

# NOTICE

**NOTICE** is hereby given that the 61<sup>st</sup> Annual General Meeting of the members of **INOX Air Products Private Limited** will be held on Wednesday, 25<sup>th</sup> September, 2024 at 11 AM at the Registered Office of the Company situated at A/2, TTC Industrial Area, Off Thane Belapur Road, MIDC, Pawane, Navi Mumbai, Thane - 400 710 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 31<sup>st</sup> March, 2024 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 31<sup>st</sup> March, 2024 alongwith the report of the Auditors thereon.
2. To declare final dividend on equity shares for the financial year ended 31<sup>st</sup> March, 2024.

## SPECIAL BUSINESS:

3. Approval of Cost Auditor's Remuneration for F.Y. 2024-2025:

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 ₹ 6,50,000/- (Rupees Six 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 are re-appointed by the Board of Directors of the Company, to conduct the audit of the cost records maintained by the Company for the financial year ending 31<sup>st</sup> March, 2025.

**RESOLVED FURTHER THAT** the Board of Directors of the Company or Chief Financial Officer or Company Secretary 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."

**By order of the Board of Directors**

**Siddharth Jain**  
**Managing Director**  
**DIN: 00030202**

**Mumbai, 19<sup>th</sup> June, 2024**

### Registered Office:

A - 2 TTC Industrial Area,  
Off Thane Belapur Road, Pawane, Navi Mumbai,  
Thane - 400710.

CIN: U24999MH1963PTC012625

E-mail: [vishalshah.madhukant@inoxap.com](mailto:vishalshah.madhukant@inoxap.com)

Website: [www.inoxairproducts.com](http://www.inoxairproducts.com)

## NOTES:

- a) **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE "MEETING") ("AGM") 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.**
- b) 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.
- c) 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.

- d) 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.
- e) The record date for determining entitlement of Members to final dividend for the financial year ended 31<sup>st</sup> March, 2024, if approved at the AGM shall be 17<sup>th</sup> September, 2024.
- 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) The Register of Directors and Key Managerial Personnel and their shareholding, maintained under section 170 of the Companies Act, 2013 and Register of Contract or Arrangement in which Directors are interested, maintained under section 189 of the Companies Act, 2013 will be available for inspection by the members at the Annual General Meeting.
- h) 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 2015-16, 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 28<sup>th</sup> September, 2023 (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>. 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, 2017 or any subsequent financial year(s) are requested to make their claims to the Company for issue of duplicate dividend warrants.

- i) 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. 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>. 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 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.
- j) The Company recommends to the shareholders to encash/claim their respective dividend/underlying shares within the period given below:

Sr. No.	Financial Year	Proposed date of transfer to IEPF	Unclaimed Dividend amount (in ₹)	No. of underlying shares
1.	2016-2017	27 <sup>th</sup> November, 2024	11,690/-	2,338
2.	2017-2018	2 <sup>nd</sup> December, 2025	12,870/-	2,574
3.	2018-2019	4 <sup>th</sup> December, 2026	16,225/-	3,245
4.	2019-2020	3 <sup>rd</sup> December, 2027	17,725/-	3,545
5.	2020-2021	2 <sup>nd</sup> December, 2028	23,246/-	5,699
6.	2021-2022	21 <sup>st</sup> May, 2029	18,535/-	3,051
7.	2022-2023	4 <sup>th</sup> November, 2030	28,282/-	3,506

- k) Members are requested to update their bank mandate / NECS / Direct credit details / name / address / power of attorney and update their Core Banking Solutions enabled account number:
  - For shares held in physical form: with the Company / Registrar and Share Transfer Agent of the Company.
  - For shares held in dematerialised form: with the Depository Participants with whom they maintain their demat accounts.

- l) In terms of Section 72 of the Act, nomination facility is available to individual Members holding shares in the physical mode. The Members who are desirous of availing this facility, may kindly write to Company's RTA for nomination form by quoting their folio number.
- m) In terms of the requirements of the Secretarial Standards 2 on "General Meetings" issued by the Institute of the Company Secretaries of India and approved & notified by the Central Government, a Route Map showing directions to the venue of the 61<sup>st</sup> 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 based, on the recommendation of the Audit Committee, has approved the re-appointment of 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, 2025 at remuneration of ₹ 6,50,000/- (Rupees Six 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 as recommended by the Audit Committee and approved by the Board of Directors, is required 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 ratification of remuneration payable to the Cost Auditors for the financial year ending 31<sup>st</sup> March, 2025.

None of the Promoters, Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of the Notice.

**By order of the Board of Directors**

**Siddharth Jain**  
**Managing Director**  
**DIN: 00030202**

**Mumbai, 19<sup>th</sup> June, 2024**

**Registered Office:**

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