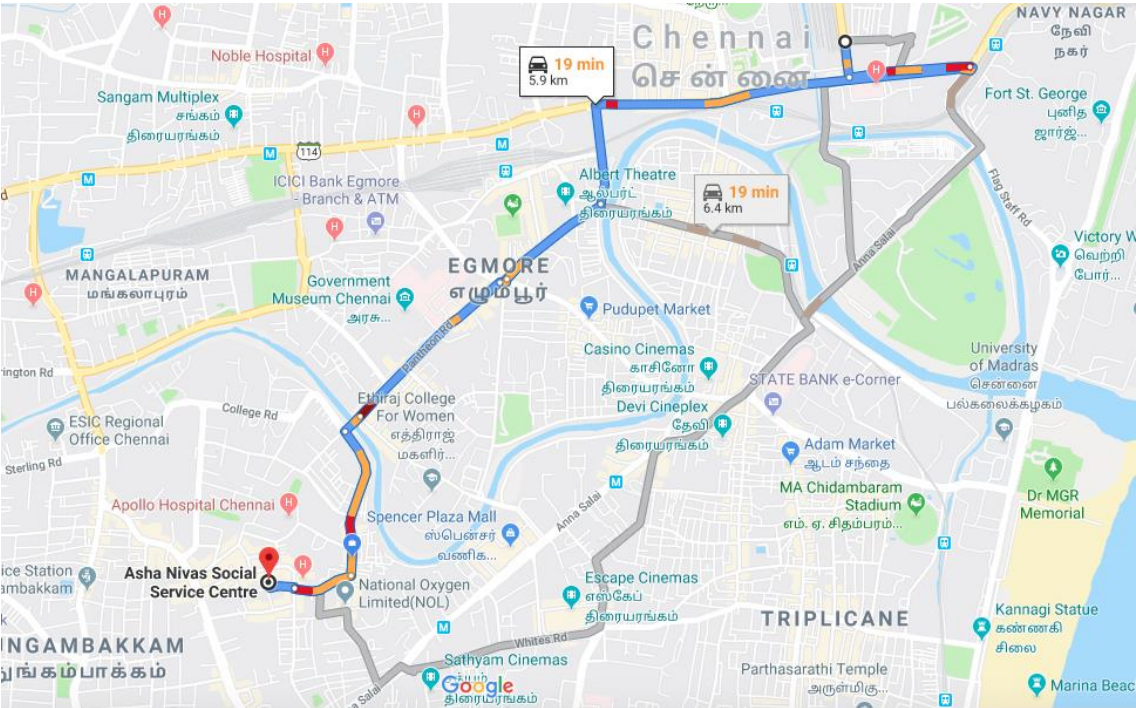
Brief Profile of Mr. R. Rajesh Kumar Saraf is furnished below:

Name of the Director	Mr.Rajesh Kumar Saraf
Din	00007353
Age	56 years
Date of appointment as Managing Director	01.08.2019
Experience in business field viz-Administration, Production and Marketing of Industrial Gases	More than 30 years
No.of shares held as on 31.03.2019	1070081
Directorship in other public companies	Nil
Chairman/Member of committees of company	Nil
Relationship with any other Director	He is a son of Mr.Gajanand Saraf, and husband of Sarita Saraf

Place: Chennai  
Date: 10.08.2019

By and on behalf of Board of Directors  
Rajesh Kumar Saraf  
Managing Director

Route Map



**DIRECTORS' REPORT**

Dear Shareholders,

Your Directors have pleasure in presenting the 44<sup>th</sup> Annual Report of National Oxygen Limited along with the audited financial statements for the year ended March 31, 2019

**FINANCIAL RESULTS**

Particulars	2018-2019 (Rs. In Lakhs)	2017-2018 (Rs. In Lakhs)
Revenue from operations	4620.80	4226.89
Other income	28.54	48.12
Total Income	4649.34	4275.01
Total expenses	3762.97	3664.94
Profit/(Loss) before Interest and Depreciation	886.37	610.07
Less: Interest	490.05	589.92
Profit before Depreciation	396.32	20.14
Less: Depreciation	353.45	378.72
Profit/ (Loss) before Tax	42.88	(358.58)
Exceptional Item	313.73	170.84
Tax Expenses	0.45	0
current year	(0.13)	(0.77)
Deferred tax		
MAT credit entitlement	0	0
Other Comprehensive Income	(0.35)	(1.60)
Transfer to Reserve	356.64	(185.37)
Profit / (Loss) carried over to Balance Sheet	356.64	(185.37)

During the year under review, the Company has earned net profit of Rs.356.64 Lakhs as against net loss of Rs.(185.37) Lakhs in the previous year. Your Directors are hopeful to maintain the growth in the coming years.

**STATE OF AFFAIRS OF THE COMPANY.**

During the year under review there is no change in the nature of activity of the Company.

**BUSINESS PERFORMANCE:**

The company Manufactures industrial gases both in liquid and gaseous form. The order book position is comfortable since the company was able to tie up long term contracts with the customers. The plant at Pondicherry and Perundurai is also performing at its full rated capacity.

**SHARE CAPITAL**

The paid up Equity Share Capital as on March 31, 2019 was Rs.4,80,22,710/- No additions and alterations to the capital were made during the financial year 2018-2019

**DIVIDEND:**

With a view to conserve the resources, your Board of Directors do not recommend any dividend to the Shareholders for the financial year ended 31.03.2019.

**TRANSFER OF PROFIT TO RESERVES**

During the year your company has transferred the profit of Rs.356.64 lakhs to the reserve account.

**MATERIAL CHANGE AND COMMITMENTS OF THE COMPANY**

There are no material change and events during the financial year.

There are no significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and Company's operations in future.

**PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS U/S 186**

There have been no loan and guarantees given or made by the Company under Section 186 of the Act 2013 during the financial year 2018 – 2019 except investment made in equity of one company viz OGP Power Generation Private Limited within the specified limit.

**SUBSIDIARIES, ASSOCIATES AND JOINT VENTURE COMPANIES**

The Company doesn't have any subsidiaries, associates and joint venture companies.

**THE CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO**

The details of conservation of energy, technology absorption, foreign exchange earnings and outgo as required under Section 134(3)(m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014 are attached as Annexure- 1

**DIRECTORS AND KEY MANAGERIAL PERSONNEL****Board Composition**

The Board is well constituted with composition of two executive, one non executive and three independent directors.

Category	Name of Director
Executive Directors	Rajesh Kumar Saraf- Managing Director Gajanand Saraf- Whole Time Director
Non Executive Director	Sarita Saraf
Independent Directors	Shanmugavadivel Siva, Devmohan Mohunta and Mona Milan Parekh

**Board Committees****a) Audit Committee**

Shri. Shanmugavadivel Siva	Independent Director ( Chairman )
Shri Devmohan Mohunta	Independent Director
Shri. Mona Milan Parekh	Independent Director

**b) Nomination & Remuneration Committee**

Shri. Shanmugavadivel Siva	Independent Director ( Chairman )
Shri. Devmohan Mohunta	Independent Director
Smt. Mona Milan Parekh	Independent Director

**c) Stakeholders' Relationship Committee**

Shri. Gajanand Saraf	Non-Executive Director (Chairman)
Shri. Shanmugavadivel Siva	Independent Director
Smt. Mona Milan Parekh	Independent Director

**DIRECTORS****Retirement by Rotation**

In terms of Section 152 of the Companies Act 2013, Mr. Gajanand Saraf, retires by rotation at the forthcoming AGM and is eligible for re-appointment. Mr. Gajanand Saraf offered himself for re-appointment and shall continue till his term as the Whole time Director.

Brief profile of Mr. Gajanand Saraf is given in the Notice of forth coming Annual General Meeting of the Company.

**Independent Directors' Declaration**

All independent Directors have given declarations that they meet the criteria of independence as laid down under Section 149 of the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligation & Disclosure Requirements) Regulation 2015 in respect of financial year ended 31<sup>st</sup> March 2019, which has been relied on by the Company and placed at the Board Meeting.

**KEY MANAGERIAL PERSONNEL**

The key managerial personnel of the Company are as under:

1) Mr. Rajesh Kumar Saraf	Managing Director
2) Mr. P. Ramalinga Srinivasan	Chief Financial Officer
3) Mr. Venkateswaran Krishnaswamy	Company Secretary

**STATUTORY AUDITORS**

M/s. J K V S & Co, Chartered Accountants (Firm Registration No.318086e) were appointed as the Statutory Auditors of the Company for the term of five years, in the 42<sup>nd</sup> Annual General Meeting held on 28<sup>th</sup> August 2017 for five years, and they continue to be the Auditors.



**COMMENT ON STATUTORY AUDITOR'S REPORT**

There are no qualifications, reservations, remarks or disclaimers made by M/s. J K V S & Co, Statutory Auditor, in their audit report. The Statutory Auditor have not reported any incident of fraud to the Audit Committee of the Company during the financial year 2018-19 and has given unmodified report.

**SECRETARIAL AUDITOR**

Pursuant to the requirements of Section 204 (1) of the Companies Act 2013 and Rule 9 of Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, Ms. Lakshmmi Subramanian of M/s. Lakshmmi Subramanian & Associates, Practicing Company Secretaries (Membership No. CP 3534) was appointed to conduct secretarial audit for the financial year 2018-19.

The Secretarial Audit report as received from the Secretarial Auditor is annexed to this report as Annexure 2

**COMMENT ON SECRETARIAL AUDIT REPORT**

Reply to the Comments given by the Secretarial Auditor and action taken by the company are given below:

Delay is due to RTA reconciliation of certain details relating to IPO made in 1995. Action is being taken to transfer such shares to IEPF authority.

**INTERNAL CONTROL AND ITS ADEQUACY**

The internal auditors of the Company during the year regularly conducted audit and submitted their quarterly reports, which were reviewed by the Audit Committee. The auditor also reported in his IFC report that the Company has an adequate Internal Control system, commensurate with the size, scale and complexity of its operations. To maintain its objectivity and independence, the Internal Auditor reports to the Chairman of the Audit Committee. During the year, such controls were tested and no reportable material weaknesses in the design or operation were observed.

**RELATED PARTY TRANSACTIONS**

During the year 2018 – 2019, the Company had entered into any material transaction with related parties pursuant to the provisions of Section 188 of the Companies Act, 2013. The particulars of contracts or arrangements with related parties are given in Annexure 3 (Form AOC 2).

**EXTRACT OF ANNUAL RETURN**

The details forming part of extract of Annual Return in form MGT -9 as provided under Sub Section (3) of the Section 92 of the Companies Act, 2013 (the "Act") is annexed herewith as Annexure –4 to this report.

**RISK MANAGEMENT POLICY**

The risk management is overseen by the Audit Committee of the Company on a continuous basis. Major risks, if any, identified by the business and functions are systematically addressed through mitigating action on a continuous basis. The Risk Management policy is available in the Company website [www.nolgroup.com](http://www.nolgroup.com)

**PERSONNEL**

The information required under Section 197(12) of the Companies Act, 2013 read with rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, in respect of employees of the Company, forms part of this Report as Annexure 5.

The information of employees as per Rule 5(2) of the said Act for the year is "Nil"

**PREVENTION OF SEXUAL HARASSMENT POLICY**

The company has in place Prevention of sexual harassment policy in line with the requirements of the Sexual Harassment of Women at the Workplace (Prevention, Prohibition and Redressal) Act, 2013. All employees (permanent, contractual, temporary, trainees) are covered under this policy.

The said policy is placed in the website of the company viz [www.nolgroup.com](http://www.nolgroup.com)

The Company has constituted Internal Complaint Committee as per the aforesaid Act. The details of the committee members are given below:

- 1) Ms. R.Revathi Chariman
- 2) Ms. Yasotha Prabu Member
- 3) Mr. P.Ramalinga Srinivasan Member

Your Directors state that during the year under review, the committee met on 09.02.2019 and observed that there was no case filed pursuant to the Sexual Harassment of the Woman at the Workplace (Prevention, Prohibition and Redressal) Act, 2013

**DEPOSITS FROM PUBLIC**

The Company has not accepted any deposits from public and as such, no amount on account of principal or interest on deposits from public was outstanding as on date of the Balance Sheet.

**CORPORATE GOVERNANCE REPORT**

Since your Company's paid up Equity capital, and Net worth is less than Rs.10 Crores and Rs.25 Crores respectively, the provisions of revised Clause 49 relating to Corporate Governance, vide SEBI circular number CIR/CFD/POLICY CELL/7/2014 dated 15th September 2014 is not applicable to the Company.

**NUMBER OF MEETINGS OF THE BOARD**

4 (four) Meetings of the Board of Directors of the Company were held during the year 2018-19. The maximum time gap between any two consecutive meetings did not exceed 120 days.

**BOARD EVALUATION**

Pursuant to the provisions of companies Act, 2013 and of the Listing Agreement, the Board has carried out annual performance evaluation of its own performance, the directors individually as well the evaluation of the working of its Audit, Nomination & Remuneration and Stakeholder committee. The manner in which the evaluation has been carried out is explained below

**A) EVALUATION OF DIRECTORS BY INDEPENDENT DIRECTORS' MEETING**

During the year under review, the Independent Directors met on 09.02.2019, inter alia to:

- (i) Review the performance of non-independent directors and the Board as a whole
- (ii) Review the performance of the Chairperson of the company, taking into account the views of executive directors and non-executive directors
- (iii) Assess the quality, quantity and timeliness of flow of information between the company management and the Board that is necessary for the Board to effectively and reasonably perform their duties

**B) EVALUATION OF INDEPENDENT DIRECTORS BY DIRECTORS' MEETING**

During the year under review, the Directors (other than Independent Directors) met on 09.02.2019, inter alia to:

- (i) Review the performance of the independent directors of the company, taking into account the views of executive directors and non-executive directors.
- (ii) Assess the quality, quantity and timeliness of flow of information between the company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

**POLICIES**

The company has the following policies which are applicable as per the Companies Act 2013 and SEBI (LODR) Regulations, which are placed on the website of the company.

- (i) Code of conduct for Directors and Senior Management
- (ii) Policy of Directors' Appointment and remuneration
- (iii) Policy on determining materiality of events
- (iv) Policy on documents preservation and archival
- (v) Terms of appointment of independent directors
- (vi) Nomination & Remuneration policy
- (vii) Policy on related party transactions
- (viii) Policy on sexual harassment of women at work place (prevention, prohibition and redressal) Act 2013

**CODE OF CONDUCT FOR DIRECTORS AND SENIOR MANAGEMENT**

The Board of Directors has adopted a policy and procedure on Code of Conduct for the Board Members and employees of the Company in accordance with the SEBI (Prohibition of Insiders Trading) Regulations 2015. This Code helps the Company to maintain the Standard of Business Ethics and ensure compliance with the legal requirements of the Company.

The Code is aimed at preventing any wrong doing and promoting ethical conduct at the Board and by employees. The Compliance Officer is responsible to ensure adherence to the Code by all concerned.

The Code lays down the standard of conduct which is expected to be followed by the Directors and the designated employees in their business dealings and in particular on matters relating to integrity in the work place, in business practices and in dealing with stakeholders.

All the Board Members and the Senior Management personnel have confirmed compliance with the Code.

**WHISTLE BLOWER POLICY/VIGIL MECHANISM**

Pursuant to section 177(9) of the companies Act 2013 read with Rule 7 of the Companies (Meetings of Board and its Powers) Rules 2014 and Regulations 34(3) 18(3) and 46 of SEBI (LODR) Regulations, the Board of Directors had approved the policy on Vigil Mechanism; Whistle Blower and the same was

hosted on the website of the company. The policy inter alia provides a direct access to the Chairman of the Audit Committee.

Your Company hereby affirms that no director/ employee has been denied access to the Chairman of the Audit Committee and that no complaints were received during the year.

#### **POLICY OF DIRECTORS' APPOINTMENT AND REMUNERATION**

Directors' appointment and remuneration including criteria for determining qualifications, positive attributes, independence of a director and other matters provided under the Companies Act, 2013 are covered under the Board's policy formulated by the Company and is available on the Company website [www.nolgroup.com](http://www.nolgroup.com)

#### **DISCLOSURE OF SHARES HELD BY PROMOTERS IN DEMAT FORM**

The promoters of the company hold all their shares in demat form. The details of shareholding of the Promoters are given in MGT9 (Annexure 4 to this report)

#### **CORPORATE SOCIAL RESPONSIBILITY (CSR):**

Your Company is having accumulated losses and not having profits more than Rs.5/-Crores in the Year 2018-19 or net worth more than Rs.500 Crores or turnover of more than Rs.1000 Crores in the previous financial year and therefore Constituting of a CSR Committee and its compliance in accordance with the provisions of Section 135 of the Act, does not arise.

#### **DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS / COURTS/**

##### **TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE:**

During the year, there were no such instances of significant and material orders passed by the regulators, courts or Tribunals.

#### **MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

##### **Industry structure and Developments**

Presently the company Manufactures industrial gases both in liquid and gaseous form. The order book position is comfortable since the company was able to tie up long term contracts with the customers. The plant at Pondicherry and Perundurai is also performing at its full rated capacity. The company is working at its market front since the supply of the companies product has increased compared to the previous year.

##### **Opportunities and Threats**

Our company project has resulted in high quality output which has resulted to tie up long term contracts with the customers. Our main concern is, continuous competition from other manufacturers in the same line of production

##### **Segment wise performance**

Presently the company has one manufacture segment to manufacture industrial gases both in liquid and gaseous form at plants situated at Pondicherry and Perundurai. The plants situated at both places are performing at full rated capacity. The products are very useful to hospitals and industry sector. Our products are in competitive position in the market.

**Risks and Concerns:**

Our main concern is, continuous competition from other manufacturers in the same line of production by reducing the price in the market due to which the company has to reduce the price to retain its share in the market.

**Internal control system and their adequacy**

The company maintains its adequate internal controls to have efficient operations. Also the company maintains all statutory rules, regulations, laws as applicable from time to time and protection of resources and assets.

**Financial performance with respect to operational performance**

Summary of statement of profit and loss account is given below

**Revenue:**

Your company net revenue increased by 9.32% due to increase of sales while comparing the previous year and other income has decreased by 40.69%

**Expenses:**

Raw Material consumption decreased by 32.23% due to decrease in productivity

Purchase of stock in trade -Nil

Change in inventories decreased by 87.73% due to change in the production cycle

Employees benefit expenses increased by 5.91% due to salary increase to existing employees and new recruitment of staffs.

Depreciation cost decreased by 6.67% due to Change of Accounting policy as per the Companies Act, 2013 and inputs of capital assets.

Finance cost decreased by 16.93% due to decrease of borrowings and repayment.

Power and fuel increased by 6.62% due increased of productivity

Other expenses increased by 10.25% due to cost increase of other overheads.

Total expenses increased by 2.67% which is reasonable while comparing the production and cost escalation of variable and fixed overheads

**Material developments in human resources / Industrial relations front:**

Training on all sectors are given to its employees periodically and motivated to work in line with the development of the Industry. The willingness and commitment of the employees help the company to stand tall among its customer in quality and service. The company has the total employee strength of 112.

**Listing with Stock Exchange**

The shares of the company are listed in the Bombay Stock Exchange.

**DIRECTORS' RESPONSIBILITY STATEMENT**

Pursuant to the requirement of Section 134(5) of the Act, the Directors hereby confirm:

1. That in the Preparation of Final Accounts, the applicable Accounting Standards had been followed along with proper explanation relating to material departures;

2. That they had selected such Accounting Policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the Financial Year and of the Profit or Loss of the Company for that period;
3. That they had taken proper and sufficient care for the maintenance of adequate Accounting Records in accordance with the provisions of the Act, for safeguarding the Assets of the Company and for preventing and detecting fraud and other irregularities;
4. That they had prepared the Annual Accounts on a Going Concern basis.
5. That they laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and operating properly; and
6. That they have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

#### **ACKNOWLEDGEMENT**

Your Directors wish to place on record their appreciation of the contributions made by employees at all levels, towards the continued growth and prosperity of your Company.

Directors also take this opportunity to convey their thanks to all the valued shareholders of the Company and to the Bankers for their valuable services

For and on behalf of the Board

Place: Chennai

Date: 10.08.2019

**Rajesh Kumar Saraf**

Managing Director

**Gajanand Saraf**

Whole Time Director

**ANNEXURE –1**

Details relating to Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo:

**(A) Conservation of energy**

1. Introduction of efficient lighting system and special capacitor banks for improvement of power factor
2. Improvements in operating efficiency and reduction of losses at workers level
3. Technology for production of gases is being upgraded continuously. Also distribution technology for cryogenic liquid products is streamlined
4. Capital investment on energy conservation equipments: NIL

**(B) Technology absorption**

- (i) The efforts made towards technology absorption: NIL
- (ii) Benefits derived
  - Production improvement NIL
  - Cost Reduction NIL
  - Product development or Import substitution NIL
- (iii) Imported Technology NIL
- (iv) Expenditure Incurred on Research and Development NIL

**(C) Foreign exchange earnings and outgo:**

Details	2018-19 <i>Rs.in lacs</i>	2017-18 <i>Rs. in lacs</i>
Earning in Foreign Exchange	Nil	Nil
Expenditure in Foreign Exchange	Nil	Nil
CIF Value of imports-Raw Material- Calcium Carbide	42.65	70.07

Chennai  
Date: 10.08.2019

On behalf of the Board  
**G.N.Saraf**  
Chairman

**Annexure-2****SECRETARIAL AUDIT REPORT****FOR THE FINANCIAL YEAR ENDED 31.03.2019**

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To the Members

National Oxygen Limited

No.1B, 1<sup>st</sup> Floor, Arihant Jashn

No.38 (121) Rukmani Lakshmipathy Salai

Egmore, Chennai -600 008

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by National Oxygen Limited (hereinafter called the company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31st March, 2019 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by National Oxygen Limited ("the Company") for the financial year ended on 31st March, 2019 according to the provisions as applicable to the Company during the period of audit:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - (a) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. However, the Regulation 24A relating to Secretarial Compliance Report is not applicable to the Company for the period under review;
  - (b) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (c) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 and the Securities and Exchange Board of India (Prohibition of Insider Trading Regulations, 2015.



- (d) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client to the extent of securities issued;
- (v) The Listing Agreement entered into by the Company with the Stock Exchanges where the Securities of the Company are listed and the uniform listing agreement with the said stock exchanges pursuant to the provisions of the SEBI (Listing obligations and Disclosure Requirements) Regulations 2015.
- (vi) Secretarial Standard with respect to Meetings of Board of Directors ( SS-1 ) and General Meetings ( SS-2 ) issued by the Institute of Company Secretaries of India.
- (vii) In our opinion and as identified and informed by the Management of the Company the following laws as being specifically applicable to the Company
  1. Explosives Act, 1884
  2. Explosives Rules, 2008
  3. Gas Cylinder Rules, 2004
  4. Static & Mobile pressure vessels (unfired) Rules 1981
  5. Drugs & Cosmetics Acts & Rules
  6. The Legal Metrology Act, 2009

It is reported that during the period under review, the Company had complied with the provisions of the Act, Rules, Regulations and Guidelines as mentioned (i) to (vi) above and point no.(vii) reported under separately and except the following:

1. transfer of shares relating to unclaimed dividend for more than seven consecutive years to IEPF authority due to non reconciliation of shares by RTA pertaining to IPO period 1995.

We further report that there were no actions / events in pursuance of

- a) The Securities and Exchange Board of India ( Share Based employee Benefits ) Regulations, 2014 and Employees Stock Option Scheme, 2007 approved under the provisions of the Securities and Exchange Board of India ( Employee Stock Option Scheme and Employee Stock Purchase Scheme ) Guidelines, 1999
- b) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009
- c) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998
- d) Foreign Exchange Management Act, 1999 and the rules and regulations.
- e) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
- f) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;

requiring compliance thereof by the Company during the Financial Year under review

We further report that, based on the information provided by the Company, its officers and authorized representatives during the conduct of the audit, in our opinion, the Company has adequate systems and control mechanism in the company to monitor and ensure compliance with applicable laws as given under (vii) above, other general laws including Industrial Laws, Human Resources and Labour Laws and Environmental Laws and in certain areas the process is being strengthened.

We further report, that the compliance by the Company of applicable financial laws, like direct and indirect tax laws, has not been reviewed in this Audit since the same have been subject to review by statutory financial auditor and other designated professionals.

We further report that:

The Board of Directors of the Company is generally well constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. During the period under review, proper compliances were made for changes in the Board.

Notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were delivered and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions at Board Meetings and Committee Meetings are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.

We further report that during the audit period the company has sold two properties viz Registered office building situated in Chennai and land situated in Trichy, which have a major bearing on the Company's affairs.

For LAKSHMMI SUBRAMANIAN & ASSOCIATES

Place : Chennai.  
Date: 09.08.2019

Lakshmmi Subramanian  
Senior Partner  
FCS No. 3534- C.P.No.1087

Note: This report is to be read with our letter of even date which is annexed as Annexure A and form forms an integral part of this report.

**ANNEXURE-A**

To the Members

NATIONAL OXYGEN LIMITED

No.1B, 1<sup>st</sup> Floor, Arihant Jashn

No.38 (121) Rukmani Lakshmipathy Salai

Egmore, Chennai -600 008

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on the random test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc..
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on random test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For LAKSHMMI SUBRAMANIAN & ASSOCIATES

**Lakshmmi Subramanian**

Senior Partner

FCS No. 3534

C.P.NO. 1087

Place: Chennai

Date: 09.08.2019

**Annexure - 3****Details of Related Party Transactions****Form No. AOC-2**

(Pursuant to clause (h) of Sub-section (3) of Section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts / arrangements entered into by the Company with related parties referred to in sub-section (1) of Section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto:

1. Details of contracts or arrangements or transactions not at arm's length basis: NIL
  - a) Name(s) of the related party and nature of relationship: NIL
  - b) Nature of contracts / arrangements / transactions: NIL
  - c) Duration of the contracts / arrangements / transactions: NIL
  - d) Salient terms of the contracts or arrangements or transactions including the value: NIL
  - e) Justification for entering into such contracts or arrangements or transactions: NIL
  - f) Date(s) of approval by the Board; NIL
  - g) Amount paid as advances, if any: NIL
  - h) Date on which the special resolution was passed in general meeting as required under first proviso to section 188: NIL
2. Details of material contracts or arrangements or transactions at arm's length basis:
  - a) Names of the related party and nature of relationship:
    - (i) Pondicherry Agro Foods Private Limited
    - (ii) Saraf Housing Development Private Limited
    - (iii) ECA Gases Private Limited
    - (iv) Approach Marketing Private Limited
    - (v) G N Saraf- Director
    - (vi) Rajesh Kumar Saraf –Managing Director
    - (vii) Sarita Saraf- Director
    - (viii) Relative of KMP of the company
  - b) Nature of transaction
    - (i) Sale of Products to ECA Gases Private Limited
    - (ii) Purchase of goods from ECA Gases Private Limited
    - (iii) Interest paid to Approach Marketing pvt Ltd and Saraf Housing pvt Ltd

(iv) Rent paid to Saraf Housing Private Limited

(v) Managerial remuneration

(vi) Directors sitting fee

c) Duration of transaction : One year Transaction

d) Salient terms of the transaction including the value if any	Amount in Lacs
(i) Sale of Products to Eca Gases Private Limited	9.30
(ii) Purchase of goods from ECA Gases Private Limited	32.68
(iii) Interest paid	
Saraf Housing Private Limited	56.18
Approach Marketing Private Limited	98.34
(iv) Rent paid to Saraf Housing Private Limited	10.50
(v) Managerial remuneration-KMP	30.61
(vi) Directors sitting fees	0.33

e) Date of approval by the Board, if any:

f) Amount paid as advance, if any: NIL

Place: Chennai;  
Date: 10.08.2019

On behalf of the Board of Directors  
**G.N.Saraf**  
Chairman

#### ANNEXURE – 4

##### Form No. MGT-9

##### EXTRACT OF ANNUAL RETURN

**As on the financial year ended on 31.03.2019**

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

##### I. REGISTRATION AND OTHER DETAILS:

CIN	L24111TN1974PLC006819
Registration Date	23.12.1974
Name of the Company	National Oxygen Limited
Category / Sub-Category of the Company	Public
Address of the Registered office and contact details	Flat No.1B, First Floor, Arihant Jashn (Old No.121) New No.38, Rukmani Lakshmipathy Salai, Egmore, Chennai-600008
Whether listed company Yes / No	Yes
Name, Address and Contact details of Registrar and Transfer Agent, if any	Cameo Corporate Services Limited “Subramanian Building “ 1, Club House Road, Chennai-600 002 Ph:- 044-28460390- 6 Lines Fax:- 044- 28460129

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY**

All the business activities contributing 10 % or more of the total turnover of the company shall be stated:-

Sl. No	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
1	Industrial Gases ( Oxygen and Nitrogen	2011	99.10

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES**

Sl. No	Name and Address of the company	CIN/GLN	Holding/Subsidiary/ Associate	% of shares held	Applicable Section
1	0	0	0	0	0
2	0	0	0	0	0

#### IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

### i) Category-wise Share Holding

[illegible]

g) Flls	0	0	0	0	0	0	0	0	0
h) Foreign Venture	0	0	0	0	0	0	0	0	0
Capital Funds									
i) Others (specify)	0	0	0	0	0	0	00	0	0
Sub-total (B)(1):-	0	0	0	0	0	0	00	0	0
2.Non-Institutions									
a) Bodies Corp.									
i) Indian	83450	2000	85450	1.77	12526	2000	14526	0.30	-1.47
ii) Overseas	0	0	0	0	0	0	0	0	0
b) Individuals									
i)Individual shareholders holding nominal share capital up to Rs 1 lakh	539870	332585	872455	18.16	612527	326210	938737	19.55	1.39
ii)Individual shareholders holding nominal share capital in excess of Rs. 1 lakh	993480	15320	1008800	21.01	787000	0	787000	16.39	-4.62
c) Others (specify)									
(C-i ) Clearing member	350	0	350	0.01	2318	0	2318	0.05	0.04
(C-ii) Trust									
(C-iii) Foreign Nationals									
(C-iv) HUF	16644	1965	18609	0.38	16354	1965	18319	0.38	0.00
(C-v) Non-Resident Indians	8666	0	8666	0.18	9582	0	9582	0.20	0.02
Others	0	1710	1710	0.04	0	1710	1710	0.04	0
Sub-total (B)(2):-	1642460	353580	1996040	41.57	1440307	331885	1772192	36.91	-4.66
Total Public Shareholding (B)=(B)(1)+(B)(2)	1642460	353580	1996040	41.56	1440307	331885	1772192	36.91	-4.66
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
Grand Total (A+B+C)	4448391	353880	4802271	100	4470386	331885	4802271	100	0



## ii) Share Holding of Promoters

S. No	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change In Shareholding during the year
		No of Shares	% of total Shares of the company	% of Shares Pledged /encumbered to total shares	No of Shares	% of total Shares of the company	% of Shares Pledged /encumbered to total shares	
1	Rajesh Kumar Saraf Purchase- At the end of the year 31.03.19	846233 223848	17.61 4.67	0	1070081	22.28	0	4.66
2	Gajanand Saraf	365227	7.60	0	365227	7.60	0	0
3	Sarita Saraf	286198	5.96	0	286198	5.96	0	0
4	Saraf Housing Development Pvt Limited	252885	5.26	0	252885	5.26	0	0
5	Gajanand Saraf-HUF	229555	4.78	0	229555	4.78	0	0
6	Gajanand Saraf-HUF	199326	4.15	0	199326	4.15	0	0
7	ECA Gases Pvt.Ltd	184346	3.84	0	184346	3.84	0	0
8	Pondichery Agro Foods Pvt. Ltd.	161825	3.37	0	161825	3.37	0	0
9	Rajesh Kumar Saraf-HUF	134338	2.79	0	134338	2.79	0	0
10	Mamta Gupta	62784	1.30	0	62784	1.30	0	0
11	Banitha Agarwal	33600	0.70	0	33600	0.70	0	0
12	Saritha Devi Gupta	28014	0.58	0	28014	0.58	0	0
13	Savita Kainya	21000	0.44	0	21000	0.44	0	0
14	Arun Kumar Kainya Jt.1 Savita Kainya	900	0.02	0	900	0.02	0	0
	Total	2806231	58.43	0	3030079	63.10	0	4.66

**(iii) Change in Promoters' Shareholding (please specify, if there is no change)**

During the financial year the promoter shareholding has been increased by 4.66% due to purchase of 223848 equity shares by Mr. Rajesh Kumar Saraf.

**iv) Shareholding Pattern of top ten Shareholders (other than Directors,**
**Promoters and Holders of GDRs and ADRs):**

Sl. No		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No of Shares	% of Total shares of the company	No of Shares	% of Total shares of the company
1	F I Dadabhoy-JT1-P F Dadabhoy At the beginning of the year-01.04.18 Purchase during the year At the end of the year-31.03.2019	162900 14100	3.39 0.30	177000	3.69
2	Saffiya Banu At the beginning of the year-01.04.18 At the end of the year-31.03.2019	95652 95652	1.9918 1.9918	95652 95652	1.9918 1.9918
3	Thakur Prasad At the beginning of the year01.04.2018 At the end of the year- 31.03.2019	92665 92665	1.9296 1.9296	92665 92665	1.9296 1.9296
4	S S Sundaram At the beginning of the year01.04.2018 At the end of the year- 31.03.2019	78376 78376	1.6299 1.6299	78376 78376	1.6299 1.6299
5	Abdul Rasheed At the beginning of the year01.04.2018 At the end of the year- 31.03.2019	64596 64596	1.3451 1.3451	64596 64596	1.3451 1.3451
6	R F Dadabhoy-Jt.1-F L Dadabhoy At the beginning of the year01.04.2018 Purchase during the year At the end of the year- 31.03.2019	55500 10500	1.15 0.22	66000	1.37
7	N F Dadabhoy At the beginning of the year01.04.2018 Purchase during the year At the end of the year- 31.03.2019	59100 13200	1.23 0.28	72300	1.51
8	Hitesh Ramji Javeri At the beginning of the year01.04.2018 At the end of the year-31.03.2019	0	0	49875	1.04

**(v) Shareholding of Directors and Key Managerial Personnel:**

Sl. No		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No of Shares	% of Total shares of the company	No of Shares	% of Total shares of the company
1	Gajanand Saraf				
	At the beginning of the year-1.04.18	365227	7.60	365227	7.60
	At the end of the year-31.03.2019	365227	7.60	365227	7.60
	Gajanand Saraf – HUF				
	At the beginning of the year1.4.18	229555	4.78	229555	4.78
	At the end of the year-31.03.2019	229555	4.78	229555	4.78
	Gajanand Saraf – HUF				
	At the beginning of the year-1.04.18	199326	4.15	199326	4.15
	At the end of the Year-31.03.2019	199326	4.15	199326	4.15
2	Rajesh Kumar Saraf	846233	17.61	846233	17.61
	At the beginning of the year-1.04.18	1070081	22.28	1070081	22.28
	At the end of they year-31.03.2019				
	Rajesh Kumar Saraf-HUF	134338	2.79	134338	2.79
	At the beginning of the year-1.04.18	134338	2.79	134338	2.79
	At the end of the year-31.03.2019				
3	Devmohan Mohunta	0	0	0	0
		0	0	0	0
4	S.Shanmugavadivel	0	0	0	0
		0	0	0	0
5	Mona Milan Parekh				
6	Sarita Saraf	286198	5.96	286198	5.96
	At the beginning of the year 01.04.18	286198	5.96	286198	5.96
	At the end of the year-31.03.2019				

**V. INDEBTEDNESS****Indebtedness of the Company including interest outstanding/accrued but not due for payment**

Rs. In lacs

<b>Details of borrowing</b>	<b>Secured</b>	<b>Unsecured</b>	<b>Deposits</b>	<b>Total</b>
Indebtedness at the beginning of the financial year				
i-Principal Amount	1992.89	2003.56	0	3996.45
ii-Interest due but not paid	0	0	0	0
iii-Interest accrued but not due	0	0	0	0
Total i+ii+=iii	1992.89	2003.56	0	3996.45
Changes in indebtedness during the financial year				
Addition	0	0	0	0
Reduction	180.16	219.10	0	399.26
Net Change	180.16	219.10	0	399.26
Indebtedness at the end of the financial year				
i-Principal Amount	1812.73	1784.46	0	3597.19
ii-Interest due but not paid	0	0	0	0
iii-Interest accrued but not due	0	0	0	0
Total i+ii+=iii	1812.73	1784.46	0	3597.19

**VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL****A. Remuneration to Managing Director, Whole-time Directors and/or Manager:**

Sl.No	Particulars of Remuneration	Name of MD/WTD/MANAGER	Total Amount
1	Gross salary  (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961  (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income tax Act, 1961	Mr. Rajesh Kumar Saraf- MD(including perquisites)	30,61,000
2	Stock Option		Nil
3	Sweat Equity		Nil
4	Commission - as % of profit - others, specify...		Nil
5	Others, please specify		Nil
	Total (A)		
	Ceiling as per the Act		

**B. Remuneration to other directors:**

Sl.No	Particulars of Remuneration	Name of Directors	Total Amount
1	3. Independent Directors · Fee for attending board / committee meetings · Commission · Others, please specify	Sitting fees Shanmugavadivel Mona Milan Parekh Devmoohan Mohunta	13750 8250 7750
	Total (1)		29750
	4. Other Non-Executive Directors · Fee for attending board / committee meetings · Commission · Others, please specify	Sitting fees Smt. Sarita Saraf	3000
	Total (2)		
	Total (B)=(1+2)		32750
	Total Managerial Remuneration		
	Overall Ceiling as per the Act		

**C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD**

Sl.No	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Company Secretary	CFO	Total
1	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income tax Act, 1961		60000	342000	370500
			Nil	Nil	Nil
			Nil	Nil	Nil
2	Stock Option		Nil	Nil	Nil
3	Sweat Equity		Nil	Nil	Nil
4	Commission - as % of profit - others, specify...		Nil	Nil	Nil
5	Others, please specify		Nil	Nil	Nil
	Total (A)		60000	342000	370500

**VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:**

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT / COURT]	Appeal made, if any (give Details)
<b>A. COMPANY</b>					
Penalty	Nil	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	Nil	Nil	Nil	Nil	Nil
<b>B. DIRECTORS</b>					
Penalty	Nil	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	Nil	Nil	Nil	Nil	Nil
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty	Nil	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	Nil	Nil	Nil	Nil	Nil

Sd/-

PLACE : Chennai  
DATE : 10.08.2019

**G.N.Saraf**  
Chairman

**ANNEXURE- 5**

The information under section 197 of the Companies Act 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are given below:

- a) The ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year

Executive Directors	Ratio to Median Remuneration
Mr. Rajesh Kumar Saraf- Managing Director	30.62

- b) The percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year

Directors, Chief Executive Officer, Chief Financial Officer and Company Secretary	Nil
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- c) The percentage increase in the median remuneration of employees in the financial year:
- d) The number of permanent employees on the rolls of the company: 97
- e) Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the Managerial remuneration:

No major annual increase to employees and Managerial Personnel has been given to for the past two years

- f) Affirmation that the remuneration is as per the remuneration policy of the Company:

The company affirms the remuneration is as per the remuneration policy of the company

- g) None of the other employee is in receipt of remuneration exceeding 850000/- p.m or 10200000/- p.a as prescribed under sub rule 2 of the Rule 5 of Companies (Appointment & Remuneration ) Rules, 2014

Sd/-

Place : Chennai  
Date: 10.08.2019

**Gajanand Saraf**  
Chairman

**INDEPENDENT AUDITOR'S REPORT  
TO THE MEMBERS OF NATIONAL OXYGEN LIMITED**

**Report on the Indian Accounting Standard ( Ind AS) Financial Statements**

**Opinion**

1. We have audited the accompanying Ind AS financial statements of **NATIONAL OXYGEN LIMITED** ("the Company"), which comprise the Balance Sheet as at March 31, 2019, the Statement of Profit and Loss (including Other Comprehensive Income), the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Ind AS financial statements give the information required by the Companies Act 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2019, its profit (including other comprehensive income), its cash flows and the changes in equity for the year ended on that date.

**Basis for Opinion**

2. We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the "Code of Ethics" issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

**Key Audit Matters**

3. Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements for the financial year ended March 31, 2019. These matters were addressed in the context of our audit of the Ind AS financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have determined the matters described below to be the key audit matters to be communicated in our report. We have fulfilled the responsibilities described in the Auditor's responsibilities for the audit of the Ind AS financial statements section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the Ind AS financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying Ind AS financial statements.



S.No.	Key Audit Matter	Auditor's Response
	<p><b>Valuation of trade receivables</b></p> <p>As disclosed in Note 8 to the financial statements.</p> <p>The Company assesses periodically and at each financial year end, the expected credit loss associated with its receivables. When there is expected credit loss impairment, the amount and timing of future cash flows are estimated based on historical, current and forward-looking loss experience for assets with similar credit risk characteristics. We focused on this area because of its significance and the degree of judgement required to estimate the expected credit loss and determining the carrying amount of trade Receivables.</p>	<p><b>How our audit addressed the key audit matter:</b></p> <p>We obtained an understanding of the Company's credit policy for trade receivables and evaluated the processes for identifying impairment indicators. We have reviewed and tested the ageing of trade receivables. We have reviewed management's assessment on the credit worthiness of selected customers for trade receivables. We further discussed with the key management on the adequacy of the allowance for impairment recorded by the Company and reviewed the supporting documents provided by management in relation to their assessment. We have also reviewed the adequacy and appropriateness of the impairment charge based on the available information.</p> <p><b>Our Observation:</b></p> <p>Based on our audit procedures performed, we found management's assessment of the recoverability of trade receivables to be reasonable and the disclosures to be appropriate.</p>

#### Information Other than the Financial Statements and Auditor's Report Thereon

4. The Company's Board of Directors is responsible for the other information. The other information comprises of the Board's Report including its Annexures, and other report placed by the management before the members. Our opinion on the Ind AS financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the Ind AS financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the Ind AS financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

### **Responsibilities of Management and Those Charged with Governance for the Ind AS Financial Statements**

5. The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these Ind AS financial statements that give a true and fair view of the financial position, financial performance (including other comprehensive income), changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Ind AS financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so. The Board of Directors are also responsible for overseeing the Company's financial reporting process.

### **Auditor's Responsibilities for the Audit of the Ind AS Financial Statements**

6. Our objectives are to obtain reasonable assurance about whether the Ind AS financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Ind AS financial statements.
7. As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:
  - Identify and assess the risks of material misstatement of the Ind AS financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
  - Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
  - Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
  - Evaluate the overall presentation, structure and content of the Ind AS financial statements, including the disclosures, and whether the Ind AS financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
8. We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

#### **Report on Other Legal and Regulatory Requirements**

9. As required by the Companies (Auditor's Report) Order, 2016, issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act (hereinafter referred to as the "Order"), we give in "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order.
10. As required by Section 143(3) of the Act, we report that:
- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
  - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
  - c) The Balance Sheet, the Statement of Profit and Loss (including Other Comprehensive Income), Statement of Changes in Equity and Statement of Cash Flow dealt with by this Report are in agreement with the books of account;
  - d) In our opinion, the aforesaid Ind AS financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended;
  - e) On the basis of the written representations received from the directors and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2019 from being appointed as a director in terms of Section 164 (2) of the Act;

- f) With respect to the adequacy of internal financial controls over financial reporting of the company and the operating effectiveness of such controls, refer to our separate Report in Annexure B to this report.
- g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended, in our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.
- h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
  - (i). The Company has disclosed the impact of pending litigations on its financial position in its Ind AS financial statements – Refer Note No. 41(A) to the Ind AS financial statements;
  - (ii). The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses; and
  - (iii). There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company. There has been no delays in transferring amounts, to the Investor Education and Protection Fund by the Company

**For J K V S & Co.**

(Formerly Jitendra K Agarwal & Associates)

**Chartered Accountants**

**Firm Regn No. 318086E**

**(SAJAL GOYAL)**

**Partner**

**Membership No. 523903**

**Camp : Chennai**

**Date : May 25, 2019**

**ANNEXURE - A TO THE INDEPENDENT AUDITOR'S REPORT**

(Referred to in paragraph 9 of the Independent Auditors' Report of even date to the members of NATIONAL OXYGEN LIMITED on the Ind AS financial Statements as of and for the year ended March 31, 2019)

We report that:

- i) In respect of its fixed assets:
  - a) According to information and explanations given to us, the Company has maintained proper Fixed Assets records showing full particulars, including quantitative details and situation of fixed assets.
  - b) The Fixed Assets of the Company have been physically verified by the management, wherever possible, at the close of the year as confirmed by the management. As informed to us, no material discrepancy has come to notice on such physical verification;
  - c) According to the information and explanations given to us and on the basis of our examination of the records of the company, the title deeds of the immovable properties are held in the name of the company.
- ii) As explained to us, physical verification has been conducted by the management, wherever possible, at all its locations at reasonable intervals during the year in respect of inventory of raw materials and finished goods. The discrepancies noticed on physical verification of inventories as compared to book records were not material and the same have been properly dealt with in the books of account.
- iii) As per the information and explanations provided to us, the company has not granted any loans, secured or unsecured, to companies, firms or other parties listed in the register maintained under Section 189 of the Companies Act, 2013 and hence the requirements of sub clauses (a) and (b) of clause (iii) of the Order are not applicable.
- iv) As per the information and explanations provided to us, the company has complied with the provisions of section 185 and 186 of the Companies Act, 2013 in respect of loans, investments, guarantees and security provided by the company;
- v) In our opinion and according to the information and explanations given to us, the company has not accepted any deposits to which the directives of the Reserve Bank of India and the provisions of Section 73 to 76 or any other relevant provisions of the Companies Act, 2013 and the rules framed there under apply;
- vi) We have broadly reviewed the books of accounts maintained by Company in respect of product, where pursuant to the rule made by the Central Government of India the maintenance of cost records has been prescribed under section 148 (1) of the Companies Act 2013 and are of the opinion that, prima facie, the prescribed records have been made and maintained. We have not, however, made a detailed examination of the records with a view to determine whether they are accurate or complete.
- vii) a) The company has been generally regular in depositing undisputed statutory dues including Provident Fund, Employees' State Insurance, Income-tax, Sales-tax, Wealth Tax, Service Tax,

Duty of Customs, Duty of Excise, Value added tax, Goods and service tax, cess and other material statutory dues with the appropriate authorities. Further, according to the information and explanations given to us and the books and records examined by us, there was no undisputed amount outstanding as on March 31,2019 in respect of the above statutory dues for a period of more than six months from the date they became payable;

- b) According to the records of the company, the dues outstanding (net of Advances) in respect of Income tax ,Sales Tax, Wealth Tax, Service Tax , Duty of Customs, Duty of Excise, Value added tax, Goods and Service tax or Cess, on account of any dispute as on March 31,2019 , are as follows :

Name of the Statute	Nature of Dues	Amount Rs in Lacs	Period to which the amount relates	Forum where dispute pending
Central Excise Act, 1944	Excise duty demanded on the facility charges being charged	1.06	Sept'2000 to Aug'2001	CESTAT, Southern Bench
Central Excise Act, 1944	Departmental appeal against the partial favourable order passed by Commissioner (Appeals) for Excise duty demanded on the rental / facility charges being charged	4.91	Sept'2000 to Aug'2001	CESTAT, Southern Bench
Central Excise Act, 1944	Departmental appeal against the favourable order passed by CESTAT in respect of 8% duty demanded on supply to ISRO under Nil rate of duty while availing Cenvat Credit	5.71	2000-01	Madras High Court
Central Excise Act, 1944	Excise duty demanded on the Cylinder Repair charges being charged	0.20	Sept'2006 to Mar'2007	CESTAT, Southern Bench
Central Excise Act, 1944	Excise duty demanded on the Cylinder Holding / facility charges being charged	1.67	May'2006 to Aug'2006	CESTAT, Southern Bench
Service Tax	Service Tax demanded on the Lease charge income received	11.32	2002-03 & 2003-04	CESTAT, Southern Bench
Service Tax	Service Tax demanded on the Lease charge income received	6.69	2004-05 & 2005-06	CESTAT, Southern Bench
Customs Act, 1961	Differential Customs Duty on Import of Second hand Plant (including Interest & Penalty)	88.23	1994-95	CESTAT, Southern Bench
Service Tax	Service Tax on GTA claimed by the Deptt. which is contested by the company	3.86	Apr'2012 to Mar'2013	Madras High Court

- viii) Based on our audit procedures, and as per the information and explanations given to us by the management, the company has not defaulted in repayment of dues to financial institutions or banks or debenture holders, though there have been delays in repayment in certain cases.
- ix) According to the information and explanations given to us by the management, the term loans availed by the company have been applied for the purpose for which they were raised.

Further, no money was raised by the company during the year by way of Initial public offer or further public offer;

- x) Based upon the audit procedures performed for the purpose of reporting the true and fair view of the financial statements and as per the information and explanations given to us by the management, we report that no fraud on or by the company has been noticed or reported during the course of our audit;
- xi) According to the information and explanations given to us by the management, the managerial remuneration has been paid / provided by the company in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act 2013;
- xii) The company is not a Nidhi company, hence clause 3 (xii) of the Order is not applicable to the company;
- xiii) According to the information and explanations provided to us and as confirmed by the management, the transactions entered into with the related parties are in compliance with section 177 and 188 of Companies Act, 2013, where applicable, and the details have been disclosed in the Financial Statements in accordance with the applicable accounting standards;
- xiv) The company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review;
- xv) According to the information and explanations provided to us and as confirmed by the management, the company has not entered into any non-cash transactions with directors or persons connected with him during the year under review;
- xvi) The company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934;

**For J K V S & Co.**

(Formerly Jitendra K Agarwal & Associates)

**Chartered Accountants**

**Firm Regn No. 318086E**

**(SAJAL GOYAL)**

**Partner**

**Membership No. 523903**

**Camp: Chennai**

**Date : May 25,2019**

**ANNEXURE - B TO THE INDEPENDENT AUDITOR'S REPORT**

(Referred to in paragraph 10(f) of the Independent Auditor's Report of even date to the members of NATIONAL OXYGEN LIMITED on the Ind AS financial Statements as of and for the year ended March 31, 2019)

**Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

1. We have audited the internal financial controls over financial reporting of NATIONAL OXYGEN LIMITED ("the Company") as of March 31, 2019 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

**MANAGEMENT'S RESPONSIBILITY FOR INTERNAL FINANCIAL CONTROLS**

2. The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

**AUDITOR'S RESPONSIBILITY**

3. Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.
4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.
5. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.



**6. MEANING OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING**

7. A Company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial control over financial reporting includes those policies and procedures that:
- a. Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company;
  - b. provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company; and
  - c. Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

**INHERENT LIMITATIONS OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING**

8. Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

**OPINION**

9. In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2019, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For J K V S & Co.**

(Formerly Jitendra K Agarwal & Associates)

**Chartered Accountants**

**Firm Regn No. 318086E**

**(SAJAL GOYAL)**

**Partner**

**Camp: Chennai**

**Date : May 25, 2019**

**Membership No. 523903**

**NATIONAL OXYGEN LIMITED**  
**CIN : L24111TN1974PLC006819**  
**Balance Sheet as at 31st March, 2019**

	Note No.	As at 3/31/2019 Rs. in Lacs	As at 3/31/2018 Rs. in Lacs
<b>ASSETS</b>			
<b>Non-Current Assets</b>			
Property, Plant & Equipments	2	3,190.74	3,523.64
Capital Work-in-Progress	3	2.65	2.65
Intangible Assets	4	0.02	0.02
<b>Financial Assets :</b>			
i) Investments	5	16.51	11.42
ii) Other financial Assets	6	34.67	57.77
<b>Total Non Current Assets</b>		<b>3,244.59</b>	<b>3,595.50</b>
<b>Current Assets</b>			
Inventories	7	26.45	21.56
<b>Financial Assets:</b>			
i) Trade Receivables	8	421.89	373.38
ii) Cash and Cash Equivalents	9	3.27	3.41
iii) Other Bank Balances	10	87.86	77.16
iv) Other Financial Assets	11	84.81	73.80
Current Tax Assets (Net)	12	6.42	4.62
Other Current Assets	13	42.97	43.27
<b>Total Current Assets</b>		<b>673.67</b>	<b>597.20</b>
<b>Total Assets</b>		<b>3,918.26</b>	<b>4,192.70</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
i) Equity Share Capital	14	480.23	480.23
ii) Other Equity	15	(973.93)	(1,330.58)
<b>Total Equity</b>		<b>(493.70)</b>	<b>(850.35)</b>
<b>Liabilities</b>			
<b>Non-Current Liabilities</b>			
<b>Financial Liabilities :</b>			
i) Borrowings	16	3,046.89	3,458.80
ii) Other Financial Liabilities	17	87.95	89.84
Provisions-Non Current	19	58.31	45.02
<b>Total Non-Current Liabilities</b>		<b>3,193.15</b>	<b>3,593.66</b>
<b>Current Liabilities</b>			
<b>Financial Liabilities :</b>			
i) Borrowings	20	550.31	537.65
ii) Trade Payables	21	-	-
-Total outstanding dues of micro and small enterprises		-	-
- Total outstanding dues of creditors other than micro and small enterprises		243.09	262.50
iii) Other Current Financial Liabilities	22	417.70	595.47
Other Current Liabilities	23	7.71	47.60
Provisions	24	-	6.17
<b>Total Current Liabilities</b>		<b>1,218.81</b>	<b>1,449.39</b>
<b>Total Liabilities</b>		<b>4,411.96</b>	<b>5,043.05</b>
<b>Total Equity and Liabilities</b>		<b>3,918.26</b>	<b>4,192.70</b>
<b>Significant Accounting Policies</b>	'1'		

The accompanying notes are an integral part of the financial statements  
As per our report of even date annexed.,  
For J K V S & Co.  
(Formerly Jitendra K. Agarwal & Associates)  
Chartered Accountants  
Firm Registration 318086E

For and on behalf of the Board  
for NATIONAL OXYGEN LTD

(SAJAL GOYAL)  
Partner  
Membership No. 523903  
Camp : Chennai  
Date : 25th May 2019

G.N. SARAF  
Chairman  
DIN: 00007320

RAJESH KUMAR SARAF  
Managing Director  
DIN: 00007353

**NATIONAL OXYGEN LIMITED**

CIN : L24111TN1974PLC006819

**Statement of Profit and Loss for the year ended 31st March, 2019**

	Note No.	31/03/2019 Rs. in Lacs	31/03/2018 Rs. in Lacs
<b>REVENUES</b>			
Revenue from Operations	25	4,620.80	4,226.89
Other Income	26	28.54	48.12
<b>Total Revenues</b>		<b>4,649.34</b>	<b>4,275.01</b>
<b>EXPENSES</b>			
Cost of Materials Consumed	27	83.17	122.73
Changes in Inventories	28	(12.24)	6.52
Excise Duty	29	-	90.68
Employee Benefits Expenses	30	333.50	314.88
Power and Fuel	31	2,746.85	2,576.34
Other Expenses	32	611.69	554.79
<b>Total Expenses</b>		<b>3,762.97</b>	<b>3,664.94</b>
<b>Profit before interest, tax, depreciation and amortisation</b>		<b>886.37</b>	<b>610.07</b>
Finance Costs	33	490.05	589.92
Depreciation and Amortization	34	353.45	378.72
<b>Profit/ (Loss) before exceptional items and Tax</b>		<b>42.88</b>	<b>(358.58)</b>
Exceptional items (Refer Note No. 40)		313.73	170.84
<b>Profit/ (Loss) before Tax</b>		<b>356.61</b>	<b>(187.74)</b>
Tax Expenses:	35		
Current Tax (Including for earlier years)		0.45	-
Deferred Tax		(0.13)	(0.77)
<b>Profit/ (Loss) for the year</b>		<b>356.29</b>	<b>(186.97)</b>
<b>Other Comprehensive Income</b>			
<b>Items that will not be reclassified to Profit &amp; Loss</b>			
Remeasurement of Post employment benefit obligations		(0.35)	(1.60)
<b>Other Comprehensive Income for the year, net of tax</b>		<b>(0.35)</b>	<b>(1.60)</b>
<b>Total Comprehensive Income for the year</b>		<b>356.64</b>	<b>(185.37)</b>
<b>Earnings per Equity Share:</b>			
Basic (₹)		7.42	(3.89)
Diluted (₹)		7.42	(3.89)

The accompanying notes are an integral part of the financial statements  
As per our report of even date annexed.,

**For J K V S & Co.**  
(Formerly Jitendra K. Agarwal & Associates)  
**Chartered Accountants**  
**Firm Registration 318086E**

**(SAJAL GOYAL)**  
**Partner**  
**Membership No. 523903**  
**Camp : Chennai**  
**Date : 25th May'2019**

**For and on behalf of the Board**  
**for NATIONAL OXYGEN LTD**

**G.N. SARAF**  
**Chairman**  
**DIN: 00007320**

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

**NATIONAL OXYGEN LIMITED**

CIN : L24111TN1974PLC006819

**Cash Flow Statement for the year ended 31st March 2019**

<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>	<b>Year ended 31-03-2019</b>	<b>Year ended 31-03-2018</b>
	Rs. in Lacs	Rs. in Lacs
Profit/ (Loss) before Tax	356.61	(187.74)
Adjustment for :		
Finance Costs	490.05	589.92
Depreciation and Amortization Expenses	353.45	378.72
Remeasurement of Post employment benefit obligations	0.48	2.36
Provision for Doubtful Loans, Advances and Debts (Net)	21.25	20.50
Exceptional Gains	(313.73)	(170.84)
(Profit) / Loss on sale of Fixed Assets (Net)	(15.95)	(19.25)
Interest & Dividend Income	(8.11)	(8.83)
Operating profit before working capital changes	884.05	604.85
<u>Changes in working Capital:</u>		
Inventories	(4.90)	8.20
Trade and other Receivables	(57.38)	266.50
Long Term Liabilities and Provisions	11.39	(1.05)
Trade and other Payables	(46.34)	(34.61)
Cash generation from Operations	786.83	843.89
Payment of Direct Taxes	(2.21)	1.57
<b>Net Cash generated/ (used) - Operating Activities</b>	<b>784.62</b>	<b>845.46</b>
<b>B. CASH FLOW FROM INVESTMENT ACTIVITIES</b>		
Purchase of Fixed Assets	(42.77)	(10.21)
Purchase of Investment	(5.09)	(10.00)
Sale of Fixed Assets	351.90	279.25
Interest Received	8.10	8.82
Dividend Received	0.01	0.01
<b>Net Cash Generated/ (Used) - Investing Activities</b>	<b>312.14</b>	<b>267.88</b>
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>		
Proceeds from Long-term Borrowings	-	78.52
Repayment of Long-term Borrowings	(608.82)	(553.39)
Proceeds/ (Repayment) of Short-term Borrowings (Net)	12.66	(20.77)
Finance Cost Paid	(490.05)	(589.92)
<b>Net Cash Generated/ (Used) - Financing Activities</b>	<b>(1,086.21)</b>	<b>(1,085.56)</b>
<b>Net Increase/ (Decrease) in Cash and Cash Equivalents</b>	<b>10.56</b>	<b>27.78</b>
Add : Opening Cash and Cash Equivalents	80.57	52.79
Closing Cash and Cash Equivalents	<b>91.13</b>	<b>80.57</b>

**Notes:**

- The Cash Flow Statement has been prepared under the indirect method as set out in Indian Accounting Standard (Ind AS) 7 "Statement of Cash flows" specified under Section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014 and the Companies (Indian Accounting Standards) Rules, 2015 (as amended).
- Figures have been regrouped/ rearranged wherever necessary.

**As per our report of even date annexed.,**

**For J K V S & Co.**

(Formerly Jitendra K. Agarwal & Associates)

**Chartered Accountants**

**Firm Registration 318086E**

**(SAJAL GOYAL)**

**Partner**

**Membership No. 523903**

**Camp : Chennai**

**Date : 25th May'2019**

**For and on behalf of the Board  
for NATIONAL OXYGEN LTD**

**G.N. SARAF  
Chairman  
DIN: 00007320**

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

**NATIONAL OXYGEN LIMITED**  
CIN : L24111TN1974PLC006819  
**Statement of Changes in Equity as at 31st March 2019**

**A. Equity Share Capital :**

a) Particulars	Note No.	Numbers	Rs. in Lacs
Equity Shares outstanding as at 01-04-2017		4,802,271	480.23
Changes in Equity Share Capital		-	-
Equity Shares outstanding as at 31-03-2018		4,802,271	480.23
Changes in Equity Share Capital		-	-
Equity Shares outstanding as at 31-03-2019		4,802,271	480.23

**B. Other Equity :**

Particulars	Reserves & Surplus				Other Comprehensive Income	Total -Other Equity
	Capital Reserve	Securities Premium Account	General Reserve	Retained Earnings	Remeasurement of Defined Benefit Plans	
	Rs. in Lacs	Rs. in Lacs	Rs. in Lacs	Rs. in Lacs	Rs. in Lacs	Rs. in Lacs
<b>Balance as at 01-04-2017</b>	40.00	778.39	499.73	(2,468.77)	5.45	(1,145.20)
Profit/ (Loss) for the year	-	-	-	(186.97)		(186.97)
Remesaurements of Gain / (Loss)					1.60	1.60
<b>Balance as at 31-03-2018</b>	<b>40.00</b>	<b>778.39</b>	<b>499.73</b>	<b>(2,655.74)</b>	<b>7.05</b>	<b>(1,330.58)</b>
<b>Balance as at 01-04-2018</b>	40.00	778.39	499.73	(2,655.74)	7.05	(1,330.58)
Profit/ (Loss) for the year				356.29		356.29
Remesaurements of Gain / (Loss)					0.35	0.35
<b>Balance as at 31-03-2019</b>	<b>40.00</b>	<b>778.39</b>	<b>499.73</b>	<b>(2,299.45)</b>	<b>7.40</b>	<b>(973.93)</b>

As per our report of even date annexed.,  
For J K V S & Co.  
(Formerly Jitendra K. Agarwal & Associates)  
Chartered Accountants  
Firm Registration 318086E

For and on behalf of the Board  
for NATIONAL OXYGEN LTD

G.N. SARAF  
Director  
DIN: 00007320

(SAJAL GOYAL)  
Partner  
Membership No. 523903  
Camp : Chennai  
Date : 25th May'2019

RAJESH KUMAR SARAF  
Managing Director  
DIN: 00007353

## Notes to the Financial Statements

### Corporate information:

National Oxygen Limited (CIN : L24111TN1974PLC006819) is a Listed company domiciled in India and was incorporated on 23rd December 1974 and is governed under the Companies Act, 2013. The company is primarily engaged in manufacturing of Industrial Gases.

The financial statements of the Company for the year ended 31st March 2019 were authorised for issue by the Board of Directors at their meeting held on 25th May 2019.

### 1. SIGNIFICANT ACCOUNTING POLICIES AND BASIS OF ACCOUNTING

These policies have been consistently applied to all the years presented, unless otherwise stated.

#### 1.1 Basis of Preparation :

##### a) Compliance with Ind AS:

The financial statements of the Company have been prepared in accordance with the Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013, read with the Companies (Indian Accounting Standards) Rules, 2015 and other relevant provisions of the Act as applicable.

Accounting policies have been consistently applied except where a newly issued Accounting Standard is initially adopted or a revision to an existing Accounting Standard requires a change in the accounting policy hitherto in use. The Company has prepared these Financial Statements as per the format prescribed in Schedule III to the Companies Act, 2013.

##### b) Historical cost convention :

The financial statements have been prepared on accrual basis under the historical cost basis, except for certain assets and liabilities which are measured at their fair value as indicated in the respective accounting policy.

#### 1.2 Use of judgements and estimates

The preparation of financial statements requires the management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the disclosure of contingent liabilities, at the end of the reporting period. Although these estimates are based on the management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in future periods.

Application of accounting policies that require critical accounting estimates and assumption judgements having the most significant effect on the amounts recognised in the financial statements are:

Measurement of defined benefit obligations;

Useful life and residual value of Property, plant and equipment and intangible assets; Provision and employee liability for litigation

#### New Standards/ Amendments to existing Standards issued but not yet adopted :

The new Accounting Standards / amendments to existing Accounting Standards issued but not yet effective upto the date of

issuance of the Company's Financial Statements, to the extent applicable to the company, are disclosed below:

**a) Ind AS 116- Leases:**

On March 30, 2019, Ministry of Corporate Affairs has notified Ind AS 116 "Leases". Ind AS 116 will replace the existing leases Standard, Ind AS 17 "Leases". The Standard sets out the principles for the recognition, measurement, presentation and disclosure of leases for the lessor as well as the lessee. Ind AS 116 introduces a single lessee accounting model and requires a lessee to recognize assets and liabilities for all leases with a term of more than twelve months. Currently, operating lease expenses are charged to the statement of Profit & Loss. The Standard also contains enhanced disclosure requirements for lessees. The effective date for adoption of Ind AS 116 is financial year beginning on or after April 1, 2019.

The standard permits two alternative methods of transition:

- (i) Full retrospective method – Retrospectively to each prior period presented applying Ind AS 8 Accounting Policies, Changes in Accounting Estimates and Errors.
- (ii) Modified retrospective method – Retrospectively, with the cumulative effect of initially applying the Standard recognized at the date of initial adoption. Under modified retrospective approach, the lessee records the lease liability as the present value of the remaining lease payments, discounted at the incremental borrowing rate and the right of use asset either as:
  - a) Its carrying amount as if the standard had been applied since the commencement date, but discounted at lessee's incremental borrowing rate at the date of initial adoption or
  - b) An amount equal to the lease liability, adjusted by the amount of any prepaid or accrued lease payments related to that lease recognized under Ind AS 17 immediately before the date of initial adoption.

Certain practical expedients are available under both the methods.

The Company is currently evaluating the effect of the above amendment to Ind AS 19 on the financial statements.

**b) Amendment to Ind AS 12 – Income taxes :**

On March 30, 2019, Ministry of Corporate Affairs issued amendments to the guidance in Ind AS 12, 'Income Taxes', with regard to accounting for dividend distribution taxes. The amendment stipulates that an entity shall recognise the income tax consequences of dividends in profit or loss, other comprehensive income or equity according to where the entity originally recognised those past transactions or events. Effective date for application of this amendment is financial year beginning on or after April 1, 2019. The Company does not envisage any impact on account of this amendment.

**c) Amendment to Ind AS 19 – " Employee Benefits "**

On March 30, 2019, Ministry of Corporate Affairs issued amendments to Ind AS 19, 'Employee Benefits', in connection with accounting for plan amendments, curtailments and settlements. The amendments require an entity:

- to use updated assumptions to determine current service cost and net interest for the remainder of the period after a plan amendment, curtailment or settlement; and

- to recognise in profit or loss as part of past service cost, or a gain or loss on settlement, any reduction in a surplus, even if that surplus was not previously recognised because of the impact of the asset ceiling.

Effective date for application of this amendment is financial year beginning on or after April 1, 2019. The Company is currently evaluating the effect of the above amendment to Ind AS 19 on the financial statements.

#### **1.4 Significant Accounting Policies**

##### **A PROPERTY PLANT & EQUIPMENT:**

- a) Property, Plant & Equipments are stated at cost net of Cenvat ,Value added tax, Goods and service Tax etc, depreciation and impairment. Cost of acquisition includes duties, taxes, incidental expenses, erection and commissioning expenses and interest etc. upto the date the asset is ready for its intended use.
- b) The Carrying amount of assets are reviewed at each balance sheet date to determine if there is any indication of impairment based on external-internal factors. An impairment loss is recognized wherever the carrying amount of an asset exceeds its recoverable amount which represents the greater of the net selling price and 'Value in use' of the assets. The estimated future cash flows considered for determining the value in use, are discounted to their present value at the weighted average cost of capital. Based on the review, the management concluded that there was no indication of any impairment as at the Balance Sheet date.

##### **B DEPRECIATION:**

- a) The company computes depreciation with reference to the useful life/ revised remaining useful life of the assets as specified by and in the manner prescribed in Schedule II of the Companies Act 2013 under Straight Line Method . On Additions - sales the depreciation is prorated to the month of Addition/ Sale.
- b) Lease hold Land is amortized over the lease period.
- c) In case of Impairment, if any, depreciation is provided on the revised carrying amount of the assets over its remaining useful life.

##### **C INTANGIBLE ASSETS :**

Intangible Assets are stated at cost less accumulated amortization and impairment, if any

##### **D INVESTMENTS :**

- a) Quoted/ Unquoted Long term Investments are stated at cost unless there is a decline, other than temporary, in the value thereof, which is duly provided for in the Accounts.
- b) Current quoted investments are stated at lower of cost or market value on individual investment basis.

##### **E INVESTMENTS AND OTHER FINANCIAL ASSETS: Classification:**

The Investments and other financial assets have been classified as per Company's business model for managing the financial assets and the contractual terms of the cash flows.



**Measurement :**

For assets measured at fair value, gains and losses will either be recorded in profit or loss or other comprehensive income. For investments in equity instruments, this will depend on whether the company has made an irrevocable election at the time of initial recognition to account for the equity investment at fair value through other comprehensive income or at fair value through profit and loss .

**Equity Instruments:**

The company subsequently measures all equity investments at fair value. Where the company's management has elected to present the fair value gains and losses on equity investments in other comprehensive income, there is no subsequent reclassification of fair value gains and losses to profit or loss. Dividends from such investments are recognised in profit or loss as other income when the company's right to receive payments is established.

Changes in the fair value of financial assets at fair value through profit or loss are recognised in other gain/(losses) in the statement of profit and loss. Impairment losses (and reversal of impairment losses) on equity investments measured at FVOCI are not reported separately from other changes in fair value.

**Impairment of financial assets :**

The company assesses on a forward looking basis the expected credit losses associated with its assets carried at amortised cost . The impairment methodology applied depend on whether there has been a significant increase in credit risk.

For trade receivables, as permitted by Ind AS 109 Financial Instruments, the expected lifetime losses are recognised at the time of initial recognition of the receivables.

**Derecognition of financial assets :**

A financial asset is derecognised only when :

- The company has transferred the rights to receive cash flows from the financial asset, or
- retains the contractual rights to receive the cash flows of the financial asset, but assumes a contractual obligation to pay the cash flows to one or more recipients.

**F INVENTORIES:**

- a) Finished Goods – At cost (Computed on Annual Weighted Average) or net realisable value whichever is lower
- b) Raw Materials-Stores & Spare Parts – At Cost (Computed on FIFO basis) or net realisable value whichever is lower

**G FOREIGN CURRENCY TRANSACTIONS:**

Foreign currency transactions are recorded on the basis of exchange rate prevailing at the date of the transaction. Foreign currency monetary items are reported at the year end closing rates. Non monetary items which are carried at historical cost are reported using the exchange rate prevailing at the date of the transaction.

The exchange differences arising on settlement - year end restatement of monetary items are recognized in the Profit & Loss

Account in the period in which they arise.

**H. EMPLOYEE BENEFITS:**

Defined Contribution Plans: Company's contribution to Provident Fund and other funds are charged to the statement of Profit & Loss during the period during which the employee renders the related service. The Company has no obligations other than the contributions payable to the respective trusts.

Defined Benefit plans : Gratuity liability is provided for based on actuarial valuation made at the end of each financial year using the projected unit credit method in accordance with the Indian Accounting Standard 19. The obligation is measured at the present value of future cash flows. The discount rates used for determining the present value of the obligation under defined benefit plans is based on the market yields on government securities as at balance sheet date, having maturity periods approximated to the terms of the related obligations.

Remeasurments gains and losses arising from experience adjustments and changes in actuarial assumption are recognised in the period in which they occur, directly in other comprehensive income , which is included in retained earnings in the statement of changes in equity and in the balance sheet.

**I. REVENUE RECOGNITION :**

Ind AS 115 was issued on 28 March 2018 and supersedes Ind AS 11 Construction Contracts and Ind AS 18 Revenue and it applies, with limited exceptions, to all revenue arising from contracts with its customers. Ind AS 115 establishes a five-step model to account for revenue arising from contracts with customers and requires that revenue be recognised at an amount that reflects the consideration to which an entity expects to be entitled in exchange for transferring goods or services to a customer.

Ind AS 115 requires entities to exercise judgement, taking into consideration all of the relevant facts and circumstances when applying each step of the model to contracts with their customers. The Company adopted Ind AS 115 using the modified retrospective method of adoption with the date of initial application of 1 April 2018 , whereby the comparatives have not been retrospectively adjusted. The effect on adoption of Ind AS 115 was insignificant.

Revenue from contracts with customers is recognised when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods or services.

Revenue is measured at the fair value of the consideration received / receivable taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the Government.

The specific recognition criteria for revenue recognition are as follows:

**i) Sale of goods**

Sale of goods is recognised at the point in time when control of the goods is transferred to the customer. The revenue is measured on the basis of the consideration defined in the contract with a customer, including variable consideration, such as discounts, volume rebates, or other contractual reductions. As the period between the date on which the Company transfers the promised goods to the customer and the date on which the customer pays for these goods is generally one year or less, no financing components are taken into account.

**ii) Interest Income**

Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the asset's net carrying amount on initial recognition. Interest income is included in other income in the statement of profit and loss.

**J BORROWING COSTS :**

Borrowing costs relating to acquisition/construction of qualifying assets are capitalised until the time all substantial activities necessary to prepare the qualifying assets for their intended use are complete. A qualifying asset is one that necessarily takes substantial period of time to get ready for its intended use. All other borrowing costs are charged to revenue.

**K TAXES ON INCOME :**

- a) Current Income Tax is provided as per the provisions of the Income tax Act 1961.
- b) Deferred Tax is provided using the Liability method, providing for temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amount used for taxation purposes. The amount of deferred tax provided is based on the expected manner of realisation or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantively enacted as on the Balance Sheet date.

Deferred tax assets are recognised for all deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

Current and deferred tax is recognised in profit or loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

**L EARNINGS PER SHARE :****Basic earnings per share:**

Basic earnings per share is calculated by dividing the profit attributable to owners of the company by the weighted average number of equity shares outstanding during the financial year.

**Diluted earnings per share:**

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account the after income tax effect of interest and other financing costs associated with dilutive potential equity shares, and, the weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares

**M PROVISIONS :**

A provision is recognized when an enterprise has a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made.

**N CONTINGENT LIABILITIES:**

Liabilities which are material and whose future outcome cannot be ascertained with reasonable certainty are treated as contingent and disclosed by way of "Notes" to the accounts.

**NATIONAL OXYGEN LIMITED**  
Notes to the Financial Statements (Contd..)

**2 Property Plant & Equipment**

Summary of cost and net carrying amount of each class of Property Plant & Equipment are given below:

Property Plant & Equipment	Freehold Land	Leasehold Land under Finance Lease	Buildings	Plant and Equipment	Furniture & Office Equipment	Vehicles	(Rs. in Lacs) Total
<b>Gross Carrying Amount</b>							
Cost as at April 1, 2017	26.13	120.37	813.43	6,492.26	99.29	82.10	7,663.59
Additions	-	-	-	8.89	1.31	-	10.21
Disposals / Adjustments	-	36.09	-	1,026.53	-	-	1,062.62
<b>As at 31st March, 2018</b>	<b>26.13</b>	<b>84.29</b>	<b>813.43</b>	<b>5,474.63</b>	<b>100.61</b>	<b>82.10</b>	<b>6,611.18</b>
Additions	-	-	-	6.16	8.72	27.89	42.77
Disposals / Adjustments	3.05	-	18.31	-	15.14	28.21	64.71
<b>As at 31st March, 2019</b>	<b>23.08</b>	<b>84.29</b>	<b>825.13</b>	<b>5,480.79</b>	<b>94.18</b>	<b>81.78</b>	<b>6,589.25</b>
<b>Accumulated Depreciation</b>							
As at April 1, 2017	-	35.01	207.03	3,282.33	89.54	68.37	3,682.28
Additions	-	5.51	22.39	345.27	3.32	2.23	378.12
Disposals / Adjustments	-	17.96	-	955.49	-	-	973.46
<b>As at 31st March, 2018</b>	<b>-</b>	<b>22.56</b>	<b>229.42</b>	<b>2,672.11</b>	<b>92.86</b>	<b>70.60</b>	<b>3,087.54</b>
Additions	-	4.59	22.24	320.16	2.85	3.60	353.45
Disposals / Adjustments	-	-	6.30	-	14.32	21.87	42.49
<b>As at 31st March, 2019</b>	<b>-</b>	<b>27.15</b>	<b>245.36</b>	<b>2,992.27</b>	<b>81.39</b>	<b>52.33</b>	<b>3,398.50</b>
<b>Net Carrying Amount</b>							
<b>As at 31st March, 2018</b>	<b>26.13</b>	<b>61.73</b>	<b>614.02</b>	<b>2,802.52</b>	<b>7.75</b>	<b>11.50</b>	<b>3,523.64</b>
<b>As at 31st March, 2019</b>	<b>23.08</b>	<b>57.14</b>	<b>579.76</b>	<b>2,488.52</b>	<b>12.80</b>	<b>29.45</b>	<b>3,190.74</b>

Note : Plant & Equipment includes Spares having gross value of Rs.153.41 Lacs, capitalised in accordance with the Indian Accounting Standard (Ind AS-16).

**3 Capital Work-in-Progress**

Capital Work-in-Progress - Property Plant & Equipment  
Year ended 31st March 2019

	Tangible Assets (Rs. in Lacs)
Cost as at April 1, 2017	2.65
Additions	-
Less: Capitalised	-
<b>As at 31st March, 2018</b>	<b>2.65</b>
Additions	-
Less: Capitalised	-
<b>As at 31st March, 2019</b>	<b>2.65</b>

**4 Intangible Assets**

Summary of cost and net carrying amount of each class of Intangible assets are given below:

Year ended 31st March, 2019

Gross Carrying Amount	(Rs. in Lacs)
Cost as at April 1, 2017	33.64
Additions	-
Disposals / Adjustments	-
<b>As at 31st March, 18</b>	<b>33.64</b>
Additions	-
Disposals / Adjustments	-
<b>As at 31st March, 19</b>	<b>33.64</b>
<b>Amortization</b>	
As at April 1, 2017	33.62
Additions	-
Disposals	-
<b>As at 31st March, 18</b>	<b>33.62</b>
Additions	-
Disposals	-
<b>As at 31st March, 19</b>	<b>33.62</b>
<b>Net Carrying Amount</b>	
<b>As at 31st March, 2018</b>	<b>0.02</b>
<b>As at 31st March, 2019</b>	<b>0.02</b>

NATIONAL OXYGEN LIMITED  
Notes to the Financial Statements (Contd..)

5 Investments		As at			
	Face value per Unit Fully paid up (Rs.)	31-03- Nos.	31-03-2018 Nos.	31-03-2019 Rs. in Lacs	31-03-2018 Rs. in Lacs
<b>Investments - Other than Trade</b>					
<b>i. Investments in Equity Instruments</b>					
<b>Unquoted:</b>					
TCP Limited	100	470	470	0.47	0.47
Pondicherry Agro Foods Pvt Ltd	` 10	9,000	9,000	0.90	0.90
Cauvery Power Trading Chennai Pvt Ltd	` 10	100000	100000	10.00	10.00
OGP Power Generation Pvt Ltd	10	44200		5.08	-
				16.45	11.37
<b>ii. Investments in Government Securities</b>					
<b>Unquoted:</b>					
National Savings Certificate				0.05	0.05
Indira Vikas Patra				0.01	0.01
				0.06	0.06
Aggregate amount of Investments				16.51	11.42
				As at	
6	Other financial Assets			31-03-2019 Rs. in Lacs	31-03-2018 Rs. in Lacs
	Unsecured, Considered Good				
	Security Deposits			34.67	57.77
				34.67	57.77
<b>7 Inventories:</b>					
	Raw Materials			2.23	10.04
	Finished Goods			23.02	10.78
	Stores and Spares			1.20	0.74
				26.45	21.56
<b>8 Trade Receivables:</b>					
	Unsecured, Considered Good			421.89	373.38
	Trade Receivables which has significant increase in Credit Risk			-	-
	Trade Receivable -Credit Impaired			106.08	87.17
				527.97	460.55
	Less: Impairment Allowance (Allowance for Bad and Doubtful Debt)				
	Unsecured, Considered Good			-	-
	Trade Receivables which has significant increase in Credit Risk			-	-
	Trade Receivable -Credit Impaired			(106.08)	(87.17)
	Total Trade Receivables			421.89	373.38
<b>9 Cash and Bank Balances:</b>					
	Cash and Cash Equivalents				
	Balance with Banks:				
	Deposits with less than 3 months initial maturity			-	-
	Current Accounts			2.60	0.89
	Cash on hand			0.67	2.52
				3.27	3.41
<b>10 Other Balances</b>					
	Balance with Banks:				
	Unpaid Dividend Accounts			3.83	1.89
	Margin Money Deposit Accounts			84.03	75.26
	Deposits maturing within 12 months			-	-
				87.86	77.16
<b>11 Other Financial Assets</b>					
	Deposit with Government Departments and Others			70.24	41.49
	Advances recoverable in Cash or in kind or for value to be received and/or to be adjusted				
	Others			14.56	32.30
				84.81	73.80
<b>12 Current Tax Assets (Net)</b>					
	Advance Income Tax & TDS (net of provision)			6.42	4.62
				6.42	4.62
<b>13 Other Current Assets</b>					
	Interest Accrued on Deposits			23.48	19.84
	Other Current Assets			19.49	23.43
				42.97	43.27

NATIONAL OXYGEN LIMITED  
Notes to the Financial Statements (Contd..)

Notes to the Financial Statements (Continued)

14	Equity Share Capital				
Authorized Equity Share Capital		Numbers	Rs in Lacs		
Equity shares of Rs.10 each					
As at 01-04-2017		5,000,000	500.00		
Increase during the year		-	-		
As at 31-03-2018		5,000,000	500.00		
Increase during the year		-	-		
As at 31-03-2019		5,000,000	500.00		
Issued, subscribed and Paid up capital		Numbers	Rs in Lacs		
Equity shares of Rs.10 each (Fully paid up)					
As at 01-04-2017		4,802,271	480.23		
Increase during the year		-	-		
As at 31-03-2018		4,802,271	480.23		
Increase during the year		-	-		
As at 31-03-2019		4,802,271	480.23		
a)	Movement in Equity Share Capital				
		Numbers	Rs in Lacs		
Equity Shares outstanding as at 01-04-2017		4,802,271	480.23		
Changes in Equity Share Capital		-	-		
Equity Shares outstanding as at 31-03-2018		4,802,271	480.23		
Changes in Equity Share Capital		-	-		
Equity Shares outstanding at 31-03-2019		4,802,271	480.23		
b)	The Company has only one class of equity shares having par value of Rs.10 per share. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividend in Indian Rupees. The dividend proposed by the Board of directors is subject to the approval of the share holders in the ensuing Annual General Meeting.				
c)	Detail of shareholders holding more than 5 % shares of the Company as on reporting date are given below:				
Name of shareholder		As at 31st Mar 2019		As at 31st Mar 2018	
		No. of Shares	% of Holding	No. of Shares	% of Holding
1.	Rajesh Kumar Saraf	1,204,419	25.08%	980,571	20.42%
2.	Gajanand Saraf	794,108	16.54%	794,108	16.54%
3.	Sarita Saraf	286,198	5.96%	286,198	5.96%
4.	Saraf Housing Development Pvt.Ltd.	252,885	5.27%	252,885	5.27%
d)	The Company has neither bought back any shares nor issued any bonus shares during five years immediately preceding the Balance Sheet date.				

NATIONAL OXYGEN LIMITED  
Notes to the Financial Statements (Contd.,)

		As at	
		31-03-2019 Rs. in Lacs	31-03-2018 Rs. in Lacs
15	<b>Other Equity :</b>		
	<u>Capital Reserve</u>		
	As per last Account	40.00	40.00
	<u>Securities Premium Account</u>		
	As per last Account	778.39	778.39
	<u>General Reserve</u>		
	As per last Account	499.73	499.73
	Add: Transfer from Statement of Profit & Loss	-	-
		499.73	499.73
	<u>Retained Earnings</u>		
16	Opening Balance	(2,655.74)	(2,468.78)
	Add: Profit/ (Loss) for the year	356.29	(186.97)
		(2,299.45)	(2,655.75)
	<u>Other Comprehensive Income</u>		
	Opening Balance	7.05	5.45
	Remeasurement of Post employment benefit obligations net of tax	0.35	1.60
		7.40	7.05
	<b>Total Other Equity</b>	<b>(973.93)</b>	<b>(1,330.58)</b>
17	<b>Borrowings :</b>		
	<b>Secured</b>		
	Term Loans:		
	From Banks	224.87	614.26
	Less Current Portion disclosed under current liabilities	211.92	408.82
		12.95	205.44
	Overdraft from Bank against Tangible Collateral Security (OD TCS)	1,249.48	1,249.80
		1,249.48	1,249.80
		1,262.42	1,455.24
	<b>Unsecured</b>		
18	Inter Corporate Deposits	1,684.46	1,903.56
	Others	100.00	100.00
		1,784.46	2,003.56
		3,046.89	3,458.80
	(a) Nature of security for secured borrowings are given below:		
	Term Loans and Overdraft from Bank against Tangible Collateral Security (OD TCS) are Secured by Equitable Mortgage of Leasehold Land & Building and hypothecation of the assets acquired for the new Project and further secured by way of first charge on the block of other movable Assets and future receivables of the company, present and future, and guaranteed by the Chairman and the Managing Director of the Company		
	The Term Loan is repayable in monthly instalments of Rs.34.09 Lacs each upto Sept. 2019 and the rate of interest was in the range of 13.45% to 13.75%		
18	<b>Other Financial Liabilities</b>		
	Trade Payables	-	-
	Trade Deposits	87.95	89.84
		87.95	89.84
	<b>Deferred Tax Liabilities (Net) :</b>		
	Major components of Deferred Tax arising on account of temporary timing differences are given below:		
	<b>Deferred Tax Liabilities</b>		
	Depreciation and Amortization Expenses	482.01	551.56
	Other Timing Differences	-	-
		482.01	551.56
18	<b>Deferred Tax Assets</b>		
	Expenses- Provisions Allowable	17.70	18.17
	Carry forward Losses (to the extent of unabsorbed depreciation)	464.31	533.39
	Other Timing Differences	-	-
		482.01	551.56
	<b>Deferred Tax Liabilities- (Asset) (Net) (**)</b>		
		-	-
	(**) As a matter of Prudence, deferred tax asset has not been recognized in the financial statements		

NATIONAL OXYGEN LIMITED  
Notes to the Financial Statements (Contd..)

		As at	
		31-03-2019 Rs. in Lacs	31-03-2018 Rs. in Lacs
<b>19</b>	<b>Provisions-Non Current</b>		
	Provision for Employee Benefits	58.31	45.02
	Other Provisions	-	-
		<b>58.31</b>	<b>45.02</b>
<b>20</b>	<b>Borrowings :</b>		
	Secured		
	Loans repayable on demand		
	From Banks	550.31	537.65
		<b>550.31</b>	<b>537.65</b>
	(a). Nature of security for secured borrowings are given below: i) Cash Credit Loan from Bank is secured by hypothecation of Finished Goods, Raw Materials, Work in Process, Stores & Spares and Book Debts of the Company and second charge on Fixed Assets of the Company and guaranteed by the Chairman and Managing Director of the Company		
<b>21</b>	<b>Trade Payables :</b>		
	- Total outstanding dues of micro and small enterprises	-	-
	- Total outstanding dues of creditors other than to micro and small enterprises	243.09	262.50
		<b>243.09</b>	<b>262.50</b>
<b>22</b>	<b>Other Current Financial Liabilities :</b>		
	Current maturities of long-term borrowings	211.92	408.82
	Unpaid Dividend	3.83	1.89
	Statutory dues Payables	89.36	83.73
	Other Liabilities	112.59	101.03
		<b>417.70</b>	<b>595.47</b>
<b>23</b>	<b>Other Current Liabilities :</b>		
	Customers' Credit Balances and Advances against orders	7.71	22.60
	Advance Against Properties	-	25.00
		<b>7.71</b>	<b>47.60</b>
<b>24</b>	<b>Provisions</b>		
	Employee Benefits	-	6.17
		<b>-</b>	<b>6.17</b>



NATIONAL OXYGEN LIMITED  
Notes to the Financial Statements (Contd..)

		Year ended	
		31-03-2019 Rs. in Lacs	31-03-2018 Rs. in Lacs
25	<b>Revenue from Operations:</b>		
	a) Sale of Products		
	Sale of Industrial Gases	4,592.81	4,073.96
	Sale of Wind Energy	-	123.53
	Sales of other products	2.52	4.25
		4,595.32	4,201.74
	b) Facility Charges- Cylinder holding charges etc	25.48	25.15
	Net Revenue from Operations	4,620.80	4,226.89
	<b>A) Nature of goods and services</b>		
	The following is a description of principal activities separated by reportable segments from which the Company generates its revenue		
	a) The Company is engaged in the manufacturing and trading of Industrial Gases and primarily generates revenue from the sale of Industrial Gases and the same is only the reportable segment of the Company.		
	<b>B) Disaggregation of revenue</b>		
	In the following table, revenue is disaggregated by primary geographical market, major products lines and timing of revenue recognition		
	<b>i) Primary Geographical Markets</b>		
	Within India	4,620.80	4,226.89
	Outside India	-	-
	Total	4,620.80	4,226.89
	<b>ii) Major Products</b>		
	Industrial Gases	4,592.81	4,073.96
	Others	28.00	152.94
	Total	4,620.80	4,226.89
	<b>iii) Timing of Revenue</b>		
	At a point in time	4,620.80	4,226.89
	Over time	-	-
	Total	4,620.80	4,226.89
	<b>iv) Contract Duration</b>		
	Long Term	-	-
	Short Term	4,620.80	4,226.89
	Total	4,620.80	4,226.89
	The Company has adopted Ind AS 115 "Revenue from contracts with Customers" which is mandatory for the reporting periods on or after 1st April, 2018. In terms of the requirement of Ind As -115, revenue is recognized net of discounts, sales returns and Goods and Service Tax. Revenue for comparative periods have been adjusted to conform to current period classification.		
26	<b>Other Income:</b>		
	Interest Income		
	On Deposits etc. (a)	8.10	8.82
	Dividend Received	0.01	0.01
	Gain- (Loss) on foreign currency transactions and translation (Net)	0.15	0.80
	Profit- (Loss) on Fixed Assets sold/ discarded (Net)	15.95	19.25
	Liabilities- Provisions no longer required written back	1.31	6.44
	Miscellaneous Receipts and Claims	3.02	12.80
		28.54	48.12
	(a)- Interest Income is gross of tax deducted at source amounting to Rs.0.85 Lac (Previous year Rs. 0.87 Lac)		
27	<b>Cost of Materials Consumed:</b>		
	Opening Stock	10.04	10.46
	Add: Purchases	75.37	122.32
		85.40	132.77
	Less: Closing Stock	2.23	10.04
		83.17	122.73
	<b>Details of Raw Materials Consumed</b>		
	Calcium Carbide	71.10	111.13
	Others	12.07	11.19

NATIONAL OXYGEN LIMITED  
Notes to the Financial Statements (Contd.)

		Year ended	
		31-03-2019 Rs. in Lacs	31-03-2018 Rs. in Lacs
<b>28</b>	<b>Changes in Inventories:</b>		
	Opening Inventories		
	Finished Goods	10.78	18.34
	Less: Closing Inventories		
	Finished Goods	23.02	10.78
		(12.24)	7.56
	Add: Increase - Decrease of Excise Duty on Inventories	-	(2.04)
		(12.24)	5.52
<b>29</b>	<b>Excise duty</b>		
	Excise Duty on Sales	-	90.68
		-	90.68
<b>30</b>	<b>Employee Benefits Expenses:</b>		
	Salaries and Wages	299.02	281.55
	Contribution to Provident and other Funds	18.57	17.79
	Employees Welfare Expenses	15.90	15.54
		333.50	314.88
<b>31</b>	<b>Power and Fuel:</b>		
	Power and Fuel	2,746.85	2,576.34
		2,746.85	2,576.34
<b>32</b>	<b>Other Expenses:</b>		
	Consumption of Stores and Spares	59.99	49.41
	Repairs to Buildings	15.11	10.47
	Repairs to Machinery	31.96	67.28
	Rates and Taxes	3.27	8.29
	Rent	10.50	-
	Insurance	4.62	5.26
	Auditors' Remuneration - (a)	1.30	1.30
	Travelling & Conveyance Expenses	13.94	8.05
	Freight and Forwarding Expenses (Net)	381.75	303.30
	Bad Debts and Advances written off (Net)	2.34	12.83
	Less: Adjusted against Provision for doubtful debts	(2.34)	(12.83)
	Provision for doubtful debts	21.25	20.50
	Directors' Remuneration	30.00	30.00
	Directors' Sitting Fees	0.33	0.25
	Miscellaneous Expenses	37.69	50.68
		611.69	554.79
	(a). Details of Auditors' Remuneration are as follows:		
	Statutory Auditors:		
	Audit Fees	1.00	1.00
	Taxation matters	0.30	0.30
	Others	-	-
		1.30	1.30
<b>33</b>	<b>Finance Costs:</b>		
	Interest Expenses	473.29	574.98
	Other Borrowing Costs	16.76	14.94
		490.05	589.92
<b>34</b>	<b>Depreciation and Amortization Expenses:</b>		
	Depreciation	353.45	378.77
	Amortization Expenses	-	-
		353.45	378.77
<b>35</b>	<b>Tax Expenses</b>		
	Current Tax		
	Current Tax for the year	-	-
	Current Tax adjustments for earlier years (Net)	0.45	-
		0.45	-
	Deferred Tax		
	Deferred Tax for the year	(0.13)	(0.77)
	Deferred Tax adjustments for earlier years (Net)	-	-
		(0.13)	(0.77)

NATIONAL OXYGEN LIMITED  
Notes to the Financial Statements (Contd..)

**36 Financial risk management objectives and policies**

The Company's financial liabilities comprise loans and borrowings, security deposits, and trade and other payables. The main purpose of these financial liabilities is to finance the Company's operations. The Company's financial assets include trade and other receivables, cash and cash equivalents.

The Company is exposed to market risk, interest rate risk, credit risk and liquidity risk. The Company's management ensures that the Company's risk activities are governed by appropriate policies and procedures and that financial risks are identified, measured and managed in accordance with the Company's policies and risk objectives. Managing Director, Chief Financial Officer and Business Heads reviews and agrees policies for managing each of these risks, which are summarised below.

**Market risk**

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises two types of risk: currency risk and interest rate risk. Financial instruments affected by market risk include trade payables, trade receivables, borrowings, etc.

**Interest rate risk**

The Company's exposure to the risk of changes in market interest rates relates primarily to the Company's long term debt obligations with floating interest rates.

**Credit risk**

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk from its operating activities (primarily trade receivables).

**Trade receivables**

Customer credit risk is managed by the respective department subject to Company's established policy, procedures and control relating to customer credit risk management. Credit quality of a customer is assessed based on individual credit limits as defined by the company. Outstanding customer receivables are regularly monitored. An impairment analysis is performed at each reporting date and write off/provision is made. The calculation is based on losses as per historical data.

The ageing analysis of the receivables (gross of provision) has been considered from the date the invoice falls due.

Trade Receivable	(Rs. in Lacs)		
	0 to 180 days	> 180 days	Total
31st March 2019	403.76	124.21	527.97
31st March 2018	389.51	71.04	460.55

**Liquidity risk**

Liquidity risk is defined as the risk that the Company will not be able to settle or meet its obligations. The company's treasury department is responsible for liquidity, funding as well as settlement management. In addition, processes and policies related to such risks are overseen by Senior Management. Management monitors the Company's net liquidity position on the basis of expected cash flows.

**Maturity profile of Financial liabilities**

The table below provides details regarding the remaining contractual maturities of financial liabilities at the reporting date based on contractual undiscounted payments.

Financial Liabilities	(Rs. in Lacs)				
	Within 12 months	Between 1 and 2 years	Between 2 and 5 years	Between 5 and 10 years	Total
<b>31st March 2019</b>					
<b>Non Derivatives</b>					
Borrowings	762.23	12.95	3,033.94	-	3,809.12
Trade Payables / Trade Deposits	243.09	-	87.95	-	331.04
Other current financial liabilities	205.79	-	-	-	205.79
<b>Total Non derivative Liabilities</b>	<b>1,211.11</b>	<b>12.95</b>	<b>3,121.89</b>	<b>-</b>	<b>4,345.95</b>
<b>Derivatives</b>					
Foreign Exchange Forward Contracts	-	-	-	-	-
<b>Total derivative Liabilities</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>31st March 2018</b>					
<b>Non Derivatives</b>					
Borrowings	946.47	205.44	3,253.36	-	4,405.28
Trade Payables / Trade Deposits	262.48	-	89.84	-	352.32
Other current financial liabilities	186.65	-	-	-	186.65
<b>Total Non derivative Liabilities</b>	<b>1,395.61</b>	<b>205.44</b>	<b>3,343.20</b>	<b>-</b>	<b>4,944.25</b>
<b>Derivatives</b>					
Foreign Exchange Forward Contracts	-	-	-	-	-
<b>Total derivative Liabilities</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>

**37 Capital management**

For the purpose of the Company's capital management, capital includes issued equity capital and all other equity reserves attributable to the equity holders. The primary objective of the Company's capital management is to maximise the shareholder value and retaining healthy debt equity ratio.

NATIONAL OXYGEN LIMITED  
Notes to the Financial Statements (Contd.)

38	Disclosures required by Ind AS 19 on "Employee Benefits":	2018-2019	2017-2018
		Rs. in Lacs	Rs. in Lacs
	<b>Particulars</b>		
	i) Net employee benefit expense recognized in the employee cost		
	Current service cost	5.97	3.12
	Net Interest cost / (income) on benefit Liability / (Asset)	3.82	2.97
	Expected return on plan assets	-	-
	Past Service Cost	-	7.12
	Net actuarial (gain) / loss recognized in the year (Other Comprehensive Income)	(0.48)	(2.36)
	- change in financial assumptions	0.79	(1.19)
	- experience variance (i.e. Actual experience vs assumptions)	(1.27)	(1.17)
	Net benefit expense	9.31	10.85
	<b>Benefit asset/ liability</b>		
	Present value of defined benefit obligation	58.31	51.19
	Fair value of plan assets	-	-
	Plan asset / (liability)	(58.31)	(51.19)
	ii) Changes in the present value of the defined benefit obligation are as follows:		
	Opening defined benefit obligation	51.19	41.47
	Current service cost	5.97	3.12
	Past service cost	-	7.13
	Interest cost	3.82	2.96
	Re-measurement of defined benefit obligation (Actuarial (gain) / loss)	(0.48)	(2.36)
	Benefits paid	(2.19)	(1.13)
	Closing defined benefit obligation	58.31	51.19
	iii) Changes in the fair value of plan assets are as follows:		
	Opening fair value of plan assets	-	-
	Expected return	-	-
	Contributions by employer	2.19	1.13
	Benefits paid	(2.19)	(1.13)
	Actuarial gains / (losses)	-	-
	Closing fair value of plan assets	-	-
	iv) The principal actuarial assumptions are as follows		
	Discount rate	7.39%	7.62%
	Salary increase	5.00%	5.00%
	Withdrawal Rates	5.00%	5.00%
	v) Amount incurred as expense for defined contribution plans		
	Contribution to Provident / Pension fund	11.49	10.66
	vi) The major categories of plan assets as a percentage of the fair value of total plan asset are as follows:		
	Investment with Insurer	-	-
	vii) A quantitative sensitivity analysis for significant assumptions is as below:		
	Impact on gratuity defined benefit obligation		
	Discount rate (-0.5/+0.5)%		
	Sensitivity level - Increase	0.29	0.26
	Sensitivity level - Decrease	(0.29)	(0.26)
39	The company's net worth is fully eroded. However, in view of the improved business scenario and the efforts being made, and also the cash profits made during the year as compared to the cash loss in the previous year, the management is of the opinion that the company's financial position would further improve and hence the management has continued to draw up the financial statements on a going concern assumption.		
40	During the year the company has disposed off certain immovable properties. The profit from disposal of these properties amounting to Rs.313.73 Lacs has accordingly been disclosed under Exceptional Items.		
41	Contingent Liabilities and Commitments:	As at	
		31-03-2019	31-03-2018
A.	Contingent Liabilities	Rs. in Lacs	Rs. in Lacs
	(a). Claims against the company not acknowledged as debt:		
	Excise Duty / Service Tax	35.42	35.42
	Customs Duty	88.24	88.24
	(b). Outstanding Letters of Credit and Bank Guarantees	353.09	349.83
B.	Capital Commitments		
	(a). Estimated amount of contracts remaining to be executed on capital account and not provided for	Nil	Nil



<b>45</b>	<b>Related Party Disclosures:</b>				
<b>A.</b>	Disclosure on Related Parties as required by Ind AS-24 "Related Party Disclosures" are given below: a) Key Management Personnel of the Company :- i) Shri. G.N. Saraf Chairman ii) Shri. Rajesh Kumar Saraf Managing Director iii) Smt. Sarita Saraf Director b) Enterprises over which certain Key Management Personnel (K.M.P.) exercise significant influence :- i) Pondicherry Agro Foods Pvt. Ltd. (PAF) ii) East Coast Acetylene Pvt. Ltd. (ECA) iii) Approach Marketing Pvt. Ltd. (AMP) iv) Saraf Housing Development P. Ltd (SHD) c) Relatives of Key Management Personnel of the Company <b>B.</b> The particulars given above have been identified on the basis of information available with the company.				
	(Rs. in Lacs)				
	2018-19	2017-18			
	Enterprises over which K.M.F. exercise significant influence	Key Management Personnel & their relatives	Enterprises over which K.M.P. exercise significant influence	Key Management Personnel & their relatives	
<b>Transactions for year ended 31st March:</b>					
Sales of Products	9.30	-	-	-	
Purchase of Goods	32.68	11.93	11.93	-	
Interest paid	154.52	190.70	190.70	-	
Managerial Remuneration (incl. perquisites)		30.61		31.89	
Director's Sitting Fees		0.33		0.25	
Rent paid	10.50	-	-	-	
<b>Outstanding balances as at 31st March:</b>					
Trade Receivables	-	-	-	-	
Trade Payables & Other Liabilities	11.76	-	-	-	
Investments	90.00	90.00	90.00	-	
Unsecured Loans received	1,684.46	1,903.56	1,903.56	-	
<b>C</b>	<b>Key Managerial Personnel:</b>	<b>31-03-2019</b>	<b>31-03-2018</b>		
	Managerial Remuneration (including perquisites)*	Rs. in Lacs	Rs. in Lacs		
	* Excluding gratuity, leave encashment payable	30.61	31.89		
<b>46</b>	Foreign Currency exposure in respect of Sundry Creditors amounting to Rs.Nil (Previous Year Rs.Nil) are unhedged as on the Balance Sheet date.				
<b>47</b>	Additional information pursuant to paragraphs 5 (vii) of Part II of Schedule III to the Companies Act, 2013 are as follows:				
<b>A.</b>	C.I.F. value of Imports by the Company				
	<b>Raw Materials:</b>				
	<b>31-03-2019</b>	<b>31-03-2018</b>			
	Rs. in Lacs	Rs. in Lacs			
	Calcium Carbide	42.65	70.07		
	Stores & Spares	-	-		
<b>B.</b>	Expenditure in foreign currency during the year:				
	-	-			
<b>C.</b>	Value of Raw Materials and Stores and Spares consumed during the year :				
	<b>Raw Materials :</b>				
	<b>Value (Rs. in Lacs)</b>	<b>Percentage (%)</b>			
	<b>31-03-2019</b>	<b>31-03-2018</b>	<b>31-03-2019</b>	<b>31-03-2018</b>	
	Imported	61.57	70.07	32.00%	57.29%
	Indigenous	31.61	52.24	38.00%	42.71%
		83.17	122.32	100.00%	100.00%
	<b>Stores and Spares:</b>				
	Imported	-	-	-	-
	Indigenous	59.99	49.41	100.00%	100.00%
		59.99	49.41	100.00%	100.00%
<b>48</b>	The previous figure has been reclassified- rearranged - regrouped wherever necessary				

G.N. SARAF  
Chairman  
DIN: 00007320

DIN: 00007353

## NATIONAL OXYGEN LIMITED

Regd. Office: : Flat No.1B, First Floor, Arihant Jashn ( Old.No.121), New No.38, Rukmani  
Lakshmipathy Salai, Egmore, Chennai-600008  
CIN:L24111TN1974PLC006819

### PROXY FORM

[ Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration ) Rules, 2014]

CIN: L24111TN1974PLC006819 Name of the Company : National Oxygen Limited Registered Office: Flat No.1B, First Floor, Arihant Jashn (Old.No.121), New No.38, Rukmani Lakshmipathy Salai, Egmore, Chennai-600008
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Name of the Member (s):

Registered address:

E-mail Id:

Folio No. / Client Id:

DP ID:

I/We, being the member(s) of \_\_\_\_\_ shares of the above named company, hereby appoint

1. Name:

Address:

E-mail Id

Signature:.....or failing

2. Name:

Address:

E-mail Id

Signature:.....or failing

3. Name:

Address:

E-mail Id

Signature:.....or failing

As my /our proxy to attend and vote (on a poll) for me/us and on my / our behalf at the 44<sup>th</sup> Annual General Meeting, to be held on Thursday, the 12<sup>th</sup> September, 2019 at 10.00 a.m. at Asha Niwas, No.9, Rutland Gate 5<sup>th</sup> Street, Chennai- 600006 and at any adjournment thereof in respect of such resolutions as are indicated below:

Description of Resolution	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
Ordinary Resolution 1- Consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2019, the Reports of the Board of Directors and the Auditors thereon,		
Ordinary Resolution 2-Re-appointment of Mr.Gajanand Saraf (having DIN 00007320), who retires from office by rotation and being eligible offers himself for reappointment.		
Special Resolution -special business 3-Appointment of Mr.Gajanand Saraf as a whole time director w.e.f.01.04.2019.		
4-Special Resolution-Special Business Appointment of Mr. Rajesh Kumar Saraf as a Managing Director w.e.f.01.08.2019		

Signed this .....day of .....2019

Signature of shareholder

Signature of Proxy holder(s)

1.Rs  
Revenue  
Stamp

**Note:** This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

**NATIONAL OXYGEN LIMITED**

Regd. Office: : Flat No.1B, First Floor, Arihant Jashn ( Old.No.121), New No.38,  
Rukmani Lakshmipathy Salai, Egmore, Chennai-600008  
CIN:L24111TN1974PLC006819

**ATTENDANCE SLIP**

I hereby record my Presence at the 44<sup>th</sup> Annual General Meeting of the Company being held at Asha Nilwas, No.9, Rutland Gate 5<sup>th</sup> Street, Chennai- 600006 on Thursday, the 12<sup>th</sup> September, 2019 at 10.00 a.m

Full Name of the Member attending / Proxy

Signature

Folio No. / DP.ID / CL.ID

No. of Shares held.

**NOTE:**

Members attending the meeting in person are requested to complete the attendance slip and hand it over at the entrance of the meeting hall. No attendance slip will be issued at the time of Meeting.





**NATIONAL OXYGEN LIMITED**

[CIN-L24111TN1974PLC006819]

Regd.office: : Flat No.1B, First Floor, Arihant Jashn ( Old.No.121), New No.38, Rukmani Lakshmipathy Salai,  
Egmore, Chennai-600008

E-mail: [contact@nolgroup.com](mailto:contact@nolgroup.com), Website: [www.nolgroup.com](http://www.nolgroup.com)

Phone: 044-28290707

**BALLOT FORM [in lieu of e-voting]**

1	Name and Registered address of the sole/ First named shareholder (in block letters)	
2	Name(s) of Joint Shareholder(s), if any	
3	Registered Folio No./DP ID No/ Client ID No	
4	Number of shares held	

I/We hereby exercise my/ our vote in respect of the Resolutions to be passed at the 44<sup>th</sup> Annual General Meeting of the Company to be held on 12<sup>th</sup> September, 2019 for the business stated in the Notice of the meeting dt.10.08.2019 by conveying my /our assent or dissent to the said Resolutions by placing tick mark at the appropriate box below:

Resolution No.	Description of Resolution	Type of Resolution	Number of shares held	I/We assent to the Resolution ( FOR)	I/We dissent to the Resolution (AGAINST)
1	Adoption of audited financial statements for the financial year ended 31 <sup>st</sup> March, 2019	Ordinary			
2	To appoint a director in the place of Mr.Gajanand Saraf, who retires by rotation and being eligible, offers himself for reappointment	Ordinary			
3	To appoint Mr. Gajanand Saraf as a whole time director w.e.f.01.04.2019.	Special			
4	To appoint Mr. Rajesh Kumar Saraf as a Managing Director w.e.f.01.08.2019	Special			

Place

Date

[Signature of the Shareholder]