

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

Website: www.indiaradiators.com Contact No : 044-40432210

21st September, 2024

To
The Manager
Listing Department
Department of Corporate Affairs
Bombay Stock Exchange Limited
First Floor, New Trading Ring, Rotunda Building,
Phiroze jeejeebhoy towers,
Dalal Street, Mumbai – 400 001.

Sir/Madam,

Scrip Code: 505100

Sub: Results of Evoting/ Scrutinizer Report

Pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose the Scrutinizer report along with voting results of the 74th Annual General Meeting of the Company held on Friday, 20th September, 2024 via Video Conferencing/ Other Audio-Visual Means (OAVM).

As per the Report provided by M/s KRA & Associates, Practising Company Secretary, all the resolutions proposed in the notice of the AGM have been duly passed with requisite majority.

The meeting commenced at 02.30 PM and concluded at 02.40 PM.

Kindly take our submission on record.

Yours Faithfully,

For India Radiators Limited



E N Rangaswami
Whole Time Director
DIN: 06463753

KRA & ASSOCIATES PRACTICING COMPANY SECRETARIES

PARTNERS

 **R.KANNAN**

 **AISHWARYA**

SRI SANKARA GURUKRIPA ILLAM

Regd OFF. : No. 6A, 10th Street,
New Colony, Adambakkam,
Chennai - 600 088

E-mail : gkrkgram@yahoo.in
Ph: 044 - 40051764

SCRUTINIZER'S REPORT FOR E VOTING

[Pursuant to Section(s) 108 of the Companies Act, 2013 ["the Act"], read with Rule 20 of the Companies [Management & Administration] Rules, 2014 and other applicable provisions of the Act]

To,

Mr. B Narendran

Chairman of the Meeting

India Radiators Limited

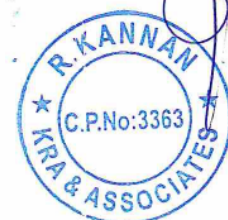
CIN: L27209TN1949PLC000963

SPIC House, 88, Mount Road, Guindy, Chennai – 600032

Dear Sir,

Sub: Passing of resolutions through electronic means (EVSN-240823024) conducted for the 74th Annual General Meeting of India Radiators Limited held on 20.09.2024 at the deemed venue i. e Registered Office of the Company.

We, KRA & ASSOCIATES, Practicing Company Secretaries having office at No.6A, 10th Street, New Colony, Adambakkam, Chennai – 600 088 was appointed as the Scrutinizer by the Board of Directors of the Company held at its meeting on 02nd August, 2024 to scrutinize the remote e-voting process which commenced between 17th September, 2024 at 9:00 A.M to 19th September, 2024 at 5:00 P.M and venue e-voting for the Annual General Meeting held through Video Conference (VC)/Other Audio Visual Means (OAVM) as per the framework mentioned under the provisions of Sections 108 and 110 of the Companies Act, 2013 (the "Act") read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 read with General Circular Nos. 14/2020, 17/2020,22/2020, 33/2020 ,39/2020 and No.11/22 issued by the Ministry of Corporate Affairs on April 08, 2020, April 13, 2020, June 15, 2020, September 28, 2020 and December 31, 2020 and December 28 2022 respectively ('Circulars') and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Secretarial Standard-2 on "General Meetings" issued by the Institute of Company Secretaries of India and other applicable laws and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force).



KRA & ASSOCIATES PRACTICING COMPANY SECRETARIES

Our responsibilities involve overseeing the voting process through facility for remote e-voting and e-voting at the meeting through the electronic platform. These facilities were provided by Central Depository Services Limited (CDSL) appointed by the Company for this purpose. Our scrutiny is carried out in strict compliance with the relevant legal framework and regulations to ensure a fair and transparent voting process. We are committed to upholding the highest standards of corporate governance and maintaining the integrity of the voting procedures as required by the Companies Act, 2013, and other applicable laws.

The Management of the Company is responsible to ensure compliance with the requirements of the Companies Act, 2013 and the rules made there under in relation to exercising of voting rights through electronic means on the Resolution(s) as set out in the Notice dated 02nd August, 2024.

Responsibility as a Scrutinizer

Our responsibility, as a Scrutinizer for the E-voting process for the Annual General Meeting is restricted to make a Scrutinizer's report of the votes cast "in favour" of or "against" the resolution(s) set out in the notice of Annual General Meeting, based on the reports generated from the e-voting system provided by the Central Depository Services Limited (CDSL), the authorised agency engaged by the Company for providing remote e-voting and e-voting at the AGM facilities at the Annual General Meeting.

In view of the above, I hereby submit my consolidated report on the results of the remote e-voting and e-voting at the Annual General Meeting in respect of the said resolution(s) as under:

Resolution: 1 – ORDINARY BUSINESS – ORDINARY RESOLUTION:

To receive, consider and adopt the Financial Statements of the Company and Report of Directors and Auditors for the year ended 31st March, 2024.

Manner of E-Voting	Votes in Favour of Resolution			Votes against Resolution		
	No. of Members	No. of Votes	% of Votes	No. of Members	No. of Votes	% Of Votes
Remote E-Voting	19	429660	99.88	0	0	0
E-voting at the AGM	2	525	0.12	0	0	0
Total	21	430185	100	0	0	0



**KRA & ASSOCIATES
PRACTICING COMPANY SECRETARIES**

Resolution: 2 – ORDINARY BUSINESS – ORDINARY RESOLUTION:

To appoint a director in place of Mr. E N Rangaswami (DIN: 06463753), who retires by rotation and being eligible, offers himself for re-appointment

Manner of E-Voting	Votes in Favour of Resolution			Votes against Resolution		
	No. of Members	No. of Votes	% of Votes	No. of Members	No. of Votes	% Of Votes
Remote E-Voting	19	429660	99.88	0	0	0
E-voting at the AGM	2	525	0.12	0	0	0
Total	21	430185	100	0	0	0

Resolution: 3 – ORDINARY BUSINESS – ORDINARY RESOLUTION

To appoint Ms DPV Associates Chartered Accountants Chennai as the Statutory Auditor of the Company from FY 2024-25

Manner of E-Voting	Votes in Favour of Resolution			Votes against Resolution		
	No. of Members	No. of Votes	% of Votes	No. of Members	No. of Votes	% Of Votes
Remote E-Voting	18	429654	99.88	1	6	0
E-voting at the AGM	2	525	0.12	0	0	0
Total	20	430179	100	1	6	0

Note: One of the members has voted against the resolution. The percentage of the Total no. of votes is rounded off to '0'.



**KRA & ASSOCIATES
PRACTICING COMPANY SECRETARIES**

Resolution: 4 – SPECIAL BUSINESS – ORDINARY RESOLUTION

To approve the related party transactions of the company with Mercantile Ventures Limited Holding Company

Manner of E-Voting	Votes in Favour of Resolution			Votes against Resolution		
	No. of Eligible Members	No. of Votes	% of Eligible Votes	No. of Members	No. of Votes	% Of Votes
Remote E-Voting	18	81,038	99.36	0	0	0
E-voting at the AGM	2	525	0.63	0	0	0
Total	20	81,563	100	0	0	0

RESULTS:

Based on the aforesaid results, the resolutions from Item No.1 to 4 are considered as passed with simple/requisite majority.

The list of promoters is considered based on the shareholding pattern appearing on the BSE website. Accordingly, The Promoter's Voting is excluded from the eligible votes.

The Outcome of the 74th Annual General Meeting may be declared accordingly based on the voting results as reported herein above.

Countersigned by the
Chairman of the Meeting

**FOR KRA & ASSOCIATES
PRACTICING COMPANY SECRETARIES**


R KANNAN

C.P. No. 3363/ M.No. F6718

PR No: 5562/2024

UDIN: F006718F001270112

Date: 20.09.2024

Place: Chennai

General information about company	
Scrip code	505100
NSE Symbol	NOTLISTED
MSEI Symbol	NOTLISTED
ISIN	INE461Y01016
Name of the company	INDIA RADIATORS LIMITED
Type of meeting	AGM
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	20-09-2024
Start time of the meeting	02:30 PM
End time of the meeting	02:40 PM

Scrutinizer Details	
Name of the Scrutinizer	R KANNAN
Firms Name	KRA & ASSOCIATES
Qualification	CS
Membership Number	6718
Date of Board Meeting in which appointed	02-08-2024
Date of Issuance of Report to the company	20-09-2024

Voting results	
Record date	13-09-2024
Total number of shareholders on record date	4528
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	0
b) Public	0
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	1
b) Public	25
No. of resolution passed in the meeting	4
Disclosure of notes on voting results	

Resolution(1)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To receive, consider and adopt the Audited Financial Statements for the year ended 31 March 2024 and the Reports of Directors and Auditors thereon, as an Ordinary resolution				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes in favour	No. of votes against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	348622	348622	100	348622	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		348622	348622	100	348622	0	100
Public- Institutions	E-Voting	75565	29400	38.9069	29400	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		75565	29400	38.9069	29400	0	100
Public- Non Institutions	E-Voting	475813	52163	10.9629	52163	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		475813	52163	10.9629	52163	0	100
Total		900000	430185	47.7983	430185	0	100	0
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Textual Information(1)	

Text Block	
Textual Information(1)	E-voting includes Venue voting also. E-voting break up - Remote E- Voting - 429660 Venue E- Voting - 525 Total - 430185

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Institutions	
Public - Non Institutions	

Resolution(2)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				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 as an Ordinary resolution				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes in favour	No. of votes against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	348622	348622	100	348622	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		348622	348622	100	348622	0	100
Public- Institutions	E-Voting	75565	29400	38.9069	29400	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		75565	29400	38.9069	29400	0	100
Public- Non Institutions	E-Voting	475813	52163	10.9629	52163	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		475813	52163	10.9629	52163	0	100
Total		900000	430185	47.7983	430185	0	100	0
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Textual Information(1)	

Text Block	
Textual Information(1)	E-voting includes Venue voting also. E-voting break up - Remote E- Voting - 429660 Venue E- Voting - 525 Total - 430185

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Institutions	
Public - Non Institutions	

Resolution(3)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To Appoint M/s DPV & Associates, Chartered Accountants, Chennai, as the Statutory Auditor of the Company from FY 2024-25.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes in favour	No. of votes against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	348622	348622	100	348622	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		348622	348622	100	348622	0	100
Public- Institutions	E-Voting	75565	29400	38.9069	29400	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		75565	29400	38.9069	29400	0	100
Public- Non Institutions	E-Voting	475813	52163	10.9629	52157	6	99.9885	0.0115
	Poll							
	Postal Ballot (if applicable)							
	Total		475813	52163	10.9629	52157	6	99.9885
Total		900000	430185	47.7983	430179	6	99.9986	0.0014
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Textual Information(1)	

Text Block	
Textual Information(1)	E-voting includes Venue voting also. E-voting break up - Remote E- Voting - 429564 Venue E- Voting - 525 Total - 430179

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Institutions	
Public - Non Institutions	

Resolution(4)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				To approve the related party transactions of the Company with Mercantile Ventures Limited (Holding Company)				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes in favour	No. of votes against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	348622	348622	100	348622	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		348622	348622	100	348622	0	100
Public- Institutions	E-Voting	75565	29400	38.9069	29400	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		75565	29400	38.9069	29400	0	100
Public- Non Institutions	E-Voting	475813	52163	10.9629	52163	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		475813	52163	10.9629	52163	0	100
Total		900000	430185	47.7983	430185	0	100	0
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Textual Information(1)	

Text Block	
Textual Information(1)	Votes in favour of Resolution includes the Invalid votes. Invalid votes are shown separately in the table 'Details of Invalid Votes'. E-voting includes Venue voting also. E-voting break up: Remote E- Voting - 81038 Venue E- Voting - 525 Total - 81563

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Institutions	
Public - Non Institutions	