

# INDIA RADIATORS LIMITED

CIN L27209TN1949PLC000963

Registered Office: South India House, 36-40, Armenian Street, Chennai – 600 001.

## NOTICE OF THE ANNUAL GENERAL MEETING

Notice is hereby given that the Sixty Eighth Annual General Meeting of **INDIA RADIATORS LIMITED** will be held on **Tuesday the 07 August 2018 at 10.30 AM** at **ICSA Programme Centre, Jivana Jyothi Building, No.107, Pantheon Road, Egmore, Chennai -600008** to transact the following business.

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Financial Statements for the year ended 31 March 2018 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 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 and presented to the meeting be and are hereby considered and adopted.”

2. To appoint a Director in place of Mr. K Nadasundaram (DIN: **02135505**), 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. K Nadasundaram (DIN: **02135505**), Whole Time Director who retires by rotation and being eligible, offers himself for re-appointment, be and is hereby re-appointed as a director of the Company.”

### SPECIAL BUSINESS:

3. To consider and, if thought fit, to pass with or without modifications(s) the following resolutions as an **Special Resolution**:

**RESOLVED FURTHER THAT** pursuant to Sections 196 and 197 read in conjunction with the Schedule V, and other applicable provisions, if any, of the Companies Act, 2013 the Company hereby accords its consent and approval for the reappointment of Mr. K Nadasundaram (DIN: 02135505) as Whole-time Director of the Company for a period of one year from 13 November 2017 to 12 November 2018 on the following terms and conditions and notwithstanding that he has attained the age of 70 years.

- i. Basic Salary at the rate of Rs. 25,000 (Rupees twenty five thousand only) per month.
- ii. Leave on full pay and allowance, as per the rules of the Company, but not more than one month's leave for eleven months of service. However, leave accumulated but not availed will not be allowed to be encashed.
- iii. No Sitting Fees shall be paid to the WTD for attending meeting of the Board of Directors or any Committee of the Board.
- iv. Reimbursement of expenses incurred for travelling, boarding and lodging including for his attendant(s) during business trips; provision of car for use on the Company's business; shall be reimbursed and not considered as perquisites.
- v. In the event of inadequacy or absence of profits during the term of the Agreement, the Whole-time director shall be entitled to the aforesaid remuneration as Minimum Remuneration and the same subject to the provisions of the applicable laws and approval of the Central Government or such other approvals as may be required under the relevant laws.

**RESOLVED FURTHER THAT** the Board, including any Committee thereof, be and is hereby authorised to do and perform all such acts, deeds, matters and things as may be considered necessary to give effect to the aforesaid resolution.”

4. Approval of limits for the Loans, Guarantees and Investment by the Company as per Section 186 of the Companies Act, 2013

To consider and, if thought fit, to pass with or without modifications(s) the following resolution as an **Special Resolution**:

**RESOLVED THAT** pursuant to the provisions of Section 186 and any other applicable provisions of the Companies Act, 2013 (“the Act”) and rules made there under (including any statutory modification(s) thereof for the time being in force), consent of the members of the Company be and is hereby accorded to the Board to (a) give any loan to any person (s) or other body corporate (s); (b) give any guarantee or provide security in connection with a loan to any body corporate (s) or person (s); and (c) acquire by way of subscription, purchase or otherwise, securities of any other body corporate; from time to time in one or more tranches as the Board of Directors in their absolute discretion deem fit for an amount not exceeding Rs. 25 crore (Rupees Twenty Five Crores only) outstanding at any time notwithstanding that such investments, outstanding loans given or to be given and guarantees and security provided are in excess of sixty percent of the paid up share capital, free reserves and securities premium account or one hundred percent of its free reserves and securities premium account, whichever is more.

**RESOLVED FURTHER THAT for the purpose of giving effect to the above**, the Board of Directors of the Company and/or any person authorized by the Board from time to time be and is hereby empowered and authorized to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and

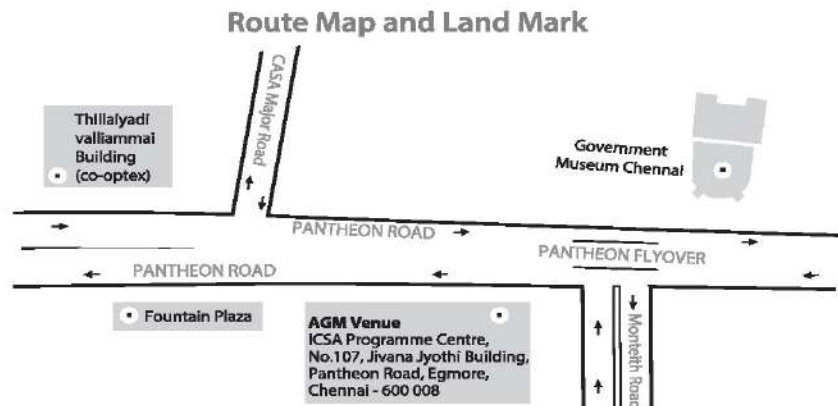
to sign and to execute deeds, applications , documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds , matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.

By Order of the Board  
For India Radiators Limited

Place : Chennai

Date : 18 May 2018

**K NADANASUNDARAM**  
(DIN: 02135505)  
Whole-time Director



**NOTES:**

1. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself and such proxy need not be a member. A blank form of proxy is enclosed, which, if used, should be deposited at the Registered Office of the Company not less than 48 hours before the meeting.
2. The Register of Members and the Transfer Books will remain closed from **31 July 2018 to 07 August 2018 both days inclusive**.
3. Members are requested to bring their copies of Annual Report.
4. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration ) Rules, 2014 as amended and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide the members facility to cast their vote electronically on all resolutions set forth in this Notice through remote e-voting services provided by Central Depository Services (India) Limited(CDSL).
5. The Company has appointed Mr. R Kannan, Practising Company Secretary as the scrutinizer for E-voting
6. A person who has participated in e-voting is not debarred from participating in the meeting physically though he shall not be able to vote in the meeting again and his earlier vote cast electronically shall be treated as final. In terms of the provisions of Section 107 read with Section 109, there will be no voting by show of hands at the meeting and hence the provisions relating to demand for poll by the Members is irrelevant. The Chairman of the meeting will regulate the meeting and voting on the resolutions in accordance with the provisions of the Act and the applicable Rules.
7. The share holding of the Members will be reckoned as on the date of **30 July 2018** for the purpose of E-voting.
8. As per SEBI directive, submission of self attested PAN copy of transferee/ legal heir including joint holders, if any is mandatory for registration of transfer / transmission / transposition of shares. Hence the respective transferee/ legal heir including joint holders are requested to attach their self attested PAN copy to Company/RTA while lodging the documents for registration
9. Members those who hold share(s) in physical form are requested to notify immediately any change in their address to the Company/ RTA.
10. Shareholders are aware that, the Ministry of Corporate Affairs has allowed Companies to send Notices for meetings and other shareholders correspondences in electronic form. Hence the Shareholders are requested to register their E-mail ID's with the Registrars of the Company by submitting EARF( E-mail address Registration Form).

**EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**  
**Item No 3**

**BRIEF PROFILE OF DIRECTOR SEEKING REAPPOINTMENT**

**Mr. K Nadasundaram** (DIN: 02135505), who was appointed as a Whole Time Director (WTD) of the company with effect from 13 November 2017 by the Board of Directors of the Company pursuant to Section 161(1) of the Companies Act, 2013, subject to approval of the Members. Hence, his re-appointment needs to be approved by a special resolution passed by the members of the Company, as he has attained the age of 70 years.

1. Background details

He is an Engineering Graduate (Mechanical) and has over 40 years of vast experience in the field of Factory Management, Industrial Engineering and Business Administration and considering his long association with the Company, in the opinion of the board, he is suitable for the said position.

He is not holding directorship in any other company.

2. Past Remuneration

Rs. 25,000/- (Rupees Twenty five thousand only) per month.

3. Job profile and 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 personnel

4. Remuneration proposed to the Appointee

The remuneration proposed to be paid to Mr. K Nadasundaram has been approved by the Nomination and Remuneration committee and the Board of Directors at its meeting held on 07 November 2017.

5. Comparative remuneration profile with respect of industry, size of the Company, profile of the position and person

The proposed remuneration is reasonable with respect to the industry, size of the Company and job profile of the proposed appointee.

6. Pecuniary relationship, directly or indirectly, with the Company / relationship with managerial personnel, if any

Mr. K Nadasundaram has no pecuniary relationship directly or indirectly, with the Company (except to the extent of the remuneration received / receivable by him from the Company).

The Board recommends the adoption of this Resolution as a Special Resolution. None of the Directors of your Company is concerned or interested in this resolution other than Mr. K Nadasundaram, Director.

**Item No. 4**

Approval for the limits for the Loans, Guarantees and Investment by the Company as per Section 186 of the Companies Act, 2013.

As per the provisions of section 186 of the Companies Act, 2013, the Company can invest in the securities of other bodies corporate, give loans, guarantees and provide securities for any loan facility to the extent of sixty percent of the paid up share capital, free reserves and securities premium account or one hundred percent of its free reserves and securities premium account, whichever is more with the approval of Board of Directors. However where the aggregate of investments, loans, guarantees given and securities provided exceeds the aforesaid limits, prior approval of the shareholders is required by way of a Special Resolution.

The company is in the process of taking actions for settling the dues and realign the assets. Once these are completed, the company may be required to deploy the funds appropriately. Since the networth of the Company is already eroded the limits prescribed under the act may not be sufficient to deploy the funds. The Audit Committee has duly considered and recommended to the Board for approval. Therefore it was proposed to seek the approval of the members for the Board to give loans, provide guarantee or security or acquire securities of body corporates upto 25 crores.

Accordingly, the Board of Directors of the Company seek approval of shareholders by way of special resolution to authorize the Board to make (a) give any loan to any person (s) or other body corporate (s); (b) give any guarantee or provide security in connection with a loan to any body corporate (s) or person (s); and (c) acquire by way of subscription, purchase or otherwise, securities of any other body corporate; from time to time in one or more tranches for an amount not exceeding Rs 25 crore (Rupees Twenty Crore Only) outstanding at any time. The Directors recommend for the approval of members by way of a Special Resolution.

None of the Directors/ Key Managerial Personnel of the company/ their relatives are in any way concerned or interested, financially or otherwise, in the resolution set out at Item No 4 of the notice.

By Order of the Board  
For India Radiators Limited

**K NADANASUNDARAM**

(DIN: 02135505)

Whole-time Director

Place : Chennai

Date : 18 May 2018

**The instructions for shareholders voting electronically are as under:**

1. The voting period begins on **04 August 2018 , 9.00 am** and ends on **06 August 2018 5.00 pm**. During this period shareholders of the Company to whom notice of the AGM have been despatched electronically or physically by registered post or courier, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
2. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
3. The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
  - i. Click on Shareholders.
  - ii. Now Enter your User ID
  - iii. For CDSL: 16 digits beneficiary ID,
  - iv. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - v. Members holding shares in Physical Form should enter Folio Number registered with the Company.
  - vi. Next enter the Image Verification as displayed and Click on Login.
  - vii. 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 voting of any company, then your existing password is to be used.
  - viii. If you are a first time user follow the steps given below:

PAN	10 digit PAN issued by the Income Tax Department, if the same has been registered with the DP or as the case may be with the Company.  For Members who have not registered their PAN, the first two letters of their name followed by the eight digits Serial Number printed on the address slip shall be entered in the PAN Field.
*Date of Birth	Date of Birth as registered with the DP or as the case may be with the Company in DD/MM/YYYY format.
*Bank Details	Enter the Bank details as recorded in your demat account are in the Company records for the said demat account are folio

- ix. Click Submit for further processing. If the password entered is incorrect, system will not allow the login and you will have to repeat the process under (e) above until the proper password is entered.
  - x. Members holding shares in physical form will be directed to the "Company Selection" menu.
  - xi. Members holding shares in demat form and participating in e-voting through [www.evotingindia.com](http://www.evotingindia.com) for the first time will be required mandatorily to create their own password to proceed with the e-voting process. The new password shall be used by them for any future e-voting on CDSL Platform. After completion of the new password creation, they will be directed to the Company Selection Menu.
  - xii. Click on the EVSN for India Radiators Limited and you will be directed to the E-Voting Screen.
  - xiii. The Description of the Resolutions as set out in the Notice of the Meeting and the voting options "YES/NO" will be displayed for each of the resolutions on this Screen for voting.
  - xiv. Click on the "Resolutions File Link" if you wish to view the full description of the resolutions.
  - xv. Select the option YES or NO for each of the Item as desired by you. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
  - xvi. After selection, click on SUBMIT and a confirmation box will be displayed. If you wish to confirm and complete the voting press OK, else press CANCEL to change your vote.
  - xvii. Once you CONFIRM your vote on the resolution, you will not be allowed to modify your vote.
  - xviii. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
4. Voting through electronic means would be on the basis of proportion of shares held by the member viz., on "one-share one-vote" basis.
  5. For any queries or issues regarding e-voting, please refer to the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.co.in](http://www.evotingindia.co.in) under help section or write an email to [helpdesk.evoting@cDSLindia.com](mailto:helpdesk.evoting@cDSLindia.com)