

**NOTICE**

NOTICE is hereby given that the 54th Annual General Meeting of the Members of INOX AIR PRODUCTS PRIVATE LIMITED will be held on Friday, 29th September, 2017 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. Adoption of Financial Statements  
To consider and adopt
  - a) the Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2017 and reports of the Board of Directors and Auditors' Report thereon; and
  - b) the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2017 and the report of the Auditors thereon.
2. To consider payment of dividend for the year ended 31st March, 2017.
3. To appoint Auditors in place of the existing Auditors (who are not eligible to be re-appointed due to expiry of the maximum permissible tenure as the Auditors of the Company), to fix their remuneration, and to consider and, if thought fit to pass with or without modification(s), the following resolution as an Ordinary Resolution:  
**"RESOLVED THAT** pursuant to the recommendations of the Audit Committee of the Board of Directors of the Company and in terms of the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s. Kulkarni and Company, Chartered Accountants (Firm Reg. No. 140959W) who have offered themselves for appointment and have confirmed their eligibility to be appointed as "Auditors" in terms of provision of Section 141 of the Act and Rule 4 of the Companies Act, 2013 be and is hereby appointed as the Statutory Auditors of the Company, in place of M/s. Patankar & Associates, Chartered Accountants, Pune (Firm Registration No. 107628W), the retiring Statutory Auditors, to hold office for a term of 5 years from the conclusion of 54th Annual General Meeting until the conclusion of 59th Annual General Meeting subject to ratification by the members every year, as applicable, for audit of financial statements and that the Board of Directors of the company be and are hereby authorized to fix their remuneration, based on recommendation of Audit Committee, including reimbursement of actual out of pocket expenses."  
**"RESOLVED FURTHER THAT** the Audit Committee and/or Board of Directors be and is hereby authorised to fix their remuneration according to the scope of their services in line with prevailing provisions of applicable rules and regulations made in this regard."

**SPECIAL BUSINESS:**

4. To approve remuneration of the Cost Auditors for the financial year ending 31st March, 2018.  
To consider and, if thought fit, to pass with or without modification(s), 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.4,50,000/- (Rupees Four Lakhs Fifty Thousand Only) plus taxes 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, 2018."



## INOX AIR PRODUCTS PRIVATE LIMITED



**“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.”

On behalf of the Board of Directors

**P.K.JAIN**  
Managing Director

Mumbai, 21st June, 2017

REGISTERED OFFICE:  
7th Floor, Ceejay House,  
Dr. Annie Besant 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 22nd September, 2017 to 29th September, 2017(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 compliance with the provisions of Section 124 and Section 125 of the Companies Act, 2013 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, 2010 or any subsequent financial year(s) are requested to make their claims to the Company for issue of duplicate dividend warrants.
- g) Further, pursuant to the provisions of Section 124 of the Companies Act, 2013, read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended (“Rules”), the Company is required to transfer all equity shares in respect of which the dividend has not been paid or claimed for 7 consecutive years or more to Investor Education and Protection Fund (IEPF), established by the Central Government.

In accordance with the aforesaid IEPF Rules, the Company has sent notice to all the shareholders, whose shares are due to be transferred to the IEPF Authority and has also published newspaper advertisement. A list of such shareholders whose shares are liable for transfer to the IEPF Account is also displayed on the Company's website: www.inoxairproducts.com. The shareholders whose shares/dividend is/will be transferred to the IEPF Authority can claim the same from the IEPF Authority by following the procedure as detailed on the website of IEPF Authority: <http://iepf.gov.in> and no claim shall lie against the Company in respect of such dividend/shares.



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

**ITEM NO. 4**

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 31st March, 2018 at remuneration of Rs. 4,50,000/- (Rupees Four Lakhs Fifty Thousand Only) plus taxes 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 considered by the members of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 4 of the Notice for the remuneration payable to the Cost Auditors for the financial year ending 31st March, 2018.

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. 4 of the Notice.

The Board recommends the Resolution for approval of the Members.

On behalf of the Board of Directors

Mumbai, 21st June, 2017

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**P.K.JAIN**  
Managing Director

**ROUTE MAP TO THE VENUE OF THE ANNUAL GENERAL MEETING**

