

# Notice

NOTICE is hereby given that the 56<sup>th</sup> Annual General Meeting of the Members of INOX AIR PRODUCTS PRIVATE LIMITED will be held on Monday, 30<sup>th</sup> September, 2019 at 7<sup>th</sup> Floor, Ceejay House, Dr. Annie Besant Road, Worli, Mumbai 400 018 at 11.00 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 31<sup>st</sup> March, 2019 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 31<sup>st</sup> March, 2019 and the report of the Auditors thereon.
2. To consider payment of dividend for the year ended 31<sup>st</sup> March, 2019.

## SPECIAL BUSINESS:

3. To approve remuneration of the Cost Auditors for the financial year ending 31<sup>st</sup> March, 2020.  
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 ₹5,00,000/- (Rupees Five Lakhs 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, 2020."

"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, 30<sup>th</sup> July, 2019

REGISTERED OFFICE:  
7<sup>th</sup> 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. The holder of proxy shall prove his/her identity at the time of attending meetings.
- 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 23<sup>rd</sup> September, 2019 to 30<sup>th</sup> September, 2019 (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) The requirement to place the matter relating to appointment of auditors for ratification by members at every general meeting is done away vide notification dated 7<sup>th</sup> May, 2018 issued by Ministry of Corporate Affairs, New Delhi. Therefore no resolution is proposed for ratification of appointment of auditors, who were appointed in Annual General Meeting held on 29<sup>th</sup> September, 2017.
- g) In compliance with the provisions of Section 124 and Section 125 of the Companies Act, 2013, the Company has transferred the unpaid or unclaimed dividends declared up to financial years 2010-11, from time to time, to the Investor Education and Protection Fund (IEPF) established by the Central Government. The Company has uploaded the details of unpaid and unclaimed dividends lying with the Company as on 29<sup>th</sup> September, 2018 (date of the previous Annual General Meeting) on the website of the Company and the same can be accessed through the link: [http://www.inoxairproducts.com/Investor Relations/Unclaimed Dividend](http://www.inoxairproducts.com/Investor%20Relations/Unclaimed%20Dividend). The said details have also been uploaded on the website of the IEPF Authority and the same can be accessed through the link: [www.iepf.gov.in](http://www.iepf.gov.in).
- Members who have not encashed their dividend warrants for the financial year ended 31<sup>st</sup> March, 2012 or any subsequent financial year(s) are requested to make their claims to the Company for issue of duplicate dividend warrants.
- h) In compliance with various requirements set out in the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended, the Company has, transferred to the IEPF Authority all shares in respect of which dividend had remained unpaid or unclaimed for seven consecutive years or more as on the due date of transfer, i.e. October 31, 2018. Details of shares transferred to the IEPF Authority are available on the website of the Company and the same can be accessed through the link: [http://www.inoxairproducts.com/Investor Relations/Transfer of Shares to IEPF](http://www.inoxairproducts.com/Investor%20Relations/Transfer%20of%20Shares%20to%20IEPF). The said details have also been uploaded on the website of the IEPF Authority and the same can be accessed through the link: [www.iepf.gov.in](http://www.iepf.gov.in). (b) Members may note that shares as well as unclaimed dividends transferred to IEPF Authority can be claimed back from them. Concerned members/investors are advised to visit the weblink: <http://iepf.gov.in/IEPFA/refund.html> and no claim shall lie against the Company in respect of such dividends/shares.
- i) As per notification dated 10<sup>th</sup> September, 2018 from Ministry of Corporate Affairs under clause 3; "Every holder of securities of an unlisted public company,-
- a) Who intends to transfer such securities on or after 2<sup>nd</sup> October, 2018, shall get such securities dematerialized before the transfer; or
- b) Who subscribes to any securities of an unlisted public company (whether by way of private placement or bonus shares or rights offer) on or after 2<sup>nd</sup> October, 2018 shall ensure that all his existing securities are held in dematerialized form before such subscription."

# Notice

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

### ITEM NO. 3

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 31<sup>st</sup> March, 2020 at remuneration of ₹ 5,00,000/-(Rupees Five Lakhs 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. 3 of the Notice for the remuneration payable to the Cost Auditors for the financial year ending 31<sup>st</sup> March, 2020.

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. 3 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, 30<sup>th</sup> July, 2019

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

