

NOTICE OF EXTRA-ORDINARY GENERAL MEETING

NOTICE is hereby given that an Extra-Ordinary General Meeting ('EGM') of the members of **INOX Air Products Limited** (formerly *INOX Air Products Private Limited*) will be held at a shorter notice, subject to receipt on requisite consents on Monday, 28th September, 2026 at 1:00 P.M. IST at the office of the Company at 7th Floor, Ceejay House, Dr. Annie Besant Road, Worli, Mumbai 400 018 to transact the following businesses:

SPECIAL BUSINESS:**Resolution No. 1:****TO CONSIDER AND APPROVE REVISED ARTICLES OF ASSOCIATION:**

To consider and if thought fit, to pass, with or without modification(s) the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 5, 14 and 15 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 read with rules, circulars and notifications thereunder (including any statutory modifications or re-enactment thereof, for the time being in force) ("**Companies Act**"), the applicable provisions of the Securities Contracts (Regulation) Act, 1956, as amended, the Securities Contracts (Regulation) Rules, 1957, as amended and in order to align the articles of association of the Company ("**Articles of Association**") with the requirements of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, and the listing requirements of the stock exchange(s) where the securities of the Company are proposed to be listed and in accordance with the enabling provisions of the memorandum of association of the Company ("**Memorandum of Association**") and Articles of Association and subject to the applicable provisions of any other applicable law, and pursuant to the waiver cum amendment agreement to the Joint Venture Contract to be executed by and amongst our company, Prodair Corporation, INOX Chemicals LLP, Siddho Mal Trading LLP, Siddhomal Air Products Private Limited and Sitashri Trading & Finance Private Limited ("**Waiver Cum Amendment Agreement**"), the set of existing Articles of Association of the Company, as placed before the shareholders of the Company be and is hereby substituted with a restated set of Articles of Association placed before the shareholders

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An affiliate of Air Products & Chemicals, Inc., USA
CIN: U24999MH1963PLC012625 | inoxairproducts.com

Registered Office

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Belapur Road, MIDC Pawane,
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Corporate Office

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of the Company and the same be approved and be adopted as new Articles of Association of the Company, in total exclusion and substitution of the existing Articles of Association of the Company.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, the Board, Mr. Siddharth Jain, Managing Director and/or Mr. Pavan Kumar Jain, Chairman and Non-executive Director and /or Mr. Sandeep Ganesh Divekar, Chief Financial Officer and/or Mr. Vishal Madhukant Shah, Company Secretary & Compliance Officer, be and are hereby severally authorised authorized to take all the steps for giving effect to the aforesaid resolution, including but not limited to making of necessary applications and / or filing necessary forms with the Registrar of Companies, Central Processing Centre or to any other statutory authority necessary for obtaining such approvals in relation to the above and to execute all such documents, instruments and writings as may be required in this connection and do all such acts, deeds, matters and things as may be required to be done to give effect to the above resolution and to settle any question or difficulty that may arise with regard to the aforesaid purpose and which it may deem fit in the interest of the Company.”

“RESOLVED FURTHER THAT any of the Directors and/or the Company Secretary of the Company is authorised to certify the true copy of the aforesaid resolutions and the same may be forwarded to any concerned authorities for necessary action.”

Resolution No. 2:

TO CONSIDER AND APPROVE THE “INOX AIR PRODUCTS LIMITED – EMPLOYEE STOCK OPTION PLAN 2026” (“ESOP 2026” / “PLAN”):

To consider and if thought fit, to pass with or without modification(s) the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (**“SBEB Regulations”**) read with circulars issued thereunder to the extent applicable, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, the provisions of relevant regulations/guidelines, if any, prescribed by the Securities and Exchange Board of India, the provisions of any other applicable law and regulations (including any amendment thereto or modification(s) or re-enactment(s) thereof from time to time), the relevant provisions of Memorandum of Association

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and Articles of Association of **INOX Air Products Limited** (“**the Company**”) and subject to such other approvals, permissions and sanctions as may be necessary, subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, the approval of the shareholders of the Company be and is hereby accorded to the introduction and implementation of ‘**INOX Air Products Limited - Employee Stock Option Plan 2026**’ (“**ESOP 2026**”/ “**Plan**”), authorizing the Board of Directors of the Company (*hereinafter referred to as the “**Board**” which term shall be deemed to include any committee, including the Nomination and Remuneration Committee (“**Committee**”) which the Board has constituted*) to create, offer, and grant up to, not exceeding **10,00,000 (Ten Lakh only)** employee stock options (“**Options**”), in one or more tranches, from time to time, to or for the benefit of such person(s) who are in permanent employment of the Company, in or outside India, including any director, whether whole time or not (other than promoters and persons belonging to the promoter group, independent directors and directors who either himself or through his relative or through any body corporate holding directly or indirectly more than 10% (ten percent) of the outstanding equity shares of the Company), subject to their eligibility as may be determined under the Plan, exercisable into not more than **10,00,000 (Ten Lakh only)** fully paid-up equity shares, to be allotted to the option grantees by the Company, where one Option upon exercise shall convert into one equity share of the Company subject to payment/ recovery of requisite exercise price and applicable taxes, on such further terms, condition and in such manner as the Board may decide in accordance with the provisions of the applicable law and the provisions of the Plan.”

“**RESOLVED FURTHER THAT** the equity shares of the Company as specified hereinabove shall rank pari passu in all respects with the then existing equity shares of the Company.”

“**RESOLVED FURTHER THAT** in case of any corporate action(s) of the Company, including but not limited to rights issues, bonus issues, merger and sale of division and others, the Nomination and Remuneration Committee be and is hereby authorised to make such fair and reasonable adjustments to the number of Options granted and the exercise price thereof, as it may deem appropriate. The number and price of the Options shall be adjusted in such manner that the total value of the Options in the hands of the Option grantee remains the same, after such corporate action.”

“**RESOLVED FURTHER THAT** in case the equity shares of the Company are either sub-divided or consolidated, then the number of shares to be allotted and the price of acquisition payable by the option grantees under the Plan shall automatically stand reduced or augmented, as the case may be, in the same proportion as the face value per equity share shall bear to the revised face value of the equity shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the said option grantees.”

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“RESOLVED FURTHER THAT the Board be and is hereby authorized to make modifications, changes, variations, alterations or revisions in the Plan or any Options granted thereunder, as it may deem fit, from time to time, in conformity with the provisions of the Section 62(1)(b) of the Companies Act, 2013 read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, relevant provisions of the SBEB Regulations to the extent applicable, the Memorandum of Association and Articles of Association of the Company and any other applicable law.”

“RESOLVED FURTHER THAT the Company shall conform to the accounting policies prescribed from time to time under the applicable law and the relevant provisions of the SBEB Regulations.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised on behalf of the company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, proper or desirable and to settle all questions, difficulties or doubts that may arise in this regard at any stage including at the time of listing of the equity shares.”

“RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any powers conferred herein, to any committee of directors with a power to further delegate to any executives / officers of the company to do all such acts, deeds, matters and things as also to execute such documents, writings etc. as may be necessary in this regard.”

On behalf of the Board of Directors

Sd/-

Vishal Madhukant Shah

Company Secretary & Compliance Officer

Membership No.: F 7438

Mumbai, 25.09.2026

Registered Office:

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NOTES:

- a) **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EXTRA-ORDINARY GENERAL MEETING (THE “MEETING”) (“EGM”) 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 of the Companies Act, 2013, as amended, relating to the Special Business to be transacted at the Meeting is annexed hereto.
- d) 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 during business hours on all working days till the date of the EGM.
- e) Corporate Members intending to send their authorised representative(s) to attend the EGM, 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.
- f) Shareholders holding shares in physical mode are advised to dematerialize their holdings at the earliest by opening a demat account with a Depository Participant (DP) and surrendering physical share certificates for dematerialization. This will enable the Company to effectuate corporate actions efficiently.
- g) 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 and notified by the Central Government, a Route Map showing directions to the venue of the EGM and nearby prominent landmark is given at the end of this Notice.

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

Resolution No. 1:

To consider and approve revised Articles of Association:

It is informed that in order to undertake the proposed initial public offering, the Company is required to revise the articles of association of the Company ("**Articles of Association**") and conform to the requirements prescribed by relevant stock exchanges prior to filing of the draft red herring prospectus with the Securities and Exchange Board of India and the relevant stock exchanges. The Company therefore proposes to adopt amended Articles of Association that shall conform to the requirements and directions provided by the stock exchanges and contain such other articles as required under applicable laws (including the Companies Act, 2013 and the applicable rules thereunder, each as amended and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended).

Further, the shareholders are informed that it is proposed to amend the Articles of Association of the Company in view to reflect the amendments agreed in the Waiver cum Amendment Agreement to the Joint Venture Contract to be executed amongst our Company, Prodair Corporation, INOX Chemicals LLP, Siddho Mal Trading LLP, Siddhomal Air Products Private Limited and Sitashri Trading & Finance Private Limited ("**Waiver Cum Amendment Agreement**"). Accordingly, it is required to amend and adopt the restated Articles of Association with Part A (clean set for a public limited company) and Part B (existing articles along with amendments corresponding to the Waiver cum Amendment Agreement).

The draft of the restated set of Articles of Association is enclosed herewith.

None of the Directors, key managerial personnel and relatives of Directors and/or key managerial personnel (as defined in the Companies Act, 2013) are concerned or interested in the proposed resolution, except to the extent of their shareholding in the Company or in the ordinary course of business.

The Board recommends the resolution as set out in the accompanying notice at item no. 1 for approval of the shareholders of the Company.

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Resolution No. 2:

To consider and approve the “INOX AIR PRODUCTS LIMITED – EMPLOYEE STOCK OPTION PLAN 2026” (“ESOP 2026”)/ “PLAN”):

With INOX Air Products Limited (“**the Company**”) entering a critical phase of growth and actively progressing towards a proposed initial public offering (“**IPO**”), the Company recognizes the strategic importance of establishing a robust long-term incentive framework to attract, motivate, and retain key talent in an increasingly competitive market.

To foster a high-performance culture, strengthen leadership continuity, and enable meaningful wealth creation for employees in alignment with shareholder interests, the Company considers equity-based incentives to be a vital component of its overall talent and reward strategy. Granting employee stock options (“**Options**”) is intended to promote a strong sense of ownership, enhance accountability, and ensure that employees’ contributions are closely aligned with the Company’s long-term growth and value creation objectives, particularly in the context of its transition to a listed entity.

Unlike fixed cash compensation, equity-linked incentives encourage sustained engagement and long-term commitment, thereby supporting organizational stability and performance during the pre-IPO and post-listing phases.

In line with the Company’s evolving strategic objectives and talent retention priorities, it is proposed to implement an equity incentive scheme titled “INOX Air Products Limited – Employee Stock Option Plan 2026” (“**ESOP 2026**” or “**Plan**”). The Plan contemplates the creation of a pool of up to **10,00,000 (Ten Lakh only)** Options which amounts to approximately 0.2% of the current paid up share capital, to be granted to eligible employees of the Company, as may be determined from time to time, with the objective of aligning employee interests with long-term shareholder value creation.

The proposed Plan is in compliance with Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, and the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (“**SBEB Regulations**”).

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Accordingly, the Nomination and Remuneration Committee (“**Committee**”) and the Board of Directors (“**Board**”) of the Company at their respective meetings held on 25th September, 2026, had approved the introduction of the ESOP 2026, subject to your prior approval.

Particulars as required under the applicable law:

a) Brief description of the Plan:

The Plan provides for grant of employee stock options (“**Options**”) to the permanent employees of the Company, as may be permissible under the Companies Act, 2013 and SBEB Regulations.

Upon vesting of Options, the eligible employees earn a right (but not obligation) to exercise the vested Options within the exercise period and obtain equity shares of the Company which shall be allotted by the Company subject to receipt of exercise price and satisfaction of any tax obligation arising thereon.

The Committee shall administer the Plan. All questions of interpretation of the Plan shall be determined by the Committee as per the terms of the Plan and applicable law.

b) Total number of Options to be granted:

A total of **10,00,000 (Ten Lakh only)** Options would be available for being granted to the eligible employees under the Plan. Each Option when exercised would be converted into one fully paid-up equity share of the Company.

Options lapsed or cancelled due to any reason including the reason of lapse of exercise period or due to separation of the employees or otherwise, would be available for being re-granted. The Committee is authorized to re-grant such lapsed / cancelled Options as per the Plan.

In case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division and others, the number and price of Options shall be adjusted in a manner such that total value of the Options in the hands of the Option grantee remains the same after such corporate actions.

c) Identification of classes of employees entitled to participate in the Plan:

“Employee” means

- (i) a permanent employee of the Company working in India or out of India; or
- (ii) director of the Company, whether a whole-time director or not but excluding an independent director;

but excludes:

- a) an employee who is a promoter or belongs to the promoter group; or
- b) a director who either by himself or through his relatives or through any body-corporate directly or indirectly, holds more than 10% of the outstanding equity shares of the Company.

Provided further that post listing, the term “Employee” shall be defined as below in compliance with SBEB Regulations:

“Employee” shall mean

- (i) an employee as designated by the Company, who is exclusively working in India or outside India; or
- (ii) a director of the Company, whether a whole-time director or not, including a non-executive director who is not a promoter or member of the promoter group, but excluding an independent director; or

but excludes:

- a. an employee who is a promoter or a person belonging to the promoter group; or
- b. a director who, either himself or through his relative or through any body-corporate, directly or indirectly, holds more than 10% of the outstanding equity shares of the Company.

d) Appraisal process for determining the eligibility of the employees for the Plan:

The broad criteria for review and selection may include parameters like designation, tenure with the Company, performance during the previous years, future potential, and contribution or impact towards strategic growth, etc. However, for new joiners, the broad criteria for selection shall be basis prior work experience, applicable skills, designated job role or such other factors as determined by the Committee.

e) Requirements of vesting and period of vesting:

The Options granted shall vest so long as the employee continues to be in the employment or service of the Company, on the date of vesting and must neither be serving his notice of resignation nor termination of employment/ service on such date of vesting nor be subject to any disciplinary proceedings pending against him on such date of vesting. In case of any disciplinary proceedings against any Option grantee, the relevant Vesting shall be kept in abeyance until disposal of the proceedings, and such Vesting shall be determined accordingly. In addition to this, the Committee shall have the power to prescribe

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achievement of performance condition(s)/target(s) being corporate or individual or otherwise with a predefined threshold for vesting as deemed appropriate for each option grantee, subject to satisfaction of which the Options would vest.

The vesting period of Options granted shall vest in not earlier than **1 (one) year** and not more than **4 (four) years** from the date of grant of such Options.

f) The maximum period within which the Options shall be vested:

The Options granted shall vest in not more than **4 (four) years** from the date of grant of such Options.

g) The exercise price or pricing formula:

Prior to listing, the exercise price per Option shall be determined by the Committee and shall not be less than the face value of the shares of the Company and shall not exceed the fair market value of the shares as on grant date.

Post listing, the exercise price per Option as determined by the Committee, shall not be less than the face value of the shares of the Company and shall not exceed the market price of the shares as on grant date.

h) The exercise period and the process of exercise:

The exercise period in respect of a vested Option shall be subject to a maximum period of **4 (four) years** commencing from the date of completion of vesting period.

The Options shall be deemed to be exercised when an option grantee makes an application in writing to the Company or by any other means as decided by the Committee including through any online portal / platform, for obtaining shares against the Options vested in him, subject to payment of exercise price, applicable taxes and compliance of other requisite conditions of exercise and upon subsequent allotment of shares pursuant to such application.

The Options not exercised within the prescribed exercise period shall lapse and the option grantee shall have no right over such lapsed or cancelled Options, which shall immediately get added back to the Option pool.

i) Lock-in period:

The shares arising out of exercise of vested Options shall not be subject to any lock-in from the date of allotment of such shares under the ESOP 2026.

Provided that the shares allotted on such exercise cannot be sold, transferred or alienated for such further period or intermittently as required under the terms of Code of Conduct for Prevention of

Insider Trading of the Company framed under Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations 2015.

j) Maximum number of Options to be issued per employee and in aggregate:

The maximum number of Options under the Plan that may be granted to any employee in any year and in aggregate shall not exceed 1% (one percent) of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of grant of Options.

Prior approval of shareholders of the Company in the general meeting by passing special resolution shall be obtained in case the grant of Options to any identified employee, in any year, is equal to or exceeding 1% (one percent) of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of grant of Options.

k) Maximum quantum of benefits to be provided per employee:

Apart from grant of Options as stated above, no monetary benefits are contemplated under the Plan.

l) Whether the Plan is to be implemented and administered directly by the Company or through a trust:

The Plan shall be implemented and administered directly by the Company.

m) Whether the Plan involves new issue of shares by the company or secondary acquisition by the trust or both:

The Plan contemplates new issue of shares by the Company.

n) The amount of loan to be provided for implementation of the Plan(s) by the company to the trust, its tenure, utilization, repayment terms, etc.:

This is currently not contemplated under the Plan.

o) Maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the trust for the purposes of the Plan(s):

This is not relevant under the Plan as the Plan contemplates to use fresh shares to be issued by the Company.

p) Method of option valuation:

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To calculate the employee compensation cost, the Company shall follow the rules/regulations applicable to accounting of Options with reference to fair value as on date of grant.

The rules/regulations to be followed shall include but not limited to the IND AS/ Guidance note on accounting for employee share-based payments and/ or any relevant accounting standards as may be prescribed by the Institute of Chartered Accountants of India or any other appropriate authority, from time to time, including the disclosure requirements prescribed therein.

q) The conditions under which Options vested in employees may lapse:

The vested Options shall stand cancelled with effect from the date of such termination and shall be deemed to have been lapsed in case of termination of employment due to misconduct or due to breach of Company policies or the terms of employment. Further, irrespective of employment status, in case vested Options are not exercised within the prescribed exercise period, then such vested Options shall lapse.

r) The specified time period within which the employee shall exercise the vested Options in the event of a proposed termination of employment or resignation or retirement of employee:

In case of resignation / termination without misconduct, all vested Options can be exercised by the employee within 3 (three) months from the date of notice of resignation / termination or before the end of the exercise period, whichever is earlier.

In case of retirement of an employee, all vested Options as on the date of retirement can be exercised by the Option grantee within 12 (twelve) months from the date of retirement or before the end of the exercise period, whichever is earlier.

s) Terms & conditions for buyback, if any, of specified securities/ Options covered granted under the Plan:

Subject to the provisions of the prevailing applicable law, the Committee shall determine the procedure for buy-back of Options granted under the Plan if to be undertaken at any time by the Company, and the applicable terms and conditions thereof.

t) Disclosure and Accounting Policies:

The Company shall comply with the disclosure and the accounting policies prescribed as per prevailing accounting guidelines and upon listing of securities of the Company, the Company shall comply with the accounting policies and disclosure requirements as prescribed under Regulation 15 of the SBEB Regulations.

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u) Declaration:

In case, the Company opts for expensing of share-based employee benefits using the intrinsic value, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value of the Options and the impact of this difference on profits and on Earning Per Share (EPS) of the Company shall also be disclosed in the Directors' Report. Currently, this is not applicable to the Company.

The copies of the related documents will be open for inspection by the members of the Company at the registered office of the Company on all working days, during business hours, up to the date of the general meeting.

None of the directors and key managerial personnel of the Company or their relatives is in any way, financially or otherwise, concerned or interested in the resolutions, except to the extent of their shareholding in the Company or the Options that may be granted under ESOP 2026.

Pursuant to Section 62(1)(b) of the Companies Act, 2013 read with Rules thereunder and Regulation 6 of the SBEB Regulations, your Board recommends the special resolution set forth as Item No. 2 of the notice for your approval.

On behalf of the Board of Directors

Sd/-

Vishal Madhukant Shah

Company Secretary & Compliance Officer

Membership No.: F 7438

Mumbai, 25.09.2026

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Belapur Road, MIDC Pawane,
Navi Mumbai 400 710, India.

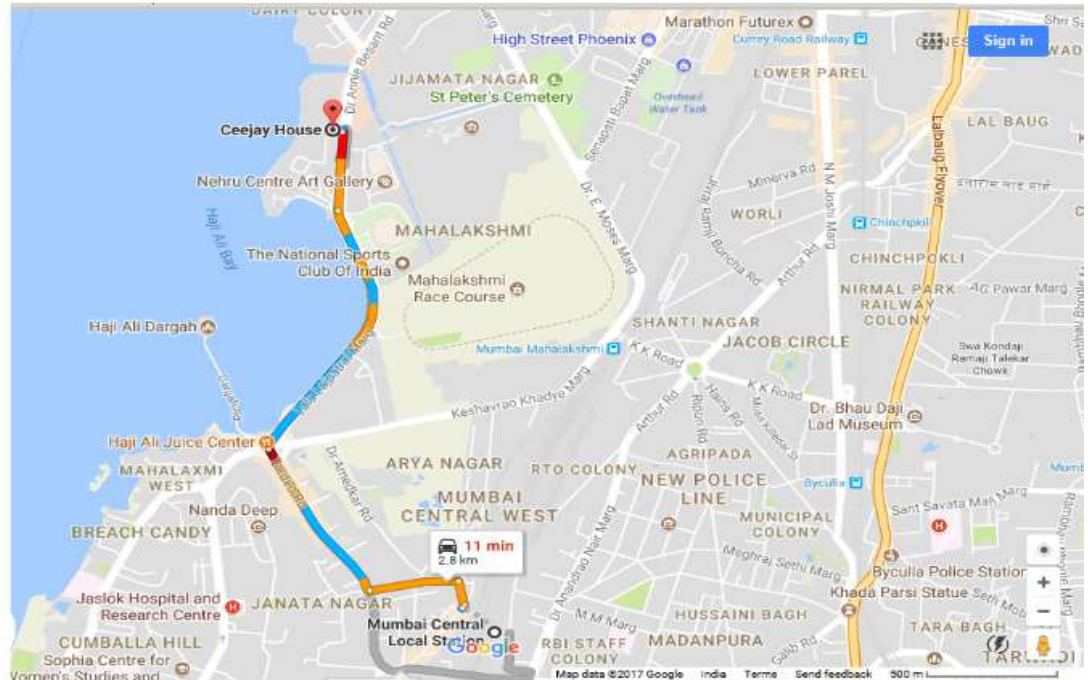
Corporate Office

Ceejay House, 7th Floor,
Dr. Annie Besant Road, Worli,
Mumbai - 400 018, India.

Tel: +91 22 4032 3960
Fax: +91 22 4032 3191
Email: info@inoxap.com

ROUTE MAP

ROUTE MAP TO THE VENUE OF THE ANNUAL GENERAL MEETING.



INOX Air Products Limited

(formerly known as INOX Air Products Private Limited)
An affiliate of Air Products & Chemicals, Inc., USA
CIN: U24999MH1963PLC012625 | inoxairproducts.com

Registered Office

A/2, TTC Indl. Area, Off. Thane
Belapur Road, MIDC Pawane,
Navi Mumbai 400 710, India.

Corporate Office

Ceejay House, 7th Floor,
Dr. Annie Besant Road, Worli,
Mumbai - 400 018, India.

Tel: +91 22 4032 3960
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Email: info@inoxap.com

ATTENDANCE SLIP

INOX AIR PRODUCTS LIMITED

(CIN: U24999MH1963PLC012625)

Registered Office: A – 2, TTC Industrial Area, Off. Thane Belapur Road, Pawane, Navi
Mumbai – 400710

Website: www.inoxairproducts.com

Phone No.: 022- 50510000 E-mail Id: secretarial@inoxap.com

DP Id*	
Client Id *	

Folio No.	
No. of Shares	

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

Name and address of the Shareholder _____

I hereby record my presence at the 02/2026-27 Extra-Ordinary General Meeting of the Company held on Monday, 28th September, 2026 at 11 p.m. at the office of the Company at 7th Floor, Ceejay House, Dr. Annie Besant Road, Worli, Mumbai 400 018.

Full name of the Proxy, if attending the Meeting:

Signature of the Shareholder or

Proxy

*Applicable for members holding shares in electronic form.

Note: Persons attending the Meeting are requested to bring this Attendance Slip with them

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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 LIMITED**(CIN: U24999MH1963PLC012625)**

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

Website: www.inoxairproducts.com

Phone No.: 022- 50510000 E-mail Id: secretarial@inoxap.com

02/ 2026-27 Extra-Ordinary General Meeting, Monday, 28th September, 2026 at 1 p.m.

Name of the Member(s) :

Registered Address :

E-mail ID :

Folio No./ Client ID :

--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--

DP ID :

--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--

I/ We, being the Member(s) holding _____ shares of the above named Company, hereby appoint

Name: _____ E-mail ID: _____

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Tel: +91 22 4032 3960
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Email: info@inoxap.com

Address: _____

Signature: _____

Or failing him/ her

Name: _____

E-mail

ID: _____

Address: _____

Signature: _____

Or failing him/ her

Name:

E-mail

ID: _____

Address: _____

_____ Signature: _____

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the 02/2026-27 Extra-Ordinary General Meeting of the Company, to be held on at shorter notice on Monday, 28th September, 2026 at 1 p.m. at the office of the Company 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.

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Email: info@inoxap.com

Resol ution No.	Resolutions	Vote (Optional see Note 2) (Please mention no. of shares)		
		For	Agains t	Abstain
Special Business				
1.	To consider and approve revised Articles of Association			
2.	To consider and approve the “INOX AIR PRODUCTS LIMITED – Employee Stock Option Plan 2026” (“ESOP 2026” / “Plan”)			

Signed this _____ day of _____ 2026.

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 resolution, your proxy will be entitled to vote in the manner as he/she may deem appropriate.

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