

# INDIA RADIATORS LIMITED

CIN L27209TN1949PLC000963

Registered Office: No.88, Mount Road, Guindy, Chennai-600032

## NOTICE OF THE ANNUAL GENERAL MEETING

Notice is hereby given that the Sixty Ninth Annual General Meeting of **INDIA RADIATORS LIMITED** will be held on **Monday the 05 August 2019 at 10.00 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 Audited Financial Statements for the year ended 31 March 2019 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, and the 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. 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), 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.

- 3. To re-appoint M/s.Venkatesh & Co, the statutory auditors of the company who retire at this meeting and being eligible, offer themselves for re-appointment by passing the following as an Ordinary Resolution:**

**RESOLVED THAT** pursuant to Section 139 and other applicable provisions, if any of the Companies Act 2013, the retiring Auditors of the company, M/s Venkatesh & Co., Chartered Accountants, Chennai (ICAI Registration No. 004636S), being eligible for reappointment, be and are hereby re-appointed as Auditors of the company, to hold office till the conclusion of the Seventy Fourth Annual General Meeting of the company to be held in the year 2024, on a remuneration of Rs. 50,000/- per annum.

### SPECIAL BUSINESS:

- 4. To consider and, if thought fit, to pass with or without modifications(s) the following resolutions as a Special Resolution: to re-appoint Mr. K Nadasundaram (DIN: 02135505 ), as a Whole Time Director**

**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 2018 to 12 November 2019 on the following terms and conditions and notwithstanding that he has attained the age of 70 years.

- Basic Salary at the rate of Rs. 25,000 (Rupees twenty five thousand only) per month.
  - 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.
  - No Sitting Fees shall be paid to the Whole Time Director for attending meeting of the Board of Directors or any Committee of the Board.
  - 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.
  - 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.
- 5. To consider and, if thought fit, to pass with or without modifications(s) the following resolutions as a Special Resolution for Re-appointment of Mr. B Narendran (DIN 01159394) as an Independent Director of the Company and his continuation as a Director after attaining the age of 75 years.**

**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and 160 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies(Appointment and Qualification of Directors) Rules,2014 and the Regulations 16(1)(b), 17 and 17(1A) and other applicable provisions of the Securities and Exchange Board of India(Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force),the re-appointment of Mr. B.Narendran (DIN: 01159394) as an Independent Director of the Company and to hold office for a second term of 5(five) years from 29 May 2020, be and is hereby approved during which term he will be attaining the age of 75 years.

**6. To consider and, if thought fit, to pass with or without modifications(s) the following resolutions as a Special Resolution for Re-appointment of Mr. T Govindarajan (DIN 02603986) as an Independent Director of the Company.**

**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and 160 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies(Appointment and Qualification of Directors) Rules,2014 and the applicable provisions of the Securities and Exchange Board of India(Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. T Govindarajan (DIN 02603986) who was appointed as an Independent Director be and is hereby re-appointed as an Independent Director of the Company, for a second term of 5 (five) years from 29 May 2020.

**7. To consider and, if thought fit, to pass with or without modifications(s) the following resolutions as a Special Resolution for Re-appointment of Ms. Rita Chandrasekar (DIN 03013549) as an Independent Director of the Company.**

**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and 160 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies(Appointment and Qualification of Directors) Rules,2014 and the applicable provisions of the Securities and Exchange Board of India(Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Ms. Rita Chandrasekar(DIN:03013549) who was appointed as an Independent Director be and is hereby re-appointed as an Independent Director of the Company, for a second term of 5 (five) years from 29 May 2020.

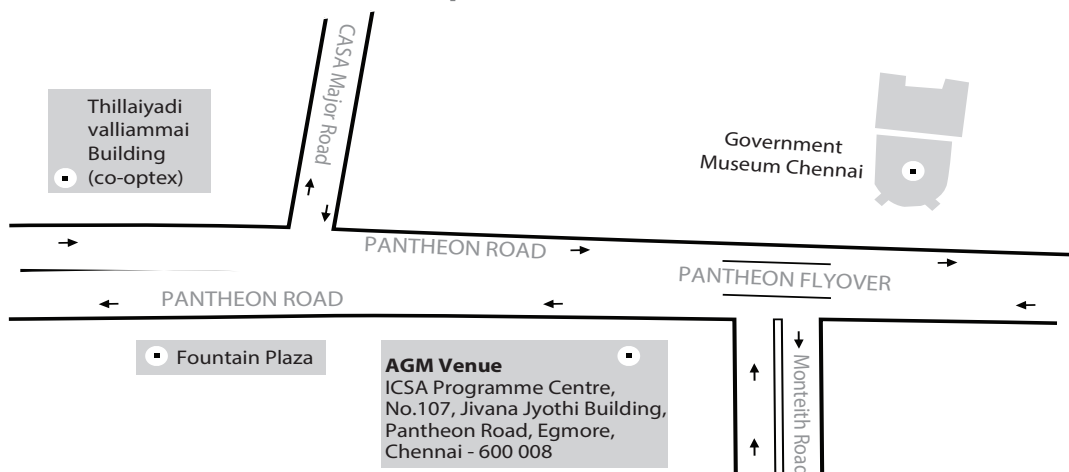
By Order of the Board  
For **India Radiators Limited**

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

Place : Chennai

Date : 24 May 2019

## Route Map and Land Mark



**NOTES:**

1. Explanatory statement as required under section 102(1) of the companies act, 2013 is annexed setting out the details relating to the ordinary and special business of the meeting.
2. 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 person can act as a proxy on behalf of not more than fifty (50) Members and holding in aggregate not more than ten percent (10%) of the total Share Capital of the Company. Members holding more than ten percent of the total Share Capital of the Company may appoint a single person as proxy, who shall not act as a proxy for any other Member. The instrument appointing Proxy as per the format included in the Annual Report which should be returned to the Registered Office of the Company not less than FORTY-EIGHT HOURS (48 hours) before the time for holding the Meeting. A Proxy Form is annexed to this Notice. Members may please note that a Proxy does not have the right to speak at the Meeting and can vote only on a poll. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution/ authority, as applicable
3. The Register of Members and the Transfer Books will remain closed from 30 July 2019 to 05 August 2019 both days inclusive.
4. Members are requested to bring their copies of Annual Report.
5. 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).
6. The Company has appointed Mr. R Kannan, Practising Company Secretary as the scrutinizer for E-voting
7. 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.
8. The share holding of the Members will be reckoned as on the date of 29 July 2019 for the purpose of E-voting.
9. As per SEBI directive, submission of self attested PAN copy of transferee/ legal heir including joint holders, if any is mandatory for registration of transmission/transposition of shares. Hence the respective legal heir including joint holders are requested to attach their self attested PAN copy to Company/RTA while lodging the documents for registration
10. Members those who hold share(s) in physical form are requested to notify immediately any change in their address to the Company/ RTA.
11. 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-mailID's with the Registrars of the Company by submitting EARF( E-mail address Registration Form).
12. 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.

**EXPLANATORY STATEMENT REQUIRED UNDER SECTION 102(1) OF THE COMPANIES ACT, 2013****ITEM NO 3.**

The Auditors M/s.Venkatesh & Co are the existing auditors of the company and their first 5 year term expires on 31.03.2019. Their earlier remuneration was Rs.50,000/p.a. for their first term.

The retiring auditors are being considered for re- appointment for their second term of 5 years from 70th annual general meeting to 74th annual general meeting at a remuneration of Rs.50,000/p.a to be ratified at every forthcoming annual general meeting.

**ITEM NO. 4**

Mr. K Nadasundaram (DIN: 02135505), who was appointed as a Whole Time Director (WTD) of the company for a period of one year from 13 November 2018 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.

Detail of the appointee is provided below.

**Information required under Section II, Part II of Schedule V of the Companies Act, 2013 and Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

<b>I. General Information:</b>														
(1).	Nature of industry	Automobile parts												
(2).	Date or expected date of commencement of commercial production	The company was incorporated on 05/01/1949 and commenced its operation.												
(3).	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable												
(4).	Financial performance based on given indicators	(In Rupees) <table border="1"> <thead> <tr> <th>F.Year</th> <th>Revenue from Operation</th> <th>Profit after Tax</th> </tr> </thead> <tbody> <tr> <td>2015-16</td> <td>5,43,036</td> <td>(83,78,094)</td> </tr> <tr> <td>2016-17</td> <td>3,61,900</td> <td>(41,57,989)</td> </tr> <tr> <td>2017-18</td> <td>2,47,072</td> <td>(92,98,212)</td> </tr> </tbody> </table>	F.Year	Revenue from Operation	Profit after Tax	2015-16	5,43,036	(83,78,094)	2016-17	3,61,900	(41,57,989)	2017-18	2,47,072	(92,98,212)
F.Year	Revenue from Operation	Profit after Tax												
2015-16	5,43,036	(83,78,094)												
2016-17	3,61,900	(41,57,989)												
2017-18	2,47,072	(92,98,212)												
(5).	Export performance and net foreign Exchange collaborations.	None.												
(6).	Foreign investments or collaborators, if any.	Nil												
<b>II. Information about the appointee:</b>														
	Name of the Director	Mr.K.Nadanasundaram												
(1).	Background details.	Mr.K.Nadanasundaram is a Engineering Graduate (Mechanical) and has over 60 years of vast experience in the field of Factory Management, Industrial Engineering and Business Administration.												
(2).	Past remuneration.	Rs. 3 Lakhs per annum.												
(3).	Recognition or awards.	None												
(4).	Job profile and his suitability.	The Whole Time Director 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 Whole Time Director shall adhere to the Company's Code of Business Conduct and Ethics for Directors and Management personnel												
(5).	Remuneration proposed.	Rs.3 Lakhs per annum as decided by the Nomination and Remuneration Committee meeting.												
(6).	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	The Company has limited operations. Secondary data on managerial remuneration for equivalent positions is not readily available However considering current state of competition across the industry, the remuneration offered to the whole time director is fully in line with the responsibilities shouldered.												
(7).	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personal, if any	Nil												

<b>III. Other information:</b>		
(1).	Reasons of loss or inadequate profits	The Company is presently carrying out only limited job work at Pondicherry unit and has no operations currently at Chennai, hence the Company has reported a loss.
(2).	Steps taken or proposed to be taken for improvement	The Company has to settle the labour dues before reviving the operations. Discussions with the labour union are being held to settle the labour dues at the earliest.
(3).	Expected increase in productivity and profits in measurable terms.	These details can be given only after revival of the operations.
<b>IV. Disclosures – Provided in Corporate Governance Report</b>		
	Names of listed entities in which the person also holds the directorship and the membership of Committees of the board;	<b>Directorships in the following companies:</b> NIL
	Shareholding of non-executive directors.	Nil

#### **Inspection of Documents**

All related documents are available for inspection by the Members at the Registered office of the Company on any working day between 11.00 am to 1.00 pm upto the date of this 69th Annual General Meeting.

#### **Disclosure of Interest:**

None of the Directors/Key Managerial Personnel of your Company is concerned or interested in this resolution other than Mr. K Nadasundaram, Director.

The Board recommends the aforesaid resolution for the approval of the members by way of a Special Resolution.

#### **Item No. 5, 6 & 7:-**

Mr. B. Narendran, Mr. T. Govindarajan and Ms. Rita Chandrasekar were appointed as Independent Directors on the Board of the Company pursuant to the provisions of Section 149 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014. They hold office as Independent Directors of the Company up to 28 May 2020 ("first term" in line with the explanation to Sections 149(10) and 149(11) of the Act).

As per the provisions of Section 149 of the Companies Act, 2013, an Independent Director shall hold office for a term upto five consecutive years on the Board of a Company but shall be eligible for re-appointment, for another term of up to five years, on passing of a special resolution by shareholders. The Company has received intimation in Form DIR-8 from Mr. B. Narendran, Mr. T. Govindarajan and Ms. Rita Chandrasekar that, they are not disqualified from being re-appointed as Independent Directors, in terms of Section 164 of the Act, declaration that they meet with criteria of independence as prescribed under Section 149 (6) of the Companies Act, 2013 & Regulation 16(1)(b) of SEBI Listing Regulations and their consent to continue as Independent Directors.

The Nomination and Remuneration Committee of the Board of Directors on the basis of the report of performance evaluation of Independent Directors, considers that, given their background, experience and contributions made by them during their tenure, the continued association of Mr. B. Narendran, Mr. T. Govindarajan and Ms. Rita Chandrasekar would be beneficial to the Company and it is desirable to continue to avail their services as Independent Directors.

Accordingly, it is proposed to re-appoint Mr. B. Narendran, Mr. T. Govindarajan and Ms. Rita Chandrasekar as Independent Directors of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years on the Board of the Company from 29 May 2020.

Requisite Notice from a member under Section 160 of the Companies Act, 2013 ('the Act') proposing the re-appointment of Mr. B. Narendran, Mr. T. Govindarajan and Ms. Rita Chandrasekar has been received by the Company, and consent has been filed by Mr. B. Narendran, Mr. T. Govindarajan and Ms. Rita Chandrasekar pursuant to Section 152 of the Act.

The copy of draft letters of appointment of Mr. B. Narendran, Mr. T. Govindarajan and Ms. Rita Chandrasekar setting out the terms and conditions of appointment are available for inspection by the members at the registered office of the Company.

As the Members are aware, pursuant to the Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "the Listing Regulations"), effective from April 1, 2019, no listed entity shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of seventy five (75) years unless a special resolution is passed to that effect and the explanatory statement annexed to the notice proposing such

appointment or continuation specifies the justification for such appointment or continuation, as the case may be.

The Nomination and Remuneration Committee of the Board of Directors, on the basis of the report of performance evaluation of Independent Directors, has recommended the continuation of Mr. B Narendran as Independent Director after his attaining the age of 75 years on 22 June 2020.

Based on the recommendations made by the Nomination and Remuneration Committee, the Board of Directors at its meeting held on 24 May, 2019, has unanimously approved the continuation of directorships of Mr. B. Narendran after his attaining the age of 75 years on 22 June 2020 till the date of expiry of his second term of office.

In the opinion of the Board, Mr. B. Narendran, Mr. T. Govindarajan and Ms. Rita Chandrasekar have fulfilled the conditions for appointment as Independent Directors as specified in the Act and SEBI Regulations. Details of Directors Profiles and justification for continuation of the directorship pursuant to the provisions of

(i) the Regulation 36 of SEBI LODR and

(ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India whose re-appointment as Independent Directors is proposed at Item Nos. 5,6 & 7 are provided below.

#### **BRIEF PROFILE OF DIRECTORS SEEKING APPOINTMENT**

**Profile and justification for continuation of the directorship of Mr. B.Narendran is stated below:**

##### **Mr.B.Narendran**

Mr. B Narendran, is a Chemical Engineer and a Master's Graduate from USA in Transportation, had worked as professional for more than 3 decades in MAC Group of companies as well as consultant to Shell Inc. Houston, Rite-Aid Pharmacy, Detroit and State Highways Administration, Baltimore, USA.

Mr. B. Narendran is also the Honorary Consul, Office of the Honorary Consulate, and Republic of Philippines in Chennai.

Details of other directorships and memberships/chairmanships of committees are given below:

<b>Sl. No</b>	<b>Name of the Company</b>	<b>Committee Membership/ Chairmanship</b>
1.	Southern Petrochemical Industries Corporation Ltd	Audit Committee – <b>Member</b> Stakeholders Relationship Committee – <b>Chairman</b> Nomination and Remuneration Committee – <b>Chairman</b> Corporate Social Responsibility Committee – <b>Member</b>
2.	Sicagen India Ltd	Audit Committee – <b>Member</b> Nomination & Remuneration Committee – <b>Member</b>
3.	Greenstar Fertilizers Ltd	Audit Committee – <b>Member</b> Nomination & Remuneration Committee – <b>Chairman</b> Corporate Social responsibility Committee – <b>Member</b>
4.	Tuticorin Alkali Chemicals & Fertilizers Ltd	Audit Committee – <b>Chairman</b> Stakeholders Relationship Committee – <b>Member</b> Nomination & Remuneration Committee – <b>Member</b>
5.	South India House Estates & Properties Ltd	Audit Committee – <b>Chairman</b> Nomination & Remuneration Committee – <b>Member</b>
6.	Mercantile Ventures Limited	Audit Committee – <b>Member</b> Nomination & Remuneration Committee – <b>Chairman</b> Corporate Social Responsibility Committee - <b>Member</b>

#### **Pecuniary relationship, directly or indirectly, with the Company / relationship with managerial personnel:**

Mr. B Narendran has no pecuniary relationship directly or indirectly, with the Company or relationship with any of the managerial personnel of the Company and holds no shares in the company

**Disclosure of Interest**

None of the Directors/Key Managerial Personnel of your Company is concerned or interested in this resolution other than Mr. B. Narendran, Director.

The Board recommends the aforesaid resolution for the approval of the members by way of a Special Resolution.

**Profile and justification for continuation of the directorship of Mr. T.Govindarajan is stated below:****Mr. T. Govindarajan**

Mr. T Govindarajan, aged 63 years, holds a Master's Graduate in Science from Madurai University and is associated with the company for more than a decade. He has over 40 years of experience in the field of manufacturing of automotive radiators and thermostats.

**Other Directorships held**

Other Companies -Nil

Other Committee Membership held – Nil

**Pecuniary relationship, directly or indirectly, with the Company / relationship with managerial personnel:**

Mr. T Govindarajan has no pecuniary relationship directly or indirectly, with the Company or relationship with any of the managerial personnel of the Company and holds no shares in the company

**Disclosure of Interest**

None of the Directors/Key Managerial Personnel of your Company is concerned or interested in this resolution other than Mr. T Govindarajan, Director.

The Board recommends the aforesaid resolution for the approval of the members by way of a Special Resolution.

**Profile and justification for continuation of the directorship of Ms.Rita Chandrasekar is stated below:****Ms. Rita Chandrasekar**

Ms. Rita Chandrasekar aged 64 years and is a partner in a leading Advocate firm since 1984. She and her firm have been retained by several Public Sector Banks, Corporates and multinational companies.

She is the Standing Counsel for the Tamil Nadu Pollution Control Board and Chennai Metro Rail Limited.

**Other Directorships and committees held**

<b>Name of the Company</b>	<b>Name of the Committee</b>
Tuticorin Alkali Chemicals And Fertilizers Limited	Not applicable
Sicagen India Limited	Stakeholders Relationship Committee – <b>Chairperson</b>
Precision Metalform Technologies Private Limited	Not applicable

**Pecuniary relationship, directly or indirectly, with the Company / relationship with managerial personnel:**

Ms. Rita Chandrasekar has no pecuniary relationship directly or indirectly, with the Company or relationship with any of the managerial personnel of the Company and holds no shares in the company

**Disclosure of Interest**

None of the Directors/Key Managerial Personnel of your Company is concerned or interested in this resolution other Ms. Rita Chandrasekar, Director.

The Board recommends the aforesaid resolution for the approval of the members by way of a Special Resolution.

By Order of the Board  
For **India Radiators Limited**

Place : Chennai

Date : 24 May 2019

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

### INSTRUCTIONS FOR EXERCISE OF VOTING RIGHTS BY ELECTRONIC MEANS

1. The voting period begins on **02 August 2019, 9.00 am** and ends on **04 August 2019 5.00 pm**. During this period shareholders 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)