

## **INOX INDIA LIMITED**

(CIN: L99999GJ1976PLC018945)

**Registered Office: 9<sup>th</sup> 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 (“the Company or IIL”)** that the **EXTRA ORDINARY GENERAL MEETING (“EOGM”)** of the members of the Company will be held on Thursday, 26<sup>th</sup> March, 2026 at 12:00 P.M (IST) through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) to transact the following business:

### **ITEM NO. 1**

#### **CONTINUATION OF DIRECTORSHIP OF MR. PAVAN JAIN (DIN: 00030098) NON-EXECUTIVE, NON-INDEPENDENT DIRECTOR, IN THE CAPACITY OF CHAIRMAN OF THE COMPANY, POST ATTAINING THE AGE OF 75 (SEVENTY-FIVE) YEARS.**

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

**“RESOLVED THAT** pursuant to Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), other applicable provisions, if any, of the Companies Act, 2013 (“Act”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, if any) and the applicable rule(s)/ regulation(s) made thereunder, including any amendment(s), statutory modification(s) and/or re-enactment thereof for the time being in force, approval of the Members be and is hereby accorded for the continuation of directorship of Mr. Pavan Jain (DIN: 00030098) as Non-Executive, Non-Independent Director, in the Capacity of Chairman of the Company from the day he attains the age of 75 years viz. 17<sup>th</sup> May, 2026, liable to retire by rotation.

**RESOLVED FURTHER THAT** any of Board of Directors and/or Chief Executive Officer and/or Chief Financial Officer and/or Company Secretary of the Company be and is hereby severally authorized to do all such acts, deeds, matters and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution and to do all things incidental and ancillary thereto.”

### **ITEM No. 2**

#### **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 Rs. 175 Crores to be entered during FY 2025-26, 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).”

By Order of the Board of Directors,  
**For INOX India Limited**

**Jaymeen Patel**  
Company Secretary

**Date: 24<sup>th</sup> February, 2026**  
**Place: Mumbai**

**NOTES:**

1. The Ministry of Corporate Affairs ('MCA') has vide its General Circular No. 03/2025 dated 22<sup>nd</sup> September, 2025 read together with General Circular Nos. 09/2024 dated 19<sup>th</sup> September, 2024, 09/2023 dated 25<sup>th</sup> September, 2023, 10/2022 dated 28<sup>th</sup> December, 2022, 02/2022 dated 5<sup>th</sup> May, 2022 21/2021 dated 14<sup>th</sup> December, 2021, 19/2021 dated 8<sup>th</sup> December, 2021, 02/2021 dated 13<sup>th</sup> January, 2021, 20/2020 dated 5<sup>th</sup> May, 2020, 17/2020 dated 13<sup>th</sup> April, 2020 and 14/2020 dated 8<sup>th</sup> April, 2020 (collectively referred to as 'MCA Circulars') have permitted the holding of the General Meeting 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 12<sup>th</sup> May, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15<sup>th</sup> January, 2021, SEBI/HO/CFD/CMD2/ CIR/P/2022/62 dated 13<sup>th</sup> May, 2022, SEBI/ HO/CFD/PoD-2/P/CIR/2023/4 dated 5<sup>th</sup> January, 2023, SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated 7<sup>th</sup> October, 2023, SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated 3<sup>rd</sup> October, 2024 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/135 dated 13<sup>th</sup> October, 2025 and pursuant to Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Circulars"), as amended, the Extra Ordinary General Meeting ("EOGM") of the Company is scheduled to be held on Thursday, 26<sup>th</sup> March, 2026, at 12:00 noon (IST) through VC/ OAVM.

2. Pursuant to the provisions of the act, a member entitled to attend and vote at the EOGM 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 EOGM is being held pursuant to the MCA Circulars and SEBI 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 EOGM 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 EOGM through VC/OAVM and cast their votes through e-voting.
4. Since the EOGM 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”) and Information required under Regulation 36(5) of the SEBI Listing Regulations relating to item no. 1 and 2 is enclosed herewith and forms part of this Notice.
6. The details of the Director seeking appointment/ re-appointment/continuation at the EOGM, pursuant to the provisions of Regulation 36(3) of the SEBI Listing Regulations, para 1.2.5 of the Secretarial Standards on General Meetings (SS-2) and other applicable provisions are provided in Annexure to this Notice.
7. Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the EOGM through VC/OAVM facility.
8. Corporate Members intending to appoint their authorized representatives pursuant to Section 113 of the Act, to attend the EOGM 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](mailto:secretarial.in@inoxcva.com).
9. The attendance of the Members attending the EOGM 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 EOGM 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 this Notice. The facility of participation at the EOGM 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 EOGM without restriction on account of first come first served basis.
11. In line with the MCA Circulars and SEBI Circulars, the Notice of the EOGM along with Explanatory Statement is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. The Notice convening the EOGM along with Explanatory Statement has been uploaded on the website of the Company at [www.inoxcva.com](http://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](http://www.bseindia.com) and National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com) and the Notice is also available on the website of CDSL at [www.evotingindia.com](http://www.evotingindia.com).
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 EOGM along with Explanatory Statement 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. **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](mailto:secretarial.in@inoxcva.com) / RTA at [einward.ris@kfintech.com](mailto: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](mailto:secretarial.in@inoxcva.com) / RTA at [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com).
14. 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 SEBI 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 EOGM. 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 EOGM 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.
15. 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 EOGM.
16. Members will be provided with the facility of remote e-voting during the VC / OAVM proceedings at the EOGM and Members participating at the EOGM, 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 EOGM through remote e-Voting. Members who have cast their vote by remote e-Voting prior to the EOGM will also be eligible to participate at the EOGM but shall not be entitled to cast their vote again.
17. A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on Thursday, 19<sup>th</sup> March, 2026 (cut-off date) shall be entitled to avail the facility of remote e-Voting before as well as during the EOGM. 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.
18. Instructions for attending the EOGM through VC/OAVM and remote e-Voting (before and during the EOGM) 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 23<sup>rd</sup> March, 2026 at 9:00 a.m. and ends on 25<sup>th</sup> March, 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 19<sup>th</sup> March, 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 during the meeting.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of SEBI Listing Regulations, 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 <b>CDSL Depository</b>	<ol style="list-style-type: none"> <li>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 cdsl website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab.</li> <li>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 &amp; 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.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; 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.</li> </ol>

<p>Individual Shareholders holding securities in demat mode with <b>NSDL Depository</b></p>	<ol style="list-style-type: none"> <li>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: <a href="https://eservices.nSDL.com">https://eservices.nSDL.com</a> 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 &amp; voting during the meeting.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nSDL.com">https://eservices.nSDL.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nSDL.com/">https://www.evoting.nSDL.com/</a> 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 &amp; voting during the meeting.</li> <li>4) For OTP based login you can click on <a href="https://eservices.nSDL.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nSDL.com/SecureWeb/evoting/evotinglogin.jsp</a>. 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 &amp; voting during the meeting.</li> </ol>
<p>Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants (DP)</b></p>	<p>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 &amp; voting during the meeting.</p>

**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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> 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](mailto: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](http://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](http://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:

	<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• 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.</li> </ul>
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. <ul style="list-style-type: none"> <li>• 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.</li> </ul>

- (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.
- (xiii) 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](http://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](mailto: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 mandatory 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](mailto: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 EOGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:**

1. The procedure for attending meeting & e-Voting on the day of the EOGM 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 EOGM.
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@inoxcva.com](mailto:secretarial.in@inoxcva.com). The shareholders who do not wish to speak during the EOGM 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@inoxcva.com](mailto:secretarial.in@inoxcva.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 EOGM 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 EOGM.
10. If any Votes are cast by the shareholders through the e-voting available during the EOGM 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 EOGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto: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, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25<sup>th</sup> Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call toll free no. 1800 21 09911.

19. 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 Thursday, 19<sup>th</sup> March, 2026. For all others who are not holding shares as on cut-off date and receive the EOGM Notice of the Company, the same is for their Information only.
20. 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.

21. The Scrutinizer will, immediately after the conclusion of voting at the EOGM, first count the votes cast at the EOGM, 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 EOGM, 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.
22. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company i.e. [www.inoxcva.com](http://www.inoxcva.com) and on the website of CDSL i.e. [www.evotingindia.com](http://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 9<sup>th</sup> Floor, K P Platina, Racecourse, Vadodara-390007, Gujarat, India.

The Chairman shall, at the EOGM, 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 EOGM through VC/OAVM but have not cast their votes through remote e-Voting facility. The remote e-Voting module during the EOGM 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(5) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

**Item No. 1**

Mr. Pavan Jain, Non-Executive Non-Independent Director, was appointed on the Board of the Company on April 16, 1979 in terms of Companies Act, 2013 and one of the promoters of the Company.

In terms of the provisions of Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), no listed company shall appoint or continue the directorship of a Non-Executive Director who has attained the age of 75 (Seventy Five) years, unless a Special Resolution is passed to that effect. The members of the Company, by way of a resolution dated April 30, 1980, had granted approval for appointment of Mr. Pavan Jain (DIN: 00030098) as Director of the Company. Mr. Pavan Jain will attain the age of 75 (seventy-five) years in the month of May, 2026 and the continuation of his Directorship, post attaining the age of 75 (seventy-five) years, will be subject to approval of the members by special resolution. The Board of Directors of the Company at its meeting held on February 12, 2026, on the recommendation of Nomination & Remuneration Committee, approved the continuation of directorship of Mr. Pavan Jain, considering his extensive and diverse experience which constitutes a significant asset to the Company, offering invaluable perspectives during Board deliberations and decision-making processes. Furthermore, Mr. Jain is a person of utmost integrity and possesses the requisite expertise. His continued association as a Director will be highly advantageous to the Company.

**Rationale for recommendation:**

The Board has also carried out the performance evaluation through Board evaluation process in compliance with the provisions of the Act, in line with the criteria specified in the Nomination and Remuneration Policy of the Company from time to time and the Board has expressed its satisfaction with his performance and contribution made to the Company in the capacity of the Non-Executive Chairman of the Company. Pursuant to the circular relating to the “enforcement of SEBI Order regarding appointment of directors by listed companies” dated June 20, 2018, Mr. Pavan Jain (DIN: 00030098) is not debarred from holding the office of director pursuant to any SEBI order. Mr. Pavan Jain (DIN: 00030098) fulfils all the conditions specified by applicable laws for the position of a Non-Executive Director of the Company. A brief profile of Mr. Pavan Jain (DIN: 00030098), the nature of his expertise in specific functional areas, name of the companies in which he is holding Directorship,

Committee Memberships/Chairmanships, his shareholding etc. are separately annexed and form part of the Notice in terms of Regulation 36(3) of the SEBI Listing Regulations. The Board is of the view that his continued engagement provides strategic stability and enhances the quality of Board deliberations during an ongoing phase of industry transformation.

Mr. Jain's leadership has also positioned INOX India Limited (INOXCVA) as India's largest cryogenic solutions provider and among the top five cryogenic companies globally. Through sustained investments in technology, engineering excellence and global partnerships, he has ensured that INOX India is a globally respected brand in cryogenic storage, transportation and infrastructure solutions.

### **Brief Profile:**

Mr. Pavan Jain, Chairman, INOX Group, is a visionary industrialist with over 50 years of prolific experience. As a Founder of one of India's leading conglomerate, INOX Group, Mr. Pavan Jain continues to spearhead the Group companies, having successfully groomed them to secure a place in the top tier of their respective sectors. In his role at the helm of the Group, he has ensured accelerated growth, enhanced stakeholder value and built robust companies, driven by empowered teams. In the process, he has been the architect of numerous successful acquisitions and mergers and has scaled the Group's valuation to more than \$ 5 Bn.

Over the years, Mr. Jain has been instrumental in strategically diversifying the INOX Group and establishing leadership positions in multiple high-growth sectors. Under his Chairmanship, INOX Air Products Private Limited has evolved from a single-plant operation into one of the leading industrial and medical gases companies in India, supporting key sectors such as manufacturing, healthcare, infrastructure and energy.

Mr. Pavan Jain has been a true torch-bearer of Make in India, as he envisioned his Companies playing an important part in nation-building, and also ensuring responsible and sustainable business operations. INOX Air Products is India's largest industrial and medical gases manufacturer, INOXCVA is India's largest cryogenic solutions company and is among top five companies in the world, and PVR INOX Limited is India's largest multiplex chain.

A 1972 batch Chemical Engineering graduate from IIT Delhi, Mr. Pavan Jain was recognized by IIT Delhi with the Distinguished Alumni Award 2023, acknowledging his innumerable accomplishments. His foresight and experience continue to guide the Group companies in formulating effective strategies, supporting sustained growth, and ensuring prudent financial performance while upholding the highest standards of responsibility and governance. The Board believes that his continued stewardship will ensure strategic continuity during the Company's current phase of expansion, restructuring, digital transformation and regulatory transition.

### **1. Governance Safeguards:**

In addition, the aforesaid proposal is subject to following key governance safeguards:

- **Independent review:** The proposal to seek continuation of Mr. Pavan Jain upon attaining the age of 75 years was deliberated by the Nomination and Remuneration Committee ("NRC") and the Board.
- **Performance based recommendation:** The NRC and Board recorded satisfaction regarding his continued effectiveness and active contribution. The recommendation is therefore based on performance and strategic relevance.
- **Board Attendance:** The Board attendance of Mr. Pavan Jain during FY 2025-26 is 100%.
- **Shareholding and Voting Transparency:** Mr. Jain, belongs to the Promoter Group holding 1,49,03,090 shares aggregating to 16.42% of the paid up share capital of the Company.
- **No governance lapse:** The Company has duly complied with the Business Responsibility and Sustainability Reporting (BRSR) requirements under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Further, there are no pending regulatory observations in relation to any governance lapses attributable to the Chairman.

- **Disclosure on Relationship:** Except Mr. Siddharth Jain and Mrs. Ishita Jain. Mr. Pavan Jain is not related to any of the Directors of the Company.

## **2. Regulatory Compliance & Shareholders Considerations:**

This proposal complies with Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 which requires listed companies to obtain shareholders' approval by way of a Special Resolution to appoint or continue the appointment of a person as a Non-Executive Director who has attained the age of 75 years.

Requisite information/disclosure about Mr. Jain, as required under Regulation 36 and other applicable provisions (if any) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India are available in Annexure-A hereto.

## **3. Interest of Directors and Key Managerial Personnel:**

Mr. Siddharth Jain and Mrs. Ishita Jain, Promoter Directors of the Company are related to Mr. Pavan Jain and are therefore interested in the resolution set out at Item no. 1 of the Notice. Their respective relatives may also be deemed to be interested in the above resolution to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of the other directors or key managerial personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

## **4. NRC & Board Recommendation:**

The members may kindly note that the Board, on the recommendation of the Nomination and Remuneration Committee, and after comprehensive review of governance implications, succession readiness and performance evaluation outcomes, is of the considered opinion that continuation of Mr. Pavan Jain, as Non-Executive Non-Independent Director in the Capacity of Chairman of the Company beyond 75 years is justified, proportionate and in the best interests of the Company and its shareholders.

Accordingly, the Board recommends the special resolution as set out Item No. 1 in the notice above, for approval of the members.

### **Item No.2**

#### **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 Company proposes to enter into certain related party transaction(s) as mentioned below, on mutually agreed terms and conditions, and the aggregate of such transaction(s), are expected to cross the applicable materiality thresholds as mentioned above.

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. 2 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, after reviewing all necessary information, has granted approval and recommended to board, subject to approval of the Members, for entering into RPTs with IAPL for an aggregate value of upto Rs. 175 Crores to be entered during FY2025-26. 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
<b>A. Details of the related party and transactions with the related party</b>		
<b>A(1)</b>	<b>Basic details of the Related Party Transaction</b>	
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.
<b>A(2)</b>	<b>Relationship and ownership of the related party</b>	
	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). <b>Explanation:</b> 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												
<b>A(3)</b>	<b>Details of previous transactions with the related party</b>													
1	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.	<p>During the FY 2024-25, total transactions of the company with IAPL was Rs. 189.95 Crores</p> <table border="1"> <thead> <tr> <th>Sr. No.</th> <th>Nature of Transactions</th> <th>FY 2024-25 (Rs. In Crore)</th> </tr> </thead> <tbody> <tr> <td>1</td> <td>Sales of Goods</td> <td>151.57</td> </tr> <tr> <td>2</td> <td>Purchase of Goods</td> <td>13.29</td> </tr> <tr> <td>3</td> <td>Repairing Service Income</td> <td>25.09</td> </tr> </tbody> </table>	Sr. No.	Nature of Transactions	FY 2024-25 (Rs. In Crore)	1	Sales of Goods	151.57	2	Purchase of Goods	13.29	3	Repairing Service Income	25.09
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1	Sales of Goods	151.57												
2	Purchase of Goods	13.29												
3	Repairing Service Income	25.09												
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.	Rs. 110.37 Crores (as on 31 <sup>st</sup> December, 2025)												
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												
<b>A(4)</b>	<b>Amount of the proposed transactions</b>													
1	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	Rs. 175 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												
3	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	13.39%												
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.	6.27%												

6	Financial performance of the related party for the immediately preceding financial year (FY 2024-25) (Rs.in Crores)	<p>Details of IAPL on Standalone basis:</p> <table border="1" style="margin-left: auto; margin-right: auto;"> <thead> <tr> <th style="text-align: left;">Particulars</th> <th style="text-align: right;">Amount (Rs. in Crores)</th> </tr> </thead> <tbody> <tr> <td>Turnover</td> <td style="text-align: right;">2,789.78</td> </tr> <tr> <td>Networth</td> <td style="text-align: right;">6,338.93</td> </tr> <tr> <td>Net Profits</td> <td style="text-align: right;">880.55</td> </tr> </tbody> </table>	Particulars	Amount (Rs. in Crores)	Turnover	2,789.78	Networth	6,338.93	Net Profits	880.55
Particulars	Amount (Rs. in Crores)									
Turnover	2,789.78									
Networth	6,338.93									
Net Profits	880.55									
<b>A(5) Basic details of the proposed transaction</b>										
1	Specific type of the proposed transaction	<ol style="list-style-type: none"> <li>1. Purchase of products</li> <li>2. Sale of products and repair services</li> </ol>								
2	Details of each type of the proposed transaction	<ol style="list-style-type: none"> <li>1. Purchase of industrial gases</li> <li>2. Sale of tanks, vaporizers and related products and repair services</li> </ol>								
3	Tenure of the proposed transaction (tenure in number of years or months to be specified)	FY 2025-26								
4	Whether omnibus approval is being sought?	Yes								
5	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	Rs. 175 Crores								
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 &amp; 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	1)Mr. Pavan Jain, Chairman and Non-Executive, Non-Independent Director 2)Mr. Siddharth Jain, Non-Executive, Non Independent Director
	b. Shareholding of the director / KMP, whether direct or indirect, in the related party	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
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>B(1)</b>	<b>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</b>	
1	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services	<p><b>Purchase of industrial gases</b> 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><b>Sale of tanks, vaporizers and related products and repair services</b> 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><b>Purchase of industrial gases</b> The Company periodically reviews prevailing market prices to ensure that the rates paid to IAPL remain competitive and aligned with industry standards.</p> <p><b>Sale of tanks, vaporizers and related products and repair services</b> 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	<p>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:</p> <p>a. Amount of Trade advance</p> <p>b. Tenure</p> <p>c. Whether same is self-liquidating?</p>	Not Applicable

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. 2.

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, the Board of Directors recommends the Ordinary Resolution forming part of Item no. 2 of this Notice.

**Annexure A to Item No. 1 of the Notice**

**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):**

<b>Name of the Director</b>	Mr. Pavan Jain
<b>Directors Identification Number (DIN)</b>	00030098
<b>Date of Birth</b>	17/05/1951
<b>Age</b>	74 Years
<b>DIN</b>	00030098
<b>Qualifications</b>	Chemical Engineering graduate from IIT, New Delhi
<b>Experience (including expertise in specific functional area) / Brief Resume</b>	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.
<b>Terms and Conditions of Re-appointment</b>	NA
<b>Remuneration last drawn (including sitting fees, if any)</b>	Rs. 1.67 Crores towards Commission and Sitting Fees for FY 2024-25.
<b>Remuneration proposed to be paid</b>	As decided by the Board from time to time
<b>Date of first appointment on the Board</b>	16 <sup>th</sup> April, 1979
<b>Shareholding in the Company</b>	1,49,03,090 equity shares of face value of Rs. 2/- each
<b>Relationship with other Directors, Manager and Key Managerial Personnel of the Company</b>	Related to Mr. Siddharth Jain and Mrs. Ishita Jain
<b>Number of meetings of the Board attended during the financial year (2025-2026)</b>	Attended 6 out of 6 Board Meetings held during FY 2025-26.
<b>Directorships held in other Companies</b>	<ul style="list-style-type: none"> <li>• INOX Air Products Private Limited</li> <li>• PVR INOX Limited</li> <li>• INOX Infrastructure Limited</li> <li>• GFL Limited</li> </ul>
<b>Membership / Chairmanship of Committees of other Companies</b>	<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>
<b>Listed entities from which director has resigned in past 3 years</b>	None