MATERIALITY POLICY

This materiality policy ("**Policy**") has been formulated to define certain materiality thresholds in respect of the proposed initial public offering of the equity shares of INOX Air Products Limited ("**Company**"), pursuant to the disclosure requirements under Schedule VI of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (as amended from time to time) ("**SEBI ICDR Regulations**"), in respect of the following:

A. Identification of material companies to be disclosed as group companies of the Company in the Offer Documents (*as defined below*);
B. Identification and disclosure of 'material' outstanding litigation involving the Relevant Parties *(defined below),* key managerial personnel, senior management and group companies; and
C. Identification of 'material' creditors of the Company.

APPLICABILITY

The board of directors of the Company ("**Board**") at their meeting held on September 28, 2026, discussed and approved the Policy. This Policy shall be effective from the date of its approval by the Board.

For the purpose of this Policy, (i) "**Offer Documents**" shall mean the draft red herring prospectus, the updated draft red herring prospectus, the red herring prospectus, and the prospectus (each along with any addenda or corrigenda, thereto) to be filed and/or submitted by the Company in connection with the proposed initial public offering of its equity shares with the Securities and Exchange Board of India ("**SEBI**"), the Registrar of Companies, Mumbai-II at Navi Mumbai, the stock exchanges where the equity shares of the Company are proposed to be listed and any other government / regulatory authorities, as applicable; and (ii) "**Restated Consolidated Financial Information**" shall mean the restated consolidated financial information of the Company and its joint venture as disclosed in the Offer Documents.

All other capitalised terms not specifically defined in this Policy shall have the same meanings ascribed to such terms in the Offer Documents.

A. Identification of material companies to be disclosed as group companies

Requirement:

As per the requirements specified under Regulation 2(1)(t) of the SEBI ICDR Regulations, group companies include (i) such companies (other than the promoters and subsidiaries) with which there were related party transactions, during the period for which financial information is disclosed in the Offer Document(s), as covered under the applicable accounting standards; and (ii) other companies as considered 'material' by the board of directors of such issuer company.

With respect to point (ii), companies (other than the promoters and companies covered under (i) above) which are identified based on the policy of materiality specified below, shall be disclosed in the Offer Documents.

Policy on materiality:

In addition to the companies covered in (i) above and other than the promoters, for the purpose of disclosure in the Offer Documents, the following shall be considered material and shall be disclosed as a 'group company' (a) if such company is a member of the 'promoter group' of the Company in terms of Regulation 2(1)(pp) of the SEBI ICDR Regulations; and (b) with which there were one or more related party transactions in the latest completed financial year and the most recent stub period, as applicable, if any, covered in the Restated Consolidated Financial Information of the Company included in the Offer Documents, which individually or in the aggregate, exceed 10% of the total restated consolidated revenue from operations of the Company for the latest completed financial year as covered in the Restated Consolidated Financial Information.

Information about group companies identified, based on the above approach, shall be disclosed in the Offer Documents and on the relevant group company's / Company's website, as applicable, in accordance with SEBI ICDR Regulations.

B. Identification of 'material' outstanding litigation, involving the Relevant Parties, key managerial personnel, senior management and group companies

Requirement:

As per the requirements of the SEBI ICDR Regulations, the Company must disclose the following outstanding litigation involving the Company, its directors and promoters (collectively "**Relevant Parties**") in the Offer Documents:

(i) all criminal proceedings (including any notices received for such criminal proceedings and matters at FIR or complaint stage even if no/some cognizance has been taken by any court or any other judicial authority);
(ii) all actions by regulatory authorities and statutory authorities ;
(iii) disciplinary action including penalty imposed by SEBI or stock exchanges against the promoters in the last five financial years preceding the relevant Offer Document including outstanding actions;
(iv) claims related to direct and indirect taxes, in a consolidated manner, giving the number of cases and total amount involved in such cases. In the event any tax matter involves an amount exceeding the threshold mentioned in point (a) and (d) below, it shall be considered as a material tax matter and individual disclosures of such tax matters will be included; and
(v) other pending litigations (including civil and arbitration proceedings), which are determined to be material as per policy of materiality (provided below) defined by the Board and disclosed in the Offer Documents.

Additionally, in accordance with the SEBI ICDR Regulations, the Company shall also disclose the following outstanding legal proceedings in the Offer Documents: (i) all criminal proceedings (including any notices received for such criminal proceedings and matters at FIR or complaint stage where no / some cognizance has been taken by any court or any other judicial authority) involving the key managerial personnel and senior management of the Company; and (ii) all actions by regulatory and statutory authorities against the key managerial personnel and senior management of the Company.

Further, as per the requirements of SEBI ICDR Regulations, the Company shall also disclose such outstanding litigation involving the group companies which has a material impact on the Company. Any pending litigation involving the group companies, as identified in accordance with provisions of SEBI ICDR Regulations would be considered to have a 'material impact' on the Company for the purpose of disclosure in the Offer Documents, if an adverse outcome from such pending litigation would materially and

adversely affect the business, operations, cash flows, performance, prospects, financial position or reputation of the Company.

For the purposes of the above, pre-litigation notices received by any of the Relevant Parties, key managerial personnel, senior management of the Company and the group companies from third parties (excluding those notices issued by statutory / regulatory / governmental / tax / judicial authorities or notices threatening criminal action or FIRs) shall, in any event, not be considered as litigation and accordingly not be disclosed in the Offer Documents until such time that Relevant Parties, key managerial personnel, senior management and the group companies, as applicable, are impleaded as a party in litigation proceedings before any court, judicial/quasi-judicial or arbitral forum, unless otherwise decided by our Board.

Policy on materiality:

Other than litigations mentioned in points (i) to (iii) above, any other outstanding litigation/arbitration proceeding involving the Relevant Parties (excluding Air Products and Chemicals, Inc., Air Products Manufacturing Corporation and Prodair Corporation) would be considered 'material' for the purpose of disclosure in the Offer Documents, if:

(a) the aggregate monetary amount of claim/dispute/liability, to the extent quantifiable or expected impact in terms of value, involved in any such outstanding litigation/ arbitration proceedings is equivalent to or in excess of (i) 2% of turnover of the Company, for the latest Fiscal included in the Restated Consolidated Financial Information of the Company; (ii) 2% of net worth of the Company, as at the end of the latest Fiscal included in the Restated Consolidated Financial Information of the Company, except in case the arithmetic value of the net worth is negative; or (iii) 5% of average of absolute value of profit or loss after tax for the last three Fiscals, as per the Restated Consolidated Financial Information of the Company, whichever is lower (the "**Materiality Threshold**");

(b) any outstanding litigation/arbitration proceeding, where the monetary impact is not determinable or quantifiable or does not exceed the Materiality Threshold, but an adverse outcome of which would materially and adversely affect the business, prospects, operations, performance, financial position or reputation of the Company, in the opinion of the Board, will be deemed material;

(c) the decision in such proceeding is likely to affect the decision in similar proceedings, such that the cumulative amount involved in such proceedings exceeds the Materiality Threshold, even though the amount involved in an individual proceeding may not exceed the Materiality Threshold;

Additionally, for other than litigations mentioned in points (i) to (iii) above, any other outstanding litigation/arbitration/tax proceeding involving the Air Products and Chemicals, Inc., Air Products Manufacturing Corporation and Prodair Corporation would be considered 'material' for the purpose of disclosure in the Offer Documents, if:

(d) such proceedings as are disclosed by Air Products and Chemicals, Inc. in its filings with the U.S. Securities and Exchange Commission under the U.S. Securities Exchange Act of 1934.

Any findings/observations of any inspections by SEBI or any other regulator involving the Relevant Parties, which are material, and which need to be disclosed, or non-disclosure

of which may have bearing on the investment decision in relation to the Offer shall be disclosed in the Offer Documents.

Any pending litigation involving the group companies, as identified in accordance with provisions of SEBI ICDR Regulations would be considered to have a 'material impact' on the Company for the purpose of disclosure in the Offer Documents, if an adverse outcome from such pending litigation would materially and adversely affect the business, prospects, operations, performance, financial position or reputation of the Company.

C. Identification of material creditors

Requirement:

As per the requirements of the SEBI ICDR Regulations, the Company shall make relevant disclosures in the Offer Documents and on the website of the Company for outstanding dues to creditors as follows:

(i) based on the policy on materiality defined by the Board, details of the creditors which include the consolidated number of creditors and the aggregate amount involved;
(ii) consolidated information on outstanding dues to micro, small and medium enterprises ("**MSME**") and other creditors, separately giving details of number of creditors and amount involved; and
(iii) complete details about outstanding overdues to material creditors along with the name and amount involved for each such material creditor shall be disclosed on the website of the Company with a web link thereto in the Offer Documents.

For outstanding dues to MSME and other creditors, the disclosure will be based on information available with the Company regarding the status of the creditors as MSME as defined under Section 2 read with Section 7 of the Micro, Small and Medium Enterprises Development Act, 2006, as amended, as has been relied upon by the statutory auditors in preparing their audit report.

Policy on materiality:

For identification of a material creditor, in terms of point (i) above, a creditor of the Company shall be considered to be material for the purpose of disclosure in the Offer Documents and the website of the Company, if amounts due to such creditor is equivalent to or in excess of 5% of the consolidated trade payables of the Company as at the end of the most recent financial period covered in the Restated Consolidated Financial Information included in the Offer Documents.

GENERAL

It is clarified that the Policy is solely for the purpose of disclosure requirements prescribed under the SEBI ICDR Regulations with respect to the Offer Documents, and should not be applied towards any other purpose, including for disclosure of material information by listed entities pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.

The Policy shall be without prejudice to any disclosure requirements, which may be prescribed under the Companies Act, 2013 and the rules thereunder or by SEBI and/ or such other regulatory, judicial, quasi-judicial, governmental, administrative or statutory authority with respect to listed companies or companies that propose to list their shares on stock exchanges,

or disclosure requirements as may be prescribed by SEBI through its observations on the Offer Documents, or additional disclosures that may arise on account of any investor or other complaints.

This Policy shall be subject to review/changes as may be deemed necessary and in accordance with regulatory amendments from time to time.