

# India Radiators Limited

CIN: L27209TN1949PLC000963

Regd. Off. 88, Mount Road, Guindy, Chennai 600 032

Admin.Off: 88, Mount Road, Guindy, Chennai 600 032

E-mail: [cs@indiaradiators.com](mailto:cs@indiaradiators.com)

Website: [www.indiaradiators.com](http://www.indiaradiators.com). Contact No: 044-40432210

27<sup>th</sup> August, 2024

The Manager  
Listing Department  
BSE Limited  
1<sup>st</sup> Floor, New Trading Ring, Rotunda Building,  
PhirozeJeejeebhoy Towers,  
Dalal Street, Fort,  
Mumbai – 400 001.  
Maharashtra, India.

Sir/Madam,

**Sub: Notice of 74<sup>th</sup> Annual General Meeting (AGM) of the Company**

**Scrip Code: 505100**

This is to inform you that the 74<sup>th</sup> Annual General Meeting (AGM) of the Company is scheduled to be held on Friday, 20<sup>th</sup> day of September, 2024 at 02.30 PM. IST through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”).

The Notice of the 74<sup>th</sup> Annual General Meeting along with e-voting instructions is enclosed. The Annual Report along with the notice of AGM has been dispatched to all the eligible shareholders through e-mail on 27-08-2024.

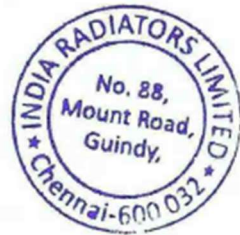
The Register of Members & Share Transfer books of the Company shall remain closed from Saturday, 14<sup>th</sup> September, 2024 to Friday, 20<sup>th</sup> September, 2024 (both days inclusive) and the cut-off date for reckoning the shareholding of the Members to attend and vote at the meeting will be Friday, 13<sup>th</sup> September 2024.

Kindly request you to take it on records.

Thanks & Regards,

Yours faithfully,

**For India Radiators Limited**



**E N Rangaswami**  
**Whole Time Director**  
**DIN: 06463753**

# INDIA RADIATORS LIMITED

CIN: L27209TN1949PLC000963

Registered Office: No.88, Mount Road, Guindy, Chennai – 600 032.

## NOTICE OF THE ANNUAL GENERAL MEETING

Notice is hereby given that the 74th Annual General Meeting of **INDIA RADIATORS LIMITED** will be held on **Friday, 20th September 2024** at **02.30 PM IST** through video conferencing (VC)/ Other Audio-Visual Means (OVAM) to transact the following businesses.

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements for the year ended 31 March 2024 and the Reports of Directors and Auditors thereon.

**“RESOLVED THAT** pursuant to Section 129 and other applicable provisions, if any, of the Companies Act, 2013, the audited financial statements of the Company, together with the Reports of the Directors, Auditors thereon and the report of Secretarial Auditor as circulated to the members be and are hereby considered and adopted”.

2. To appoint a Director in place of Mr. E. N. Rangaswami (DIN: 06463753), who retires at this meeting and being eligible, offers himself for re-appointment by passing the following as an **Ordinary Resolution**:

**“RESOLVED THAT** Pursuant to Section 152 and other applicable provisions, if any of the Companies Act 2013, Mr. E. N. Rangaswami (DIN: 06463753) a Director, retiring by rotation, being eligible and offering for re-appointment, is re-appointed as a director of the Company, liable to retire by rotation.”

3. To consider and if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution.

**“RESOLVED THAT** Pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013, and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, M/s DPV Associates Chartered Accountants (Firm Registration No. 011688S) be and are hereby appointed as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting (“AGM”) till the conclusion of the Seventy Ninth AGM to be held in the year 2029, at a remuneration of Rs.50,000 (Rupees Fifty Thousand only) per annum plus reimbursement of out of pocket expenses and applicable taxes.”

### SPECIAL BUSINESS:

4. To approve the related party transactions of the company.

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

**“RESOLVED THAT** pursuant to Regulation 23 of SEBI (LODR) Regulations 2015 other applicable provisions and rules thereto, consent of the members of the company be and is hereby accorded to the Company to enter into material related party transactions with Mercantile Ventures Limited, holding company, for a sum not exceeding Rs.3 crores for all the transactions with the said related party that shall be carried out at arm’s length basis and are in the ordinary course of business of the Company on such terms and conditions as may be decided by the Board from conclusion of ensuing Annual General meeting till next Annual General Meeting.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to take such steps as may be necessary in relation to the above and to settle all matters arising out of and incidental thereto and sign and execute all applications, documents and writings that may be required, on behalf of the Company and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution.”

By Order of the Board

INDIA RADIATORS LIMITED

E N Rangaswami

DIN: 06463753

Whole Time Director

Place : Chennai

Date : 02-08-2024

## Notes:

1. The explanatory statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013, relating to special business to be transacted at the Meeting is annexed.
2. Ministry of Corporate Affairs (MCA) vide its General Circular no. 09/2023 dated September 25, 2023 read with MCA circulars no. 14/2020, 17/2020, 20/2020 dated April 8, 2020, April 13, 2020, May 5, 2020 respectively, read with SEBI circulars no. SEBI/HO/CFD/POD-2/P/CIR/2023/167 and SEBI/HO/CFD/CMD2/CIR/P/2022/62 and dated October 7, 2023 and May 13, 2022 respectively (collectively, the "said Circulars"), allowed companies to hold shareholders meeting through video conferencing or other audio visual means ("VC") dispensing requirement of physical presence of members at a common venue, and other related matters with respect to such meetings. Hence, in compliance with the Circulars, 74th Annual General Meeting (AGM) of the Members of the Company is being held through Video Conferencing (VC)/Other Audio-Visual Means (OAVM) without the physical presence of the Members.
3. A member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote instead of himself 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, THE REQUIREMENT OF PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, THE FACILITY FOR **APPOINTMENT OF PROXIES BY MEMBERS WILL NOT BE AVAILABLE FOR THIS AGM** AND HENCE, THE PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP OF AGM ARE NOT ANNEXED TO THIS NOTICE. However, representatives of members under section 112 and 113 can be appointed to participate and vote at this AGM..
4. Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, Regulation 44(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, Secretarial Standard 2, and the said Circulars, the Company is providing facility for e-voting to all members as on the **cut-off date Friday, 13th September 2024** as per the applicable regulations and all the businesses contained in this Notice may be transacted through such voting. The e-voting facility is being provided through e-voting services provided by Central Depository Services (India) Limited (CDSL).
5. Members, especially institutional investors, are encouraged to attend and vote at this AGM though VC. The attendance of the Members attending this AGM through VC will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
6. 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 to atleast 1000 members on first come first served basis. This will not include large 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.
7. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (pdf/jpg format) of its board or governing's body resolution/authorization etc., authorizing their representative to attend the 74th AGM through VC /OAVM on its behalf and to vote through remote e-voting. The said resolution/ authorization shall be sent to the Scrutinizer by email through their registered email address to gkrkgram@yahoo.in and also upload the same at evoting@cdslindia.com.
8. The facility for remote e-voting begins on **Tuesday, 17th September 2024 (09:00 a.m. IST) and ends on Thursday 19th September 2024 (till 05:00 p.m. IST)**. During the period when facility for remote e-voting is provided, the members of the company, holding shares either in physical form or in dematerialised form, as on the **cut-off date Friday, 13th September 2024**, may opt for remote e-voting. The e-voting module shall be disabled by CDSL for voting thereafter and remote e-voting shall not be allowed beyond the said date and time.
9. Members participating at the AGM, who have not already cast their vote by remote e-Voting, are eligible to exercise their right to vote at the AGM. Members who have already 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 on such resolution(s) for which the Member has already cast the vote through remote e-Voting.
10. M/s. KRA & Associates, Practicing Company Secretaries (Membership No. FCS: 6718) (email: gkrkgram@yahoo.in) has been appointed as the Scrutinizer to scrutinize the process of remote e-voting and e-voting at the 74th Annual General Meeting in a fair and transparent manner.

11. The Voting Results shall be declared within 2 (two) working days of conclusion of its General Meeting of the Company and the same shall be communicated to BSE Limited (Stock Exchange) and also shall be placed on the website of the Company [https://www. https://www.indiaradiators.com/](https://www.indiaradiators.com/)
12. 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.
13. 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 at the AGM.
14. In terms of the said Circulars and as per Rule 18 of Companies (Management and Administration) Rules, 2014, the Notice of this AGM and the Annual Report for 2023-24 shall be sent only by email to the members on the email id registered with their depository participants/Company.  
Members who have not registered their e-mail address are requested to update the same by following manner:
  1. for shares held in physical form - by submitting a request to the mail ID investor@cameoindia.com (RTA) and cs@indiaradiators.com (Company), along with scanned copy of their share certificate (front and back), self-attested copy PAN or Aadhar ID of the residential address appearing in their folio;
  2. for shares held in demat mode with the depository participants with whom their demat account is maintained.However, members of the Company are entitled to receive Notice of this AGM and the Annual Report for 2023-24 in physical form upon request.
15. Members are requested to address all the correspondences, to the Registrar and Share Transfer Agents, M/s. Cameo Corporate Services Limited, "Subramanian Building" No.1, Club House Road, Chennai 600002.
16. In line with the Ministry of Corporate Affairs (MCA) Circulars, the Notice calling the AGM has been uploaded on the website of the Company at <https://www.indiaradiators.com/>. The Notice can also be accessed from the website of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com). The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. [www.evotingindia.com](http://www.evotingindia.com).
17. All documents referred to in the accompanying Notice and the Explanatory Statement will be open for inspection at the Registered Office of the Company during normal business hours (9.00 AM to 5.00 PM) on all working days except on holidays, up to the date of the AGM.
18. The Register of Members and the Share transfer **Books will remain closed from Saturday, 14th September, 2024 to Friday, 20th September, 2024** both days inclusive.
19. For the purpose of dispatch of this Notice, Shareholders of the Company holding shares either in physical form or in dematerialized form as on **Friday, 23rd August 2024** have been considered.
20. Members who still hold share certificates in physical form are advised to dematerialise their shareholding to avail the benefits of dematerialisation. SEBI, vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated January 25, 2022, has mandated Listed Companies to issue securities in **Demat form only** while processing service requests viz. Issue of duplicate securities certificate; claim from Unclaimed Suspense Account; Renewal/Exchange of securities certificate; Endorsement; Sub-division/Splitting of securities certificate; Consolidation of securities certificates/folios; Transmission and Transposition. Accordingly, Shareholders are requested to make service requests by submitting a duly filled and signed Form ISR-4, the format of which is available on the Company's website under the web link at <https://www.indiaradiators.com/updation-of-pan-kyc-details/> or you may request from 'Cameo Corporate Services Limited' our Registrar and Transfer Agent for obtaining the same. It may be noted that any service request can be processed only after the folio is KYC compliant. SEBI, vide its notification dated January 24, 2022, has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialised form.  
In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialisation, Members are advised to dematerialise the shares held by them in physical form. Members can contact the Company or RTA, for assistance in this regard.
21. The particulars of Mr. E N Rangaswami (DIN: 06463753), who retires by rotation and being eligible, offers himself for reappointment, as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 are annexed hereto.

**EXPLANATORY STATEMENT REQUIRED UNDER SECTION 102(1) OF THE COMPANIES ACT, 2013**

**ITEM NO 2**

The Board of Directors recommends to the shareholders the re-appointment of Mr. E N Rangaswami as Whole-Time Director of the Company.

<b>Information to the Shareholders pursuant to Regulation 36(3) of SEBI ( Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meeting (SS-2)</b>		
<b>S.No.</b>	<b>Particulars</b>	<b>Mr. E. N. Rangaswami (DIN: 06463753)</b>
1	Brief resume of the director	Chartered Accountant with over 45 years of experience
2	Job Profile and his suitability	The WTD will perform his duties as such with regard to all work of the Company and he will manage and attend to such business and carry out the directions given by the Board from time to time in all respects and comply with all such directions and regulations as may from time to time be given and made by the Board and his functions will be under the overall supervision of the Board of Directors.  The WTD shall adhere to the Company's Code of business Conduct and Ethics for Directors and Management.
3	Nature of expertise in specific functional areas	Finance and Administration
4	Age	68
5	Qualifications	B.Sc, ACA
6	Experience	Over 45 years of experience in Finance and General Administration.
7	Terms and conditions of re-appointment along with details of remuneration sought to be paid and the remuneration last drawn by such person, if applicable	1. The tenure of appointment is from ensuing Annual General Meeting to next Annual General Meeting and he is liable to retire by rotation. 2. He will not be paid any remuneration considering that he is being paid remuneration by the Holding Company.
8	Date of first appointment on the Board	28-05-2014
9	Shareholding in the company	Nil
10	Relationship with other Directors	Nil
11	The number of Meetings of the Board attended during the year	6 (Six)
12	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personal, if any.	NIL
13	Names of listed entities in which the person also holds the directorship and the membership of Committees of the board along with listed entities from which the person has resigned in the past three years	<b>Directorships in the following companies:</b> Mercantile Ventures Limited (Holding Company) – Whole-Time Director <b>Membership in Committees:</b> Stakeholders Relationship Committee Corporate Social Responsibility Committee
14	Other Directorships, Membership / Chairmanship of Committees of other Boards	<b>Directorship:</b> 1. AMI Holdings Private Limited 2. Walery Security Management Limited (Formerly National Trust Housing Finance Limited) 3. I3 Security Private Limited 4. Chitaranjan Developers LLP 5. Twinshield Consultants Private Limited.

**Disclosure of Interest:**

None of the Directors/Key Managerial Personnel of your Company is concerned or interested in this resolution except Mr. E N Rangaswami.

The Board recommends the aforesaid resolution for the approval of the members by way of **Ordinary Resolution**.

**ITEM NO 3****Disclosure pursuant to 36(5) of SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015.**

M/s Venkatesh & Co Chartered Accountants (Firm Registration No. 004636S) Chartered Accountants have completed their term of office stipulated under section 139, 141, 142 and other applicable provisions of Companies Act 2013 read with Rules thereunder. M/s. DPV & Associates, Chennai (Firm Registration No.011688S) are proposed to be appointed as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting ("AGM") till the conclusion of the Seventy Ninth AGM to be held in the year 2029, at a remuneration of Rs.50,000 (Rupees Fifty Thousand only) per annum plus out of pocket expenses and applicable taxes.

M/s. DPV & Associates, Chennai (Firm Registration No.011688S) is a firm of Chartered Accountants established since 2007 which is a pioneer in the latest filed of accounting, audit and allied services. The firm has diversified client profile has a team of qualified Chartered Accountants and holds a valid peer review certificate.

They have given their consent to be appointed as statutory auditors and have provided the certificate that they are eligible to be appointed under sec 141 of the Companies Act 2013. The Audit Committee after considering the firm's experience and expertise have recommended the appointment of M/s. DPV & Associates, Chennai (Firm Registration No.011688S), as the Statutory Auditors of the Company to the Board of Directors. The Board, considered the recommendation of the Audit committee and approved the appointment of M/s. DPV & Associates, Chennai (Firm Registration No.011688S) as the Statutory Auditors from the conclusion of this Annual General Meeting ("AGM") till the conclusion of the Seventy Ninth AGM to be held in the year 2029, at a remuneration of Rs. 50,000 (Rupees Fifty Thousand only) (Previous year Rs. 50,000), per annum plus out of pocket expenses and applicable taxes, subject to the approval of the shareholders.

None of the directors or Key Managerial Personnel of the Company or their relatives are interested or concerned financially or otherwise in the above resolution. This Explanatory Statement may also be regarded as disclosure under Regulation 36 of the Listing Regulations.

**ITEM NO 4**

Mercantile ventures Limited is entitled to 95.58% of voting rights of the Company due to non- payment of dividend on preference shares for more than two years. The Company has material related party transactions with Mercantile Ventures Limited, holding company by way of loans, advances / inter corporate deposits which are entered at arm's length basis and in the ordinary course of business.

As per Regulation 23(4) of SEBI LODR Regulations, 2015, any material transactions with related party would require the prior approval of the Audit Committee and approval of the Board and shareholders. The Audit Committee and the Board of Directors at their respective meetings have approved a limit of Rs.3 Crores for operational requirements which requires the approval of the Members. The particulars of the transaction(s) as required under Regulation 23 of the SEBI Listing Regulations read with SEBI Circular dated November 22, 2021 on Disclosure Obligations in relation to Related Party Transactions is provided below:

(a) The name of the related party and nature of relationship; -	Mercantile Ventures Limited holding 95.58% of voting rights. (Holding Company)
(b) The nature, duration of the contract and particulars of the contract or arrangement; -	To borrow money by way of loans, advances or inter corporate deposits and other unforeseen expenses from Mercantile Ventures Limited. Duration: Ensuing Annual General Meeting to next Annual General Meeting..
(c) The material terms of the contract or arrangement including the value, if any; -	The proposed transactions are with its holding company, the material terms of the contract shall be based on the business requirements which cannot be decided upfront. It is decided to follow arms length pricing for all transaction with related parties.

(d) Any advance paid or received for the contract or arrangement, if any; - as at 31st March, 2024	Particulars	Mercantile Ventures Limited (Rs. in Lakhs)
	Loans/Advances/ICD received	85.44
(e) Transactions to be entered after 01 April 2024	Maximum value of INR 3 Crores towards loans & advances and other unforeseen expenses.	
(f) The percentage of the company's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis	<p>Value of proposed transaction – Maximum value of INR 3 Crores for all the transactions put together.</p> <p>In excess of 10% of annual turnover as per the last audited financial statements.</p> <p>Annual Consolidated turnover for previous year – Rs. 6.32 Lakhs.</p>	
(g) The manner of determining the pricing and other commercial terms, both included as part of contract and not considered as part of the contract	The transactions are in Ordinary course of business and at arms length.	
(h) Whether all factors relevant to the contract have been considered, if not, the details of factors not considered with the rationale for not considering those factors; a	Yes	
(i) Any other information relevant or important for the Board to take a decision on the proposed transaction.	Nil	
<p>j) If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary.</p> <p>Details of the source of funds in connection with the proposed transaction</p> <p>where any financial indebtedness is incurred to make or give loans, intercorporate deposits, advances or investments,</p> <ul style="list-style-type: none"> <li>- nature of indebtedness</li> <li>- cost of funds; and</li> <li>- tenure</li> </ul> <p>And applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security</p> <p>The purpose for which will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.</p>	Not Applicable	
k) Justification as to why the RPT is in the interest of the company	The transactions are with holding company and in Ordinary course of business and at arms length and in the best interests of the company	

l) Details of the valuation report or external party report (if any)	Not Applicable
m) Name of the Director or Key Managerial Personnel who is related	Mr. E N Rangaswami & Mr. B Narendran being the whole-time director and Independent Director respectively of Mercantile Ventures Limited

**Disclosure of Interest:**

None of the Directors/Key Managerial Personnel of the Company is concerned or interested in this resolution other than Mr. E N Rangaswami & B Narendran being the Whole Time Director and Independent Director respectively of Mercantile Ventures Limited. The Company secretary and Chief Financial Officer of the Company is also the Company Secretary and Chief Financial Officer of Mercantile Ventures Limited.

The Board recommends the aforesaid resolution for the approval of the members by way of an **Ordinary Resolution**.

**By Order of the Board  
For INDIA RADIATORS LIMITED**

**E N Rangaswami  
DIN: 06463753  
Whole Time Director**

**Place : Chennai  
Date : 02-08-2024**

**INSTRUCTIONS TO SHAREHOLDERS FOR REMOTE E-VOTING 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 **Tuesday, 17 September, 2024 (09.00 AM IST)** and ends on **Thursday, 19 September, 2024 (05.00 PM IST)**. 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 **Friday, 13 September, 2024** 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 above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode is given below.

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <b>CDSL</b> Depository	<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 URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select 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 i.e. CDSL/NSDL/KARVY/LINKINTIME, 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 <a href="https://web.cdslindia.com">https://web.cdslindia.com</a> and click on login and 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>
Individual Shareholders holding securities in demat mode with <b>NSDL</b> Depository	<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.nsd.com">https://eservices.nsd.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.nsd.com">https://eservices.nsd.com</a>. Select "Register Online for IDeAS "Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.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.nsd.com/">https://www.evoting.nsd.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> </ol>

Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants</b>	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.
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**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forgot User ID and Forgot Password option available at above mentioned 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 <b>CDSL</b>	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 Tollfree number 1800 21 09911.
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> 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 meeting for physical shareholders and share holders other than individual **shareholders 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 Shareholders holding shares in Demat Form other than individual and Physical Form</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 <b>OR</b> 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 as mentioned in instruction (v).</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 “**INDIA RADIATORS 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 –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: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 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 [cs@indiaradiators.com](mailto:cs@indiaradiators.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 THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:**

1. The procedure for attending meeting & e-Voting on the day of the AGM 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.
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 on or before 17 September, 2024 mentioning their name, demat account number/folio number, email id, mobile number at [cs@indiaradiators.com](mailto:cs@indiaradiators.com). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance on or before 17 September, 2024 mentioning their name, demat account number/folio number, email id, mobile number at [cs@indiaradiators.com](mailto:cs@indiaradiators.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 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 AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the 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 [cs@indiaradiators.com](mailto:cs@indiaradiators.com) / [cameo@cameoindia.com](mailto:cameo@cameoindia.com).
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](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, 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](mailto:helpdesk.evoting@cdslindia.com) or call toll free no. 1800 21 09911