

**Compliance Report as per Regulation 27(2) of Listing Regulations, 2015**

1. Name of the Listed Entity: **India Radiators Limited**
2. Quarter ending: **31 March 2017**

**I. Composition of Board of Directors**

Title (Mr. / Ms)	Name of the Director	PAN	DIN	Category (Chairperson/ Executive/Non-executive /Independent/Nominee)	Date of Appointment in the current term	Tenure	No of Directorship in listed entities including this listed entity (As per Regulation 25(1) of Listing Regulations)	Number of memberships in Committee(s) including this listed entity (As per Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	T Govindarajan	AACPG8402E	02603986	Non- executive Independent Director	29-05-2015	5 years with effect from 29.05. 2015	One	Two	-
Mr.	B Narendran	AAAPPN0488E	01159394	Non- executive Independent Director	29-05-2015	5 years with effect from 29.05. 2015	Six	Ten	Five
Mr.	E N Rangaswami	AAJPR6852N	06463753	Non-Executive - Non Independent Director	28-05-2014	-	Two	Three	One
Ms.	Rita Chandrasekar	AAAPR5361F	03013549	Non- executive Independent Director	29-05-2015	5 years with effect from 29.05. 2015	Two	Two	One
Mr.	K Nadasundaram	AADPN5591L	02135505	Executive Director	13-11-2015	-	One	-	-

**II. Composition of Committees**

Name of Committee	Name of Committee members	Category(Chairperson/ Executive/ Independent)
1. Audit Committee	Ms.Rita Chandrasekar Mr. T Govindarajan Mr. B Narendran Mr. E N Rangaswami	Chairperson – Non-Executive - Independent Director Non-Executive - Independent Director Non-Executive - Independent Director Non-Executive - Non Independent Director
2. Nomination & Remuneration Committee	Mr. B Narendran Mr. T Govindarajan Ms. E N Rangaswami Mr. Rita Chandrasekar	Chairperson – Non-Executive - Independent Director Non-Executive - Independent Director Non-Executive - Non Independent Director Non-Executive - Independent Director
3. Stakeholders Relationship Committee	Mr. E N Rangaswami Mr. K Nadasundaram Ms. Rita Chandrasekar	Chairperson –Non-Executive - Non Independent Director Executive Director Non-Executive - Independent Director

**III. Meeting of Board of Directors**

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive meetings (in number of days)
10-Nov-16	03-Feb-17	84

**IV. Meeting of Committees**

<b>Audit Committee</b>			
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings (in number of days)
03-Feb-17	Yes	10-Nov-16	84

**V. Related Party Transactions**

<i>Subject</i>	<b>Compliance status (Yes/No/NA)</b>
Whether prior approval of audit committee obtained	<b>NA</b>
Whether shareholder approval obtained for material RPT	<b>NA</b>
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	<b>NA</b>

**VI. Affirmations**

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 - <b>Yes</b>
2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015
a. Audit Committee - <b>Yes</b>
b. Nomination & remuneration committee - <b>Yes</b>
c. Stakeholders relationship committee - <b>Yes</b>
d. Risk management committee - <b>NA</b>
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - <b>Yes</b>
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - <b>Yes</b>
<b>for India Radiators Limited</b>
<b>Date: 10-04-2017</b>
<b>Place: Chennai</b>
<b>K Nadasundaram</b> <b>Whole time Director</b>

## ANNEXURE II

Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of Listing Regulations			
Item	Compliance status (Yes/No/NA)	If status is "No" details of non- compliance may be given here	Web address
Details of business	Yes		www.indiaradiators.com
Terms and conditions of appointment of independent directors	Yes		www.indiaradiators.com
Composition of various committees of board of directors	Yes		www.indiaradiators.com
Code of conduct of board of directors and senior management personnel	Yes		www.indiaradiators.com
Details of establishment of vigil mechanism/ Whistle Blower policy	NA		
Criteria of making payments to non-executive directors	Yes		www.indiaradiators.com
Policy on dealing with related party transactions	NA		
Policy for determining 'material' subsidiaries	NA		
Details of familiarization programmes imparted to independent directors	NA		
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		www.indiaradiators.com
email address for grievance redressal and other relevant details	Yes		www.indiaradiators.com
Financial results	Yes		www.indiaradiators.com
Shareholding pattern	Yes		www.indiaradiators.com
Details of agreements entered into with the media companies and/or their associates	NA		
New name and the old name of the listed entity	NA		
II Annual Affirmations			
Particulars	Regulation Number	Compliance status (Yes/No/NA) refer note below	If status is "No" details of non- compliance may be given here
Independent director(s) have been appointed in terms of specified criteria of	16(1)(b) & 25(6)	Yes	
Board composition	17(1)	Yes	
Meeting of Board of directors	17(2)	Yes	
Review of Compliance Reports	17(3)	Yes	
Plans for orderly succession for appointments	17(4)	Yes	
Code of Conduct	17(5)	Yes	
Fees/compensation	17(6)	Yes	
Minimum Information	17(7)	Yes	
Compliance Certificate	17(8)	Yes	
Risk Assessment & Management	17(9)	NA	
Performance Evaluation of Independent Directors	17(10)	Yes	
Composition of Audit Committee	18(1)	Yes	
Meeting of Audit Committee	18(2)	Yes	
Composition of nomination & remuneration committee	19(1) & (2)	Yes	
Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes	
Composition and role of risk management committee	21(1),(2),(3),(4)	NA	
Vigil Mechanism	22	NA	
Policy for related party Transaction	23(1),(5),(6),(7) & (8)	NA	
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	NA	
Approval for material related party transactions	23(4)	NA	
Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	NA	
Maximum Directorship & Tenure	25(1) & (2)	Yes	
Meeting of independent directors	25(3) & (4)	Yes	
Familiarization of independent directors	25(7)	NA	
Memberships in Committees	26(1)	Yes	
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
Disclosure of Shareholding by Non- Executive Directors	26(4)	Yes	
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
III Affirmations:			
The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied. - <b>Yes</b>			
<b>for India Radiators Limited</b>			
<b>K Nadasundaram</b>			
<b>Whole-time Director</b>			

**ANNEXURE III**

**Format to be submitted by listed entity at the end of 6 months after end of financial year along-with second quarter report of next financial year**

<b>I Affirmations</b>			
<b>Broad heading</b>	<b>Regulation Number</b>	<b>Compliance status (Yes/No/NA)</b> <small>refer note below</small>	If status is "No" details of non-compliance may be given here
<i>Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website</i>	46(2)	Yes	
<i>Presence of Chairperson of Audit Committee at the Annual General Meeting</i>	18(1)(d)	Yes	
<i>Presence of Chairperson of the nomination and remuneration committee at the annual general meeting</i>	19(3)	Yes	
<i>Whether "Corporate Governance Report" disclosed in Annual Report</i>	34(3) read with para C of Schedule V	Yes	
<b>Note</b> 1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated. 2 If status is "No" details of non-compliance may be given here. 3 If the Listed Entity would like to provide any other information the same may be indicated here.			
<b>K Nadasundaram</b>			
<b>Whole Time Director</b>			