

**NOTICE**

NOTICE is hereby given that the 52nd Annual General Meeting of the Members of INOX AIR PRODUCTS PRIVATE LIMITED will be held on Wednesday, 30th September, 2015 at 7th Floor, Ceejay House, Dr. Annie Besant Road, Worli, Mumbai 400 018 at 11 a.m. to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Statement of Profit and Loss for the year ended 31st March, 2015 and Balance Sheet as on that date, the Auditors' Report thereon and the Boards' Report for the year 2014-2015.
2. To consider payment of dividend for the year ended 31st March, 2015.
3. To appoint Auditors to hold office from the conclusion of this Meeting until the conclusion of 54th Annual General Meeting and to fix their remuneration.

SPECIAL BUSINESS:

4. To consider and, if thought fit, to pass with or without modification(s) as may be deemed fit, the following resolution as an **Ordinary Resolution**:

"**RESOLVED THAT** Mr. Seifollah Ghasemi (DIN 07070434) who is appointed as Director and who holds office upto the date of this Annual General Meeting and in respect of whom a Notice has been received from a Member proposing his candidature for the office of Director of the Company, be and is hereby appointed as Director of the Company."

5. To consider and, if thought fit, to pass with or without modification(s) as may be deemed fit, the following resolution as an **Ordinary Resolution**:

"**RESOLVED THAT** Mr. Michael Scott Crocco (DIN 07070320) who is appointed as Director who holds office upto the date of this Annual General Meeting and in respect of whom a Notice has been received from a Member proposing his candidature for the office of Director of the Company, be and is hereby appointed as Director of the Company."

6. To consider and, if thought fit, to pass with or without modification(s) as may be deemed fit, the following resolution as an **Ordinary Resolution**:

"**RESOLVED THAT** pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the consent of the Company be and is hereby accorded for the payment of remuneration of Rs.4,00,000/- (Rupees Four Lacs only) plus Service Tax at the applicable rates and reimbursement of out of pocket expenses to M/s. Dhananjay V. Joshi & Associates, Cost Accountants, Pune (Firm Registration No. : 000030) appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year ending March 31, 2016."

"**RESOLVED FURTHER THAT** the Board of Directors of the Company or Chief Financial Officer of the Company be and are hereby severally authorised to do all such acts, deeds & things and to take all such steps as they may deem necessary, proper or expedient to give effect to this resolution."

7. To consider and if thought fit, to amend the Articles of Association of the Company by replacing the existing Article 2(9) of the Articles of Association of the Company and pass the following resolution as a **Special Resolution**:

"**RESOLVED THAT** pursuant to Sections 14, 114 and 117 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, and other applicable provisions of the Companies Act, 2013, Article 2(9) of the Articles of Association of the Company be replaced by the following.



“First Group” means (i) Inox Chemicals LLP a Limited Liability Partnership company incorporated and registered under the laws of India with its registered office at C/o ‘INOX Group’, 612-618, Narain Manzil, 6th Floor, 23, Barakhamba Road, New Delhi – 110001 or such other place for the time being as notified and having LLP Identification Number AAE-0448 (ii) Siddho Mal Trading LLP a Limited Liability Partnership company incorporated and registered under the laws of India with its registered office at C/o ‘INOX Group’, 612-618, Narain Manzil, 6th Floor, 23, Barakhamba Road, New Delhi – 110001 or such other place for the time being as notified and having LLP Identification Number AAE-1816 (iii) Siddhomal Air Products Private Limited a limited liability company incorporated and registered under the laws of India with its registered office at A-6, Connaught Place, New Delhi 110001 or such other place for the time being as notified and having registered CIN U74899DL1986PTC026403 (iv) Sitashri Trading & Finance Private Limited a limited liability company incorporated and registered under the laws of India with its registered office at A-6, Connaught Place, New Delhi 110001 or such other place for the time being as notified and having registered CIN U74899DL1990PTC039270 (v) Devansh Trademart LLP a Limited Liability Partnership Company incorporated and registered under the laws of India with its registered office at C/o ‘INOX Group’, 612-618, Narain Manzil, 6th Floor, 23, Barakhamba Road, New Delhi – 110001 or such other place for the time being as notified and having LLP Identification Number AAE- 2605 and (vi) Siddhapavan Trading LLP a Limited Liability Partnership Company incorporated and registered under the laws of India with its registered office at C/o ‘INOX Group’, 612-618, Narain Manzil, 6th Floor, 23, Barakhamba Road, New Delhi – 110001 or such other place for the time being as notified and having LLP Identification Number AAE-0484. The term “First Group” shall also mean the respective Limited Liability Partnerships into which Siddhomal Air Products Private Limited and/or Sitashri Trading & Finance Private Limited may be converted into under the extant laws, with their respective office at the address mentioned above or at such other address for the time being in force.

“**RESOLVED FURTHER THAT** for the purposes of amending the Articles of Association of the company, Mr. P K Jain, Managing Director or Mr. Siddharth Jain, Director or Mr. Surendra Choudhary, Chief Financial Officer or the Company Secretary be and are hereby severally authorised to do all things as may be necessary or required for the purposes aforesaid, including but not limited to filing of the necessary E Forms, intimations and declarations with the Registrar of Companies and/or such other governmental authority, for obtaining the approval of the Central Government and for implementing the resolutions as aforesaid and to do such other things, deeds and acts as may be deemed necessary and expedient in connection therewith.”

On behalf of the Board of Directors

P.K.JAIN
Managing Director

Mumbai, 28th August, 2015

REGISTERED OFFICE:
7th Floor, Ceejay House,
Dr. A. B. Road,
Worli, Mumbai 400 018.
CIN No. U24999MH1963PTC012625
E-mail: info@inoxap.com
Website: www.inoxairproducts.com

NOTES :

- a) **A Member entitled to attend and vote at the Annual General Meeting (the “Meeting”) is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. The instrument appointing the proxy should, however, be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the Meeting.**
- b) A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding



more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

- c) A Statement pursuant to Section 102(1) of the Companies Act, 2013 relating to the Special Business to be transacted at the Meeting is annexed hereto.
- d) The Register of Members and Share Transfer Books of the Company will remain closed from 23rd September, 2015 to 30th September, 2015 (both days inclusive).
- e) Copies of all documents referred to in the Notice and Explanatory Statement annexed thereto are available for inspection at the Registered Office of the Company between 11.00 a.m. to 1.00 pm on all working days till the date of the Annual General Meeting.
- f) In terms of Section 205A and Section 205C of the Companies Act, 1956 as amended from time to time and/or relevant corresponding provisions of the Companies Act, 2013 once notified, the amount of dividend remaining unpaid or unclaimed for a period of seven years from the date of transfer to the unpaid dividend account, is required to be transferred to the Investor Education and Protection Fund (IEPF) established by the Central Government. Members who have not encashed their dividend warrants for the financial year ended 31st March, 2008 or any subsequent financial year(s) are requested to make their claims to the Company for issue of duplicate dividend warrants.

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

ITEM NO. 4 & 5

The Board of Directors of the Company at its meeting held on 17th December, 2014 appointed Mr. Seifollah Ghasemi (DIN 07070434) and Mr. Michael Scott Crocco (DIN 07070320) as Directors of the Company. According to the provisions of Section 161 of the Companies Act, 2013, they hold office upto the date of this Annual General Meeting. The Company has received notices from members proposing their candidature for the office of Directors of the Company. The Board recommends the resolution for approval of the Members.

Mr. Seifollah Ghasemi and Mr. Michael Scott Crocco are deemed to be concerned or interested in the resolution. None of the other Directors or Key Managerial Personnel or their respective relatives are concerned or interested financially or otherwise in the aforesaid resolution.

ITEM NO. 6

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of the Cost Auditors- M/s. Dhananjay V. Joshi & Associates, Cost Accountants to conduct the audit of the cost records of the Company for the financial year ending March, 31, 2016 at remuneration of Rs. 4,00,000/- (Rupees Four Lacs Only) plus service Tax at the applicable rates and reimbursement of out of pocket expenses.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the members of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 6 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending 31st March, 2016.

None of the Directors, Key Managerial Personnel of the Company and their relatives are in any way concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the Notice.

The Board recommends the Resolution for approval of the members.

ITEM No. 7

The members may note that four entities of the "First Group" as defined in the Article 2(9) of the Articles of Association of the Company, viz. Inox Chemicals Pvt. Ltd., Siddhapavan Trading and Finance Pvt. Ltd., Devansh Trading and Finance Pvt. Ltd., and Siddhomal Investments Pvt. Ltd. originally registered as Private Limited



INOX AIR PRODUCTS LIMITED



Company under the Companies Act, 1956, have informed the company that they have changed their status and been converted into Limited Liability Partnership (LLP) under the LLP Act, 2008 and their revised registration details are as follows:

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|----------------------------|---------------------------------|
| 1. Inox Chemicals LLP | LLP Identification No. AAE-0448 |
| 2. Siddhapavan Trading LLP | LLP Identification No. AAE-0484 |
| 3. Devansh Trademart LLP | LLP Identification No. AAE-2605 |
| 4. Siddho Mal Trading LLP | LLP Identification No. AAE 1816 |

To reflect the above change in the Articles of Association, and for the purposes of ensuring that any proposed conversion of Siddhomal Air Products Private Limited and/or Sitashri Trading & Finance Private Limited into Limited Liability Partnerships in future does not necessitate a further amendment to the Articles of Association of the Company for recording such conversion/proposal conversion it would be necessary to amend the Articles of Association of the Company and to amend Article 2(9) of the Articles of Association of the Company by replacing the details of the companies with the new details as mentioned above. The proposed alterations are formal in nature to take into account the conversion and/or the proposed conversion as aforesaid.

Except Mr. P.K. Jain, Mr. V.K. Jain, Mr. S.K. Jain and Mr. Siddharth Jain, and their respective relatives, to the extent of their shareholding in the above named entities, none of the other Directors, Key Managerial Personnel of the Company and their relatives are in any way concerned or interested, financially or otherwise, in the resolution set out at Item No. 7 of the Notice.

The Board recommends the Resolution for approval of the Members.

On behalf of the Board of Directors

P.K.JAIN
Managing Director

Mumbai, 28th August, 2015

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