

NOTICE

NOTICE is hereby given that the 57th Annual General Meeting of the members of INOX Air Products Private Limited will be held on 30th September, 2020 at 11 am at the registered office of the company situated at 7th Floor, Ceejay House, Dr. Annie Besant Road, Worli, Mumbai - 400 018 to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt:
 - a) the Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2020 alongwith the reports of the Board of Directors and Auditors thereon.
 - b) the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2020 alongwith the report of the Auditors thereon.
2. To declare final dividend on equity shares for the financial year ended 31st March, 2020.

SPECIAL BUSINESS:

3. To approve remuneration of the Cost Auditors for the financial year ending 31st March, 2021.
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 (3) and all other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and Rule 6(2) of the Companies (Cost records and Audit Rules) 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Company hereby ratifies remuneration of Rs. 5,50,000/- (Rupees Five 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) who were 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, 2021.
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
DIN: 00030098
Mumbai, 30th June, 2020

Registered Office:

7th Floor, Ceejay House,
Dr. Annie Besant Road,
Worli, Mumbai - 400 018
CIN: U24999MH1963PTC012625
E-mail: vishalshah.madhukant@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/HERSELF AND A 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) Pursuant to section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not exceeding fifty members and holding in 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) The Explanatory 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 record date for the purpose of declaration of dividend shall be 23rd September 2020.

- 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) Corporate Members intending to send their authorised representative(s) to attend the AGM, pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company, a certified copy of the relevant Board Resolution together with the specimen signatures of those representative(s) authorised under the said resolution to attend and vote on their behalf at the meeting.
- 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 2011-12, 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 29th September, 2019 (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/InvestorRelations/UnclaimedDividend>. 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.
- Members who have not encashed their dividend warrants for the financial year ended 31st March, 2013 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. 31st October, 2019. 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/InvestorRelations/TransferofShares> to IEPF. 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. (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) A Route Map showing directions to the venue of the 57th AGM and nearby prominent landmark is given at the end of this 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 31st March, 2021 at remuneration of Rs. 5,50,000/- (Rupees Five 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 Rule 14 of 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. 3 of the Notice for the remuneration payable to the Cost Auditors for the financial year ending 31st March, 2021.

None of the Promoters, 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

DIN: 00030098

Mumbai, 30th June, 2020.

Registered Office:

7th Floor, Ceejay House,
Dr. Annie Besant Road,
Worli, Mumbai - 400 018
CIN: U24999MH1963PTC012625
E-mail: vishalshah.madhukant@inoxap.com
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INOX AIR PRODUCTS PRIVATE LIMITED

(CIN: U24999MH1963PTC012625)

Registered Office: Ceejay House, 7th Floor, Dr. Annie Besant Road, Worli, Mumbai 400 018

PLEASE FILL IN ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL

Folio No.		DP Id*	
No. of Shares		Client Id *	

Name and address of the Shareholder _____

I hereby record my presence at the Fifty Seventh Annual General Meeting of the Company on 30th September, 2020 at 11 a.m. at 7th Floor, Ceejay House, Dr. Annie Besant Road, Worli, Mumbai 400 018.

Signature of the Shareholder or Proxy

*Applicable for members holding shares in electronic form.

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**FORM MGT-11
PROXY FORM**

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

**INOX AIR PRODUCTS PRIVATE LIMITED
(CIN: U24999MH1963PTC012625)**

Registered Office: Ceejay House, 7th Floor, Dr. Annie Besant Road, Worli, Mumbai 400 018.
Website: www.inoxairproducts.com

57th Annual General Meeting, Wednesday, 30th September, 2020 at 11.00 a.m.

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

Name: _____ E-mail ID: _____

Address: _____

Signature: _____ Or failing him/ her

Name: _____ E-mail ID: _____

Address: _____

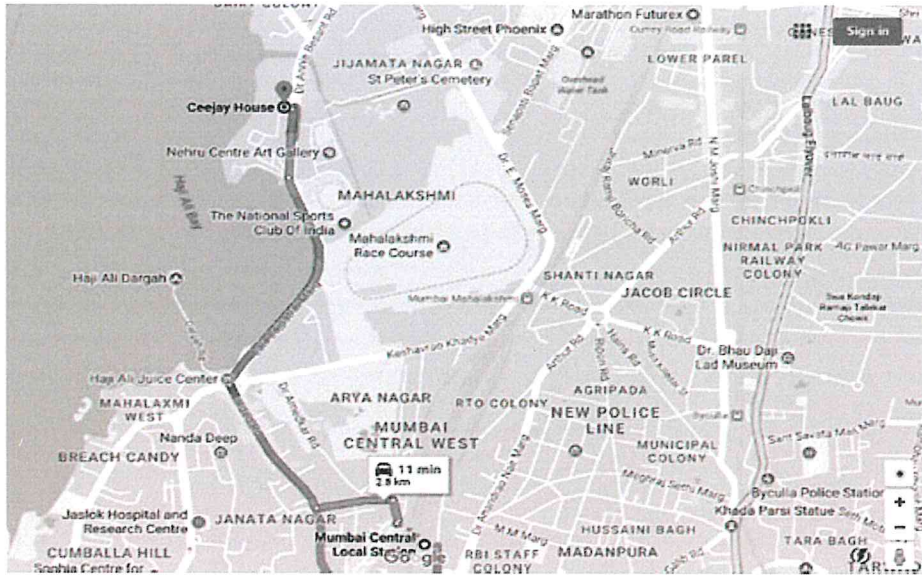
Signature: _____ Or failing him/ her

Name: _____ E-mail ID: _____

Address: _____

Signature: _____

ROUTE MAP



as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the 57th Annual General Meeting of the Company, to be held on Wednesday, 30th September, 2020 at 11.00 a.m. at 7th Floor, Ceejay House, Dr. Annie Besant Road, Worli, Mumbai- 400 018 and at any adjournment thereof in respect of such resolutions as are indicated below.

Resolution Number	Resolution	Vote (Optional see Note 2) (Please mention no. of shares)		
		For	Against	Abstain
Ordinary business				
1.	Adoption of the Audited Standalone and Consolidated Financial Statements of the Company for the year ended 31 st March, 2020			
2.	Payment of Dividend			
Special Business				
3.	Approval of the remuneration to be paid to the Cost Auditor			

Signed this _____ day of _____ 2020.

Signature of Shareholder

Signature of Proxy Holder(s)

Affix
Re 1/-
Revenue
Stamp

Notes:

1. 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.
2. It is optional, to indicate your preference. If you leave the ' For' , 'Against' or 'Abstain' column blank against any or all of the resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate.