

IIL/SEC/SE/INTM/246

Date: 1st June, 2026

Corporate Relations Department BSE Limited 1 st Floor, New Trading Ring Rotunda Building, P J Towers Dalal Street, Fort Mumbai – 400 001 Scrip Code- 544046	The Manager Listing Department National Stock Exchange of India Ltd Exchange Plaza, C-1, Block G, Bandra – Kurla Complex, Bandra (E), Mumbai – 400 051 Symbol: INOXINDIA
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Subject: Notice of 49th Annual General Meeting (AGM) of the Company.

Dear Sir / Madam,

Pursuant to Regulations 30 and 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), a copy of the Notice of 49th Annual General Meeting of the Company, scheduled to be held on Tuesday, 23rd June, 2026 at 12:00 pm (IST) through Video Conferencing / Other Audio Visual Means (VC/OAVM) is attached herewith.

Further, pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, and Regulation 44 of the Listing Regulations, we wish to inform you that the Company is providing e-Voting facility to the Members of the Company to cast their votes by electronic means on all the resolutions set out in the Notice of AGM through the e-Voting services provided by Central Depository Services (India) Limited (CDSL).

The cut-off date for determining the eligibility of Members to vote by e-Voting for the AGM is Tuesday, 16th June, 2026.

The Notice convening the 49th AGM is being dispatched electronically to those Members whose email IDs are registered with the Company/KFin Technologies Limited (“Registrar and Transfer Agents” of the Company) and/or the Depository Participant(s) and the said Notice is also available on the website of the Company at www.inoxcva.com under ‘Investor Relations’ section.

We hereby request you to take the above information on your record.

Thanking you,
For INOX INDIA LIMITED



Jaymeen Patel
Company Secretary & Compliance Officer

INOXCVA[®]

HISTORICALLY FUTURISTIC

INOX INDIA LIMITED

(CIN: L99999GJ1976PLC018945)

Registered Office: 9th Floor, K P Platina, Racecourse, Vadodara-390007, Gujarat, India.

Telephone: +91 265 6160100 | Website: www.inoxcva.com

Email ID: secretarial.in@inoxcva.com

Notice is hereby given to the Members of **INOX India Limited** that the **FORTY NINTH ANNUAL GENERAL MEETING ("AGM")** of the Company will be held on Tuesday, 23rd June, 2026 at 12:00 P.M (IST) through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following business(es):

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 31st March, 2026, the reports of the Board of Directors and Independent Auditors thereon; and
- b) the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2026 and the report of the Independent Auditors thereon and in this regard, to consider and if thought fit, to pass the following resolutions as Ordinary Resolutions:
 - a) **"RESOLVED THAT** the audited standalone financial statements of the Company for the financial year ended March 31, 2026 and the reports of the Board of Directors and Independent Auditors thereon, as circulated to the members, be and are hereby considered and adopted."
 - b) **"RESOLVED THAT** the audited consolidated financial statement of the Company for the financial year ended March 31, 2026 and the report of Independent Auditors thereon, as circulated to the members, be and are hereby considered and adopted."

2. Declaration of Dividend

To declare dividend on equity shares for the financial year ended 31st March, 2026 and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT dividend of ₹ 2/- (i.e. 100%) per equity share of ₹ 2/- each fully paid-up of the Company, as recommended by the Board of Directors, be and is hereby declared for the financial year ended March 31, 2026 and the same be paid out of the profits of the Company."

3. Reappointment of Mr. Pavan Jain (DIN: 00030098) as a Director of the Company liable to retire by rotation.

To appoint Mr. Pavan Jain (DIN: 00030098), who retires by rotation as a Director and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Pavan Jain (DIN: 00030098), who retires by rotation at this meeting, be and is hereby appointed as a Director of the Company."

SPECIAL BUSINESS

4. Approval of Material Related Party Transaction(s) with INOX Air Products Private Limited.

To consider and if thought fit, to pass, with or without modification(s), the following Resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 188 of the Companies Act, 2013 ('Act') and other applicable provisions, if any, read with the rules framed thereunder (including any statutory amendment(s) or reenactment(s) thereof, for the time being in force, if any) and in terms of Regulation 23(4) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('SEBI Listing Regulations'), as amended from time to time, and pursuant to the Company's Policy on Related Party Transaction(s), the approval of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the 'Board', which term shall be deemed to include any Committee constituted/ empowered/ to be constituted by the Board from time to time to exercise its powers conferred by this resolution) for entering into and / or carrying out and / or continuing with existing contracts / arrangements/ transactions or modification(s) of earlier/ arrangements/ transactions or as fresh and independent transaction(s) or otherwise (whether individually or series of transaction(s) taken together or otherwise) as mentioned in the explanatory statement with INOX Air Products Private Limited ('IAPL'), a related party of INOX India Limited under Regulation 2(1)(zb) of the SEBI Listing Regulations, on such terms and conditions as may be agreed between the Company and IAPL, for an

aggregate value of up to ₹ 200 Crores to be entered during FY 2026-27, notwithstanding the fact that the aggregate value of all these transaction(s), whether undertaken directly by the Company or along with its subsidiary(ies), may exceed the prescribed thresholds as per provisions of the SEBI Listing Regulations as applicable from time to time, provided, that the said contract(s)/ arrangement(s)/ transaction(s) shall be carried out at arm's length and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Board, be and is hereby authorised, to execute all such agreements, documents, instruments and writings as deemed necessary, with power to alter and vary the terms and conditions of such contracts / arrangements / transactions within the overall limits approved by the Members, settle all questions, difficulties or doubts that may arise in this regard and to do and perform all such acts, deeds, matters and things, as may be necessary, including finalising the terms and conditions, methods and modes in respect thereof and finalising and executing necessary documents, including contract(s), scheme(s), agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental/ regulatory authorities, as applicable, in this regard and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board, be and is hereby authorised to delegate all or any of the powers herein conferred, to any Director(s) or Chief Financial Officer or Company Secretary or any other Officer(s)/Authorised

Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s)."

5. Ratification of Remuneration of Cost Auditors

To ratify the remuneration of Cost Auditors and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"**RESOLVED THAT** pursuant to the provisions of Section 148 and all other applicable provisions, if any 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 remuneration upto ₹ 1,19,000/- (Rupees One Lakh Nineteen Thousand only) plus applicable taxes and reimbursement of actual out of pocket expenses, payable to M/s. Diwanji & Company, Cost & Management Accountants (Membership No. M/000339), the Cost Auditors appointed by the Board of Directors of the Company for conducting the audit of the cost records of the Company for the financial year ending March 31, 2027, be and is hereby ratified and confirmed.

RESOLVED FURTHER THAT any Director, and / or Chief Executive Officer, and / or Chief Financial Officer, and/or Company Secretary of the Company be and are hereby jointly and/or severally authorized to take all steps for giving effect to the aforesaid resolution and doing all such acts, deeds, and things as may be required or deemed necessary to implement this resolution."

By Order of the Board of Directors

For INOX India Limited

Jaymeen Patel
Company Secretary

Date: 12th May, 2026
Place: Vadodara

NOTES:

1. The Ministry of Corporate Affairs ('MCA') has vide its General Circular No. 03/2025 dated 22nd September, 2025 read together with General Circular Nos. 09/2024 dated 19th September, 2024, 09/2023 dated 25th September, 2023, 10/2022 dated 28th December, 2022, 02/2022 dated 5th May, 2022, 21/2021 dated 14th December, 2021, 19/2021 dated 8th December, 2021, 02/2021 dated 13th January, 2021, 20/2020 dated 5th May, 2020, 17/2020 dated 13th April, 2020 and 14/2020 dated 8th April, 2020 (collectively referred to as 'MCA Circulars') have permitted the holding of the Annual General Meeting ("AGM") through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (the "Act") (including any statutory modification or re-enactment thereof for the time being in force) read with rules made there under, as amended from time to time, read with MCA Circulars, SEBI Circular No. SEBI/ HO/CFD/ CMD1/CIR/P/2020/79 dated 12th May, 2020, SEBI/HO/CFD/ CMD2/CIR/P/2021/11 dated 15th January, 2021, SEBI/HO/CFD/CMD2/ CIR/P/2022/62 dated 13th May, 2022, SEBI/ HO/CFD/PoD-2/P/CIR/2023/4 dated 5th January, 2023, SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated 7th October, 2023, SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated 3rd October, 2024, and Master Circular No. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated 30th January, 2026 and pursuant to Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), as amended, the 49th AGM of the Company is scheduled to be held on Tuesday, 23rd June, 2026, at 12:00 noon (IST) through VC/ OAVM. The deemed venue for the AGM shall be the registered office of the Company.
2. Pursuant to the provisions of the act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the company. Since this AGM is being held pursuant to the MCA circulars through VC/OAVM, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for this AGM and hence the proxy form and attendance slip are not annexed to this notice.
3. In pursuance of Section 112 and Section 113 of the Act, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM/EGM through VC/OAVM and cast their votes through e-voting.
4. Since the AGM will be held through VC/OAVM, the Route Map is not annexed in this Notice.
5. The Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013 ("the Act"), relating to special businesses set out under Item no. 4 and 5 is enclosed herewith and forms part of this Notice.
6. The details of the Director seeking appointment/ re-appointment at the AGM, pursuant to the provisions of Regulation 36(3) of the SEBI Listing Regulations, 2015, para 1.2.5 of the Secretarial Standards on General Meetings (SS-2) and other applicable provisions are provided in Annexure – A to this Notice.
7. Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the AGM through VC/OAVM facility.
8. Corporate Members intending to appoint their authorized representatives pursuant to Section 113 of the Act, to attend the AGM through VC/OAVM or to vote through remote e-Voting are requested to send a certified copy of the Board Resolution to the Company at secretarial.in@inoxcva.com.
9. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
10. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include big Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc., who are allowed to attend the AGM without restriction on account of first come first served basis.
11. In line with the MCA Circulars and SEBI Circular, the Notice of the AGM along with the Annual Report 2025-26 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/ Depositories. The Notice convening the 49th AGM along with the Annual Report 2025-26 has been uploaded on the website of the Company at www.inoxcva.com under 'Investor Relations' section and same can also be accessed on the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and National Stock Exchange of India Limited at www.nseindia.com. And the Notice is also available on the website of CDSL at www.evotingindia.com. The physical copy of the Annual Report will be sent to the Shareholders based on the specific request received.

As per Regulation 36(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('SEBI Listing Regulations'), as amended, a letter containing the web-link, including the exact path, where complete details of the Annual Report are available, is being sent to all the Shareholders who have not registered their Email IDs with the Company or Depository Participants or KFin Technologies Ltd, Registrar & Transfer Agent (RTA) of the Company.
12. In compliance with provisions of Section 101 of the Companies Act, 2013 read with Rule 18 of the Companies (Management and Administration) Rules, 2014, Notice of the 49th AGM along with Annual Report for Financial Year 2025-26 of your Company has been sent via Electronic Mode (E-mail) to the

Members whose E-mail ID was made available to us by the Depositories. We request the Members to register / update their e-mail address with their Depository Participant, in case they have not already registered / updated the same.

13. The Dividend on Equity shares as recommended by the Board of Directors and if declared at the AGM, will be paid within the statutory time limit of 30 (Thirty) days or as per the prescribed legal requirements, as under:

(a) To all beneficial owners in respect of shares held in dematerialised form as per the data made available by National Securities Depository Limited and Central Depository Services (India) Limited as at the close of business hours on Tuesday, 9th June, 2026.

14. Pursuant to the Finance Act, 2020, dividend income is taxable in the hands of Shareholders w.e.f. April 1, 2020 and Company is required to deduct tax at source on payment of dividend at the prescribed rates. The Shareholders are requested to refer the Finance Act, 2020 and amendments thereof for prescribed rates for various categories of Shareholders. The Company shall send the e-mail in this regard to all the Shareholders whose e-mail id is registered with RTA or Depository Participant.

15. The Members who have not yet encashed the dividend warrant(s) for below mentioned financial years may claim or approach the Company or Company's Registrar and Share Transfer Agent, as the same shall be transferred to the Investor Education and Protection fund ("IEPF") established under Section 125 of the Companies Act, 2013, after the respective dates mentioned against thereof. It may be noted that once the unclaimed dividend is transferred to IEPF as above, no claim shall rest with the Company in respect of such amount.

Type of Dividend	Financial Year	Date on which unpaid dividend become due for transfer to IEPF
Final Dividend	2024-25	18 th July, 2032

The details of the unclaimed dividends are available on the Company's website.

Further pursuant to the provisions of Section 124 of the Companies Act, 2013 and IEPF Rules, all shares on which dividend has not been paid or claimed for seven consecutive years shall be transferred to IEPF Authority as notified by the Ministry of Corporate Affairs. It is in the Members' interest to claim any un-encashed dividends and for future, opt for Electronic Clearing Service, so that dividends paid by the Company are credited to the investor's account on time.

Further, Members whose unclaimed dividends and/or unclaimed amount have been transferred to IEPF may file Form IEPF-5 (available on www.iepf.gov.in) for claiming the unclaimed dividends and/or unclaimed amount transferred to IEPF after following the procedure prescribed therein.

16. **Process for registering e-mail addresses to receive this Notice electronically and cast votes electronically:**

A. For Members holding shares in Physical – please provide necessary details like Folio No., Name of Member, scanned copy of the Share Certificate (front and back), PAN (self-attested scanned copy), AADHAR (self-attested scanned copy) by email to Company at secretarial.in@inoxcva.com / RTA at einward.ris@kfintech.com.

B. For Members holding shares in Demat – please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy), AADHAR (self-attested scanned copy) to Company at secretarial.in@inoxcva.com / RTA at einward.ris@kfintech.com.

17. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 ('the Act'), and the Register of Contracts or Arrangements in which the directors are interested maintained under Section 189 of the Act, will be available for inspection, electronically, by the members of the Company.

18. All documents referred to in the Notice are open for inspection at the Registered Office of the Company between 11:00 a.m. and 1:00 p.m. on any working day except Saturdays and holidays up to the date of the AGM. All documents referred to in the Notice will also be available electronically for inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send a request from their registered Email ID mentioning their name, DP ID and Client ID/Folio No., PAN, Mobile No. to the Company at secretarial.in@inoxcva.com.

19. In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules 2014, as amended and Regulation 44 of the Listing Regulations, as amended and MCA Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a Member using remote e-Voting system as well as e-Voting during the AGM will be provided by CDSL. M/s. Samdani Shah & Kabra, Practising Company Secretaries, Vadodara has been appointed as the Scrutinizer to scrutinize the e-Voting process in a fair and transparent manner.

20. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote during the AGM.

21. Members will be provided with the facility of remote e-voting during the VC / OAVM proceedings at the AGM and Members

participating at the AGM, who have not already cast their vote by remote e-Voting, will be eligible to exercise their right to vote during such proceedings of the AGM through remote e-Voting. Members who have cast their vote by remote e-Voting prior to the AGM will also be eligible to participate at the AGM but shall not be entitled to cast their vote again.

22. A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on Tuesday, 16th June, 2026 (cut-off date) shall be entitled to avail the facility of remote e-Voting before as well as during the AGM.

A person who is not a Member as on the cut-off date should treat this Notice for information purposes only.

Any person who acquires shares of the Company and becomes a Member of the Company after the dispatch of the Notice and holding shares as on the cut-off date should follow the same procedure of e-Voting as mentioned below.

23. Instructions for attending the AGM through VC/OAVM and remote e-Voting (before and during the AGM) are given below:

A. INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins on 19th June, 2026 at 9:00 a.m. and ends on 22nd June, 2026 at 5:00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 16th June, 2026 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

- (iii) Pursuant to **SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iv) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242** dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsi website www.cdslindia.com and click on login icon & New System Myeasi Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 4) For OTP based login you can click on https://eservices.nsd.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Type of shareholders	Login Method
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(v) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “**Shareholders**” module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

For Physical shareholders and other than individual shareholders holding shares in Demat.	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <INOX India Limited> on which you choose to vote.
- (x) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/ POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI, etc.) and Custodians

are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.

- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required mandatorily to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; secretarial.in@inoxcva.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM/EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM.
4. Shareholders are encouraged to join the Meeting through Laptops / iPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at secretarial.in@inoxva.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at secretarial.in@inoxva.com. These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM/EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM/AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders - Please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company/RTA email id.
2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP).
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you

can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, Central Depository Services (India) Limited (CDSL), A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 21 09911.

24. The voting rights of Members shall be in proportion to their shares of the Paid - Up Equity Share Capital of the Company as on the cut-off date of Tuesday, 16th June, 2026. For all others who are not holding shares as on cut-off date and receive the Annual Report of the Company, the same is for the their Information.
25. Mr. S. Samdani (Membership No. FCS: 3677) or in his absence Mr. Suresh Kumar Kabra (Membership No. ACS: 9711), Partners of M/s. Samdani Shah and Kabra, Practicing Company Secretaries, Vadodara is appointed as the Scrutinizer for conducting the e-voting process in a fair and transparent manner.
26. The Scrutinizer will, immediately after the conclusion of voting at the AGM, first count the votes cast at the AGM, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make not later than 2 working days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same. The Chairman or a person authorised by him in writing shall declare the result of the voting forthwith.
27. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company i.e. www.inoxva.com and on the website of CDSL i.e. www.evotingindia.com immediately after the declaration of the result, by the Chairman of the meeting or a person authorized by him in writing. The results shall also be immediately forwarded to the Stock Exchanges viz. BSE Limited and National Stock Exchange of India Limited and displayed on the Notice Board of the Company at the Registered office at 9th Floor, K P Platina, Racecourse, Vadodara-390007, Gujarat, India.

The Chairman shall, at the AGM, at the end of discussion on the Resolutions on which voting is to be held, allow voting, by use of remote e-Voting system for all those Members who are present during the AGM through VC/OAVM but have not cast their votes through remote e-Voting facility.

The remote e-Voting module during the AGM shall be disabled by CDSL for voting 15 minutes after the conclusion of the Meeting.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013 (THE "ACT")/ INFORMATION REQUIRED AS PER REGULATION 36 OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 ("LISTING REGULATIONS")

Item No. 4

Approval of Material Related Party Transaction(s) with INOX Air Products Private Limited.

The provisions of Regulation 23 read with Schedule XII of the SEBI Listing Regulations, as amended by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Fifth Amendment) Regulations, 2025, mandates prior approval of members by means of an ordinary resolution for all material related party transactions and subsequent material modifications as defined by the audit committee, even if such transactions are in the ordinary course of business of the concerned company and at an arm's length basis. Effective from December 19, 2025, for a company whose Consolidated turnover of the is upto 20,000 Crore, a transaction with a related party shall be considered as material if the transaction(s) to be entered into, either individually or taken together with previous transactions during a financial year, whether directly and/or through its subsidiary(ies), exceed(s) 10% of the annual consolidated turnover as per the last audited financial statements of the listed entity.

The Board of Directors and Audit Committee at their meetings held on 12th February, 2026 granted approval for entering into transactions upto ₹ 130.50 Crores with INOX Air Products Private Limited ("IAPL") for FY 2026-27. Further, looking to the projected sales and purchase transactions with IAPL, it is expected that the same may exceed the materiality threshold prescribed under applicable regulations.

Therefore, the Board and Audit Committee at their meeting held on 12th May, 2026 granted approval, subject to approval of shareholders, increase the limit for entering into transactions with IAPL from ₹ 130.50 Crores to ₹ 200 Crores for FY 2026-27.

Accordingly, as per the SEBI Listing Regulations, prior approval of the Members is being sought for all such arrangements / transactions proposed to be undertaken by the Company. All the said transactions shall be in the ordinary course of business of the Company and on an arm's length basis.

It is in the above context that, Item No. 4 is placed for approval of the Members of the Company.

Background, details and benefits of the transaction

INOX Air Products Private Limited ('IAPL') is a leading manufacturer of Industrial and Medical Gases with massive manufacturing capacity in excess of 4000 TPD of liquid gases. In 1999 INOX formed a joint venture with Air Products & Chemicals Inc. USA with equal shareholding by both the entities.

IAPL is a related party of the Company in terms of Regulation 2 (1) (zb) of the SEBI Listing Regulations.

Due to growth in sales volume of IAPL and expected substantial growth for New Air Separation Plant and for existing Air Separation plant, IAPL will require more tanks for transportation and storage from INOX India Ltd ('IIL').

IIL purchases Gases from IAPL. Due to expected increase in sales volume, IIL will require more gases from IAPL compared to previous years.

IIL also does repairs and spares sale of products owned by IAPL & any other transactions for business.

The Audit Committee and the Board of Directors at their meeting held on 12th May, 2026, after reviewing all necessary information, has granted approval, subject to approval of the Members, for entering into RPTs with IAPL for an aggregate value of upto ₹ 200 Crores to be entered during FY2026-27. The Committee has noted that the said transactions will be on an arms' length basis and in the ordinary course of business of the Company.

In terms of SEBI Circular dated June 26, 2025 on Industry Standards on "Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions" ("RPT Industry Standards"), which is effective from September 01, 2025, the explanatory statement contained in this Notice provides the required information:

Pursuant to the SEBI Circular dated June 26, 2025, the Minimum Information relating to the proposed related party transaction(s) and pursuant to Rule 15(3) of the Companies (Meetings of Board and its Powers) Rules, 2014 is provided as under:

SN	Particulars of the information	Information provided by the Management															
A. Details of the related party and transactions with the related party																	
A (1)	Basic details of the Related Party Transaction																
1	Name of the related party	INOX Air Products Private Limited ("IAPL")															
2	Country of incorporation of the related party	India															
3	Nature of business of the related party	Manufacturer of Industrial and Medical Gases with massive manufacturing capacity in excess of 4000 TPD of liquid gases.															
A (2)	Relationship and ownership of the related party																
	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party — including nature of its concern (financial or otherwise) and the following:	IAPL is an entity under common control with the Company and is accordingly related party of the Company in terms of Regulation 2(1)(zb) of the SEBI Listing Regulations.															
	a) Shareholding of the listed entity / subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.	Nil															
	b) Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/subsidiary (in case of transaction involving the subsidiary).	Not Applicable															
	c) Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary). Explanation: Indirect shareholding shall mean shareholding held through any person, over which the listed entity/Subsidiary/ related party has control. While calculating indirect shareholding, shareholding held by relatives shall also be considered.	Nil															
A (3)	Details of previous transactions with the related party																
1	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.	During the FY 2025-26, total transactions of the company with IAPL was ₹ 166.62 Crores															
		<table border="1"> <thead> <tr> <th>Sr. No.</th> <th>Nature of Transactions</th> <th>FY 2025-26 (₹ In Crore)</th> </tr> </thead> <tbody> <tr> <td>1</td> <td>Sales of Goods</td> <td>145.02</td> </tr> <tr> <td>2</td> <td>Purchase of Goods</td> <td>15.83</td> </tr> <tr> <td>3</td> <td>Repairing Service Income</td> <td>5.73</td> </tr> <tr> <td>4.</td> <td>Reimbursement of Expense received</td> <td>0.04</td> </tr> </tbody> </table>	Sr. No.	Nature of Transactions	FY 2025-26 (₹ In Crore)	1	Sales of Goods	145.02	2	Purchase of Goods	15.83	3	Repairing Service Income	5.73	4.	Reimbursement of Expense received	0.04
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4.	Reimbursement of Expense received	0.04															
2	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	Not Applicable															
3	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last three financial years.	No															
A (4)	Amount of the proposed transactions																
1	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	₹ 200 Crores															
2	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes															

SN	Particulars of the information	Information provided by the Management								
3	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	12.60%								
4	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary, and where the listed entity is not a party to the transaction)	Not Applicable								
5	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	7.17%								
6	Financial performance of the related party for the immediately preceding financial year (FY 2024-25) (₹ in Crores)	Details of IAPL on Standalone basis: <table border="1" style="margin-left: 20px;"> <thead> <tr> <th>Particulars</th> <th>Amount (₹ in Crores)</th> </tr> </thead> <tbody> <tr> <td>Turnover</td> <td>2,789.78</td> </tr> <tr> <td>Networth</td> <td>6,338.93</td> </tr> <tr> <td>Net Profits</td> <td>880.55</td> </tr> </tbody> </table>	Particulars	Amount (₹ in Crores)	Turnover	2,789.78	Networth	6,338.93	Net Profits	880.55
Particulars	Amount (₹ in Crores)									
Turnover	2,789.78									
Networth	6,338.93									
Net Profits	880.55									
A (5)	Basic details of the proposed transaction									
1	Specific type of the proposed transaction	1. Purchase of products 2. Sale of products and repair services								
2	Details of each type of the proposed transaction	1. Purchase of industrial gases 2. Sale of tanks, vaporizers and related products and repair services								
3	Tenure of the proposed transaction (tenure in number of years or months to be specified)	FY 2026-27								
4	Whether omnibus approval is being sought?	Yes								
5	Value of the proposed transaction during a financial year.	₹ 200 Crores								
	If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.									
6	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	<p>Due to growth in sales volume of IAPL and expected substantial growth for New Air Separation Plant and for existing Air Separation plant, IAPL will require more tanks for transportation and storage from INOX India Ltd ('IIL').</p> <p>IIL purchases Gases from IAPL. Due to expected increase in sales volume, IIL will require more gases from IAPL compared to previous years.</p> <p>IIL also does repairs and spares sale of products owned by IAPL & any other transactions for business.</p> <p>Further, the proposed RPT is in the ordinary course of business, at arm's length, commercially beneficial to the Company, and not prejudicial to the interests of public shareholders.</p>								
7	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. a. Name of the director / KMP b. Shareholding of the director / KMP, whether direct or indirect, in the related party	1) Mr. Pavan Jain, Chairman and Non-Executive, Non-Independent Director 2) Mr. Siddharth Jain, Non-Executive, Non Independent Director 1) Mr. Pavan Jain : 10.26% (Indirect) 2) Mr. Siddharth Jain : 8.59% (Indirect)								
8	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not Applicable								

SN	Particulars of the information	Information provided by the Management
9	Other information relevant or important for decision making by the members on the proposed resolution.	All relevant / important information forms part of this Statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013.
B (1)	Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances	
1	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services	<p>Purchase of industrial gases</p> <p>IAPL is engaged in the production of industrial gases and has consistently Demonstrated dependable performance in terms of product quality, adherence to delivery schedules, and compliance with INOX's operational requirements. The Company periodically reviews prevailing market prices to ensure that the rates paid to IAPL remain competitive and aligned with industry standards. Given the critical nature of uninterrupted gas supply and IAPL's established track record of reliable service, the Company has preferred IAPL as a vendor to mitigate operational risks and prevent any potential disruption to production.</p> <p>Sale of tanks, vaporizers and related products and repair services</p> <p>The tank market is a customer-driven and order-based market where pricing varies based on specifications, material requirements, fabrication complexity, logistics and order size. The Company follows a uniform cost-plus and market-based pricing methodology for all customers, related or unrelated; and related party orders undergo the same technical evaluation, costing, margin assessment, and approval process as third-party customers.</p>
2	Basis of determination of price.	<p>Purchase of industrial gases</p> <p>The Company periodically reviews prevailing market prices to ensure that the rates paid to IAPL remain competitive and aligned with industry standards.</p> <p>Sale of tanks, vaporizers and related products and repair services</p> <p>The tank market is a customer-driven and order based market where pricing varies based on specifications, material requirements, fabrication complexity, logistics, and order size. The Company follows a uniform cost-plus and market-based pricing methodology.</p>
3	In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice), if any, proposed to be extended to the related party in relation to the transaction, specify the following:	
	a. Amount of Trade advance	Not Applicable
	b. Tenure	
	c. Whether same is self-liquidating?	

The Audit committee has reviewed the certificate from the Chief Executive Officer (CEO) and Chief Financial Officer (CFO) of the Company confirming that the terms of RPTs proposed to be entered into are in the interest of the Company.

In view of the above, it is proposed to seek approval of the members of the Company for the above transactions and as per Regulation 23(4) of the SEBI Listing Regulations, all Related Parties of the Company, whether or not they are a party to the proposed transaction(s), shall not be allowed to vote on the proposed Resolution set out in Item No. 4.

Mr. Pavan Jain, Chairman of the Company and Mr. Siddharth Jain, Director of the Company are also the Directors of IAPL. Their interest or concern or that of their relatives, is limited only to the extent of their directorship/ shareholding in the Company and IAPL.

Basis the consideration and approval of the Audit Committee and the rationale/justification given in table, the Board of Directors recommends the Ordinary Resolution forming part of Item no. 4 of this Notice.

Item No. 5

In terms of Section 148 of the Act read with the Companies (Cost Records and Audit) Rules, 2014, as amended from time to time, the Company is required to undertake the audit of its cost records for relevant products covered under the Companies (Cost Records and Audit) Rules, 2014, to be conducted by a Cost & Management Accountant in practice.

In compliance with the above, the Audit Committee at its meeting held on 13th May, 2024 approved and recommended to the Board, the appointment of M/s. Diwanji & Company, Cost & Management Accountants (Firm Registration No. M/000339) as the Cost Auditors of the Company to conduct the audit of the cost accounting records of the Company for a period of 5 Financial Years starting

with Financial Year 2024-25 pertaining to the relevant products prescribed under the Companies (Cost Records and Audit) Rules, 2014. Further, Board of Directors at its Meeting held on 12th May, 2026 has approved a remuneration upto ₹ 1,19,000/- for the Financial Year 2026-27 plus applicable taxes and reimbursement of actual out of pocket expenses to be paid to M/s. Diwanji & Company, Cost & Management Accountants (Firm registration No. M/000339), the Cost Auditors of the Company subject to ratification of remuneration by members at the ensuing Annual General Meeting of the Company.

In terms of provisions of Section 148(3) of the Act, read with the Companies (Audit and Auditors) Rules, 2014, remuneration of the Cost Auditors is required to be ratified by the members of the Company.

Rationale for recommendation: The recommendations are based on the fulfilment of the eligibility criteria & qualification prescribed under the Act and rules framed thereunder with regard to cost audit, experience of the firm, capability, independent assessment, audit experience and also based on the evaluation of the quality of audit work done by them in the past.

Accordingly, consent of the Members is sought for passing an Ordinary Resolution as set out at Item No. 5 of the Notice for ratification of the remuneration payable to the Cost Auditors for conducting the audit of the cost records of the Company for the Financial Year ending 31st March, 2027.

None of the directors or key managerial personnel of the Company and/ or their respective relatives are concerned or interested financially or otherwise in the Resolution set out at Item No. 5 of the Notice.

The Board recommends the Resolution set forth in Item No. 5 for the approval of the Members as an ordinary resolution.

Annexure A

Information as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations") and Secretarial Standard on General Meetings ("SS-2")

Name of the Director	Mr. Pavan Jain
Directors Identification Number (DIN)	00030098
Date of Birth	17/05/1951
Age	75 Years
Qualifications	Chemical Engineering graduate from IIT, New Delhi
Experience (including expertise in specific functional area) / Brief Resume	Mr. Pavan Jain is a Chemical Engineer from IIT, New Delhi, and an industrialist with over 50 years of experience. With over 43 years of experience as the Managing Director of INOX Air Products Limited, Mr. Jain has steered the Company's growth from a single plant business to one of the leading domestic players in the Industrial Gases business. In addition, Mr. Jain has been instrumental in diversifying the INOX Group into various industries such as Industrial Gases, Cryogenic Engineering and Entertainment.
Terms and Conditions of Re-appointment	NA
Remuneration last drawn (including sitting fees, if any)	₹ 1.67 Crores towards Commission and Sitting Fees for FY 2025-26.
Remuneration proposed to be paid	As decided by the Board from time to time
Date of first appointment on the Board	16 th April, 1979
Shareholding in the Company	1,49,03,090 equity shares of face value of ₹ 2/- each
Relationship with other Directors, Manager and Key Managerial Personnel of the Company	Related to Mr. Siddharth Jain and Mrs. Ishita Jain
Number of meetings of the Board attended during the financial year (2025-2026)	Attended 6 out of 6 Board Meetings held during FY 2025-26.
Directorships held in other Companies	<ul style="list-style-type: none"> • INOX Air Products Private Limited • PVR INOX Limited • INOX Infrastructure Limited • GFL Limited
Membership / Chairmanship of Committees of other Companies	<p>GFL Limited, Member of Stakeholders Relationship Committee, Risk Management Committee, Nomination and Remuneration Committee and Corporate Social Responsibility Committee.</p> <p>INOX Air Products Private Limited, Member and Chairman of Audit Committee, Corporate Social Responsibility Committee, Share Transfer Committee and Operations Committee of Board of Directors.</p> <p>INOX Infrastructure Limited, Member of Audit Committee and Nomination and Remuneration Committee.</p>
Listed entities from which director has resigned in past 3 years	None
Compliance of Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	<p>Mr. Pavan Jain will attain age of 75 years on 17 May 2026.</p> <p>The Company has already obtained approval of members of the Company at their Extra Ordinary General Meeting held on 26th March, 2026 with respect to continuation of directorship of Mr. Pavan Jain post attaining age of 75 years.</p>