

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

To
BSE Limited
PJ Towers
Dalal Street, Fort,
Mumbai – 400 001.

18 February, 2022

Dear Sir,

Sub: Postal Ballot Notice– Reg

Ref: SCRIP: 505100

This has reference to the letters sent on 11th February, 2022 and 16th February, 2022 regarding the conducting of Postal Ballot through remote e-voting facility pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, ("LODR"). Please find enclosed Postal Ballot Notice despatched to members on 18th February, 2022. Please also find enclosed Memorandum of Association with the proposed amendment duly highlighted.

Kindly take the above into your records.

Yours Faithfully,

For **INDIA RADIATORS LIMITED**


E N RANGASWAMI
WHOLE TIME DIRECTOR
DIN: 06463753



India Radiators Limited

CIN: L27209TN1949PLC000963

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NOTICE OF POSTAL BALLOT

Dear Member(s),

Notice is hereby given that pursuant to the provisions of Section 110 of the Companies Act, 2013 (the “Act”), read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) as amended from time to time, read with the General Circular No. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, General Circular No.22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021, General Circular No. 20/2021 dated December 8, 2021 issued by the Ministry of Corporate Affairs and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable laws, Rules and Regulations, if any, the resolutions appended below are proposed for approval of the members of **INDIA RADIATORS LIMITED** (the “Company”) by way of Special and Ordinary Resolutions through postal ballot by way of voting through electronic means (“remote e-voting”).

Detailed explanatory statement setting out the material facts concerning the resolutions and instructions for e-voting are annexed to the Notice of Postal Ballot/e-voting (the “Notice”).

SPECIAL BUSINESS:

1. To reclassify and Increase the Authorised capital of the company

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

“RESOLVED THAT pursuant to the provisions Section 13, 61 and 64 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof, for the time being in force), and other enabling provisions of the Articles of Association of the Company and subject to such approvals, consents, permissions and sanctions, if any, required from any authority, consent of the members be and is hereby accorded for reclassifying and increasing the Authorized Share Capital of the Company from the existing share capital of Rs. 18,00,00,000/- (Rupees Eighteen

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Crores only) divided into 20,00,000 (Twenty lakhs only) equity shares of Rs.10/- each and 1,60,00,000 (One crore Sixty Lakhs only) 9% Redeemable Cumulative Preference Shares of Rs 10/- each to Rs. 21,00,00,000/- (Rupees Twenty-One Crores only) divided into 10,00,000 (Ten lacs only) Equity Shares of Rs.10/- each and 2,00,00,000 (Two Crores only) Preference Shares of Rs.10/- each”.

“**RESOLVED THAT** the consent of the members be and is hereby accorded, to alter the existing clause V of the Memorandum of Association by substitution thereof with the following:

V. The Authorised share capital of the Company is Rs. 21,00,00,000 /- (Rupees Twenty-One Crores only) divided into be 10,00,000 Equity Shares of Rs.10/- each and 2,00,00,000 Preference Shares of Rs.10/- each .

2. To issue Redeemable Cumulative Preference shares to Mercantile Ventures Limited

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

“**RESOLVED** that pursuant to the provisions of Sections 42, 55 and such other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with the Rules framed there under, as amended from time to time and subject to the Memorandum and the Articles of Association of the Company and the regulations/guidelines, if any, prescribed by any relevant authorities from time to time, to the extent applicable and subject to such other approvals, permissions and sanctions, as may be necessary and subject to such conditions and modifications as may be considered necessary by the Board of Directors (hereinafter referred to as the “Board”) or as may be prescribed or imposed while granting such approvals, permissions and sanctions which may be agreed to by the Board, consent of the members be and is hereby accorded to the Board to offer, issue and allot 88,36,700 7% Redeemable Cumulative Preference shares (RCPS) of the face value of Rs.10/- each to Mercantile Ventures Limited on Private Placement basis on such terms and conditions as set out in the Explanatory Statement annexed to the Notice convening this meeting.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things as may be necessary and incidental for giving effect to this Resolution”

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3. To approve ICDS availed/to be availed from Mercantile Ventures Limited

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

“RESOLVED THAT pursuant to Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, consent of the members of the company be and is hereby accorded to the Board of Directors of the Company (the Board which expression shall also include any Committee thereof) to enter into certain transactions with Mercantile Ventures Limited, holding company and also a related party on such terms and conditions as detailed in the explanatory statement hereto.

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
For INDIA RADIATORS LIMITED
E N RANGASWAMI**

**Sd/-
(DIN: 06463753)**

Place : Chennai

Date 11/02/2022

Whole-time Director

India Radiators Limited

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Notes:

The relevant explanatory statement pursuant to the provisions of Section 102(1) of the Companies Act, 2013 (“the Act”), Secretarial Standard on General Meetings (SS-2), wherever applicable, and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“the SEBI Listing Regulations”) wherever applicable, setting out the material facts and reasons, in respect of item nos. 1 to 3 of this postal ballot notice, is annexed herewith. The instructions/notes printed elsewhere are an integral part of this Notice. Please read the instructions/ notes before exercising the vote.

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No 1

The present Authorised share capital is Rs. 18,00,00,000/- divided into 20,00,000 equity shares of Rs.10/- each and 1,60,00,000 9% Cumulative Redeemable Preference Shares of Rs 10/- each. It is proposed to convert Rs 883.67 Lacs ICDs received from Mercantile Ventures Limited (MVL) , holding company on various dates by issuing 88,36,700 7% Redeemable Cumulative Preference shares of Rs.10/- each to Mercantile Ventures Limited on Private Placement basis.

In order to facilitate issue of additional Redeemable Cumulative Preference shares, it is proposed to reclassify and increase the existing Authorised capital. The aforesaid alteration of the Authorized Share Capital will also require consequential amendment to the Capital Clause V of the Memorandum of Association of the Company.

Pursuant to Sections 13, 61 of the Companies Act, 2013 (‘the Act’), the said reclassification of the Authorised Share Capital and the consequent alteration of Capital Clause of the Memorandum of the Company, requires approval of the Members of the Company by way of Ordinary Resolution. Accordingly, the approval of the Members is sought to reclassify and increase the Authorized Share Capital as well as to consequently alter the Capital Clause V of the Memorandum of Association.

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A draft copy of the modified Memorandum is available for inspection by the Members of the Company electronically, in the website of the company on any working day of the Company, up to the date of the General Meeting.

Accordingly the Board recommends Ordinary Resolution as set out in Item No 1 of the Notice for approval by members.

None of the Directors and/or Key Managerial Personnel of the Company and/or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

Item No 2

It is hereby informed that company had issued 1,06,46,000 9% Redeemable Cumulative Preference Shares of Rs.10/- each to Mercantile Ventures Limited. As the existing tenure of 5 years expires on difference dates in 2022/2023 it is proposed to modify the terms and conditions of Redeemable Cumulative Preference Shares of Rs.10/- each to align with the proposed issue of Redeemable Preference shares as given below:

- i) reduce the coupon rate from the existing 9% to 7% on the Redeemable Cumulative Preference Shares of Rs.10/- each issued to Mercantile Ventures Limited and
- ii) extend the maturity dates of the Redeemable Cumulative Preference Shares by such further periods to align with the proposed issue of preference shares .

Consent of the Preference shareholder for modification of terms of issue under section 48 of the Companies Act 2013 has been obtained. Since there is no change in terms affecting the rights of the Equity shareholders, the approval of shareholders under sec 48 (1) proviso is not required.

Further in order to increase the capital base, the company is proposing to issue 88,36,700 7% Redeemable Cumulative Preference shares (RCPS) of face value of Rs.10/- each on Private Placement basis to Mercantile Ventures Private Limited. The subscription for such issue would be by way of conversion of Inter Corporate Deposits received from Mercantile Ventures Limited, the holding company, on the following terms and conditions:

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- (i) RCPS shall carry a preferential right vis-à-vis Equity Shares of the Company with respect to payment of dividend or repayment of capital;
- (ii) RCPS shall carry a dividend of 7%
- (iii) RCPS shall be non-participating in the surplus funds
- (iv) RCPS shall be non-participating in the surplus assets and profits which may remain after the entire capital has been repaid, on winding up of the Company;
- (v) Holders of RCPS shall be paid dividend on a cumulative basis;
- (vi) RCPS shall not be convertible into equity shares;
- (vii) RCPS shall carry voting rights as per the provisions of Section 47(2) of the Companies Act; and
- (viii) RCPS shall be redeemable at par

Further, as per Section 42 of the Act read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, a company offering or making an invitation to subscribe to securities, including Redeemable Cumulative Preference shares on a preferential basis, is required to obtain the prior approval of the Members by way of a Special Resolution, for each of the offers and invitations.

The terms of the issue of Redeemable Cumulative Preference shares along with a statement of disclosures as required under Rule 14 of Companies (Prospectus & Allotment of Securities) Rules 2014 and Rule 9(3) of the Companies (Share Capital & Debentures) Rules, 2014, are as under:

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Particulars of the offer including date of passing of Board resolution	Issue of 88,36,700 7% Redeemable Cumulative Preference shares of face value of Rs.10/- each to Mercantile Ventures Limited on Private Placement basis amounting to Rs 883.67 lakhs. Board resolution date 02/02/2022
Kinds of securities offered and the price at which security is being offered	7% Redeemable Cumulative Preference shares at a face value of Rs.10/- each.
Basis or justification for the price (including premium) at which the offer or invitation is being made	As the shares are issued and redeemable at par, valuation does not arise.
Name & address of the valuer who performed valuation	Not applicable.
Material terms of raising such securities, terms of redemption including tenure of redemption, manner and mode of redemption, proposed time schedule for issue, contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects, principle terms of assets charged as securities.	Redeemable Cumulative Preference shares shall carry a dividend of 7% per annum on cumulative basis. Redeemable Cumulative Preference shares are redeemable at par at the end of 10 years from out of internal accrual of the company or out of the proceeds of a fresh issue of shares made for the purpose of redemption. Promoters do not intend to make any contribution to the issue. The issue would be closed by allotment of shares through conversion of existing Inter Corporate deposit received from Mercantile Ventures Limited. No asset of the Company is

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	proposed to be given as security.
Objects of the issue	The company has received ICDs from Mercantile Ventures Limited (MVL) holding company. It has been decided to convert a sum of Rs. 883.67 lakhs due to said company by way of ICDs & interest due thereon, into Preference shares by issuing 88,36,700 7% Redeemable Cumulative Preference shares of face value of Rs.10/- each on Private Placement basis.
Manner of issue of shares	Redeemable Cumulative Preferential Shares shall be issued by way of Private Placement
The price at which such shares are proposed to be issued	Rs.10/- per share
The basis on which the price has been arrived at	As the shares are issued and are redeemable at par, valuation does not arise.
Current shareholding pattern of the company	As given below
The expected dilution in equity share capital upon conversion of preference shares	Not Applicable as the issue is only for Redeemable Cumulative Preference shares

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SHAREHOLDING AS ON 31st December 2021 (Face Value : Rs 10)

S.NO	CATEGORY OF MEMBER	NO OF EQUITY SHARES	AMOUNT (IN RS)	PERCENTAGE(%)
1	PROMOTER – INDIAN			
	INDIVIDUALS	3,09,524	30,95,240	34.39
	BODY CORPORATE	14,321	1,43,210	1.59
	PROMOTER – FOREIGN			
	INDIVIDUALS	21,857	2,18,570	2.43
2.	PUBLIC SHAREHOLDING			
	INSTITUTIONS	46,165	4,61,650	5.13
	NON – INSTITUTIONS			
	BODY CORPORATE	91,952	9,19,520	10.22
	INDIVIDUALS	4,13,075	41,30,750	45.90
	HINDU UNDIVIDED FAMILY	5	50	
	NON RESIDENT INDIANS	3,101	31,010	0.34
	TOTAL	9,00,000	90,00,000	100.00

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S.NO	CATEGORY OF MEMBER	NO OF PREFERENCE SHARES	AMOUNT (IN RS)	PERCENTAGE(%)
1	MERCANTILE VENTURES LIMITED (By virtue of voting rights)	1,06,46,000 Redeemable Cumulative Preference Shares of Rs.10/- each	10,64,60,000	92.21%

Mercantile ventures Limited is entitled to 92.21% of voting rights of the Company due to non- payment of dividend on Existing Redeemable Cumulative Preference shares for more than two years and hence has become a Holding Company under sec 2 (87) of the Companies Act 2013.

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 being the whole time director and Mr B Narendran, Independent Director of Mercantile Ventures Limited and Ms Anusha, Company secretary of the company is also the company secretary of the Holding company.

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

Item No 3:

Mercantile ventures Limited is entitled to 92.21% of voting rights of the Company due to non- payment of dividend on Existing Redeemable Cumulative Preference shares for more than two years and hence has become a Holding Company under sec 2 (87) of the Companies Act 2013. Consequently, the transactions entered into with the Holding company requires approval of shareholders for which the details are shared below:

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The name of the related party and nature of relationship; -	Mercantile Ventures Limited holding 92.21% of voting rights. (Holding Company)	
The nature, duration of the contract and particulars of the contract or arrangement	Borrowing money by way of loans, advances or inter corporate deposits including monies already borrowed from Mercantile Ventures Limited as per details given elsewhere. Duration: As per mutually agreed terms	
The material terms of the contract or arrangement including the value, if any; -	Material terms of the contract shall be based on business and market rates and depending on the requirements and would be Arm's length basis.	
Any advance paid or received for the contract or arrangement, if any	Advance granted earlier including ICDs	Rs 903.67 Laks.
	ICDs/ advances proposed to be availed from the holding Company	Rs 300 Laks
The manner of determining the pricing and other commercial terms, both included as part of contract and not considered as part of the contract; -	At arm's length pricing arrangement	
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; and -	Yes	
Any other information relevant or important for the Board to take a decision on the proposed transaction.	At the AGM held on September 2020, approval of shareholders for Related party transactions of Rs.675.13 lacs with Mercantile Ventures Limited for a period of one year. The present outstanding under ICD is Rs.903.67 lacs. Out of the said amount, an amount of Rs. 883.67 lacs is proposed to be converted into Redeemable Cumulative Preference shares. Since the approval granted earlier by the shareholders was only for one year the approval is now sought for the loans already granted as well as fresh advances .	

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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 of the Company is also the Company Secretary 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**

**Sd/-
(DIN: 06463753)**

Place : Chennai

Date : 11/02/2022

Whole-time Director

India Radiators Limited

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NOTES

Due to the outbreak of Covid-19 pandemic, the Ministry of Corporate Affairs (“the MCA”) vide MCA Circulars, has permitted companies to conduct the postal ballot by sending the notice in electronic form only. Accordingly, physical copy of the postal ballot notice along with postal ballot form and pre-paid business reply envelope will not be sent to the members for this postal ballot. The communication of the assent or dissent of the members would take place through the process of remote e-voting only.

In accordance with the MCA Circulars, the members are requested to take note of the following:

- a. Postal ballot notice and the e-voting instructions along with the user ID and password are being sent only by email to those members who have registered their email address with their depository participants (“DPs”) address with their depository participants (“DPs”) or with Cameo Corporate Services Limited, Subramanian Building, 1 Club House Road, Chennai - 600 002, Email: investor@cameoindia.com, Registrars and Share Transfer Agent of the company (“RTA”) and whose names appear in the Register of Members / list of beneficial owners as received from the National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”) (collectively referred to as “Depositories”) as on 16th February, 2022 (“Cut-off Date”).
- b. Members holding shares of the Company in demat form can verify or update their email address and mobile number with their respective DPs. Those shareholders whose email addresses are not registered with the RTA or depositories may use the weblink of the RTA <https://Investors.cameoindia.com> and follow the instructions therein. In case of any difficulty please contact the RTA. Upon registration of the E-mail ID as above, the RTA will provide the login credentials for the E-voting along with the notice of the postal ballot.
- c. The postal ballot notice is available on the websites of the Company and CDSL.

Resolution passed by the members through postal ballot by electronic means shall be deemed to have been passed at a general meeting of the members convened in that behalf on the Closing Date.

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Remote e-voting

In accordance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Regulations) read with SEBI Circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-voting facility provided by listed entities ("the SEBI circular"), and in terms of Section 110 of the Act, and the Rules made thereunder, the Company has engaged Central Depository Services (India) Limited (CDSL) as the agency for facilitating the members to communicate their assent or dissent for the said resolution through Electronic Means.

The detailed procedure for voting through Electronic Means is given in the Annexure.

M/s. B Chandra & Associates, Practicing Company Secretaries, Chennai, has been appointed as the Scrutinizer, for conducting the voting by postal ballot and through electronic means in a fair and transparent manner, by the Whole time director of the company in terms of delegated powers by Board provided at its meeting held on 02/02/2022.

The voting rights of the members shall be in proportion of their shareholding to the total issued and paid up equity share capital of the Company as on the cut-off date i.e. 16th February, 2022.

Members may participate in the voting on the said resolution by casting their votes electronically from Tuesday, 22nd February 2022 (9.00 AM) to Wednesday, 23rd March, 2022 (5.00 PM) by following the procedures as explained in the Notes.

The scrutinizer shall, after conclusion of remote e-voting submit his report to the Chairman of the Company. The results will also be announced by Whole Time Director of the Company, at the registered office of the Company at No 88, Mount Road, Guindy, Chennai - 600 032 on Friday, 25th March, 2022 (within two working days of conclusion of remote e voting process). The results along with the Scrutinizer's report will also be posted on the Company's website www.indiaradiators.com, the website of CDSL and communicated to the Stock Exchanges as required under the relevant law.

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The last date of voting, i.e., Wednesday , 23rd March. 2022 will be taken to be the date of passing of the said special /ordinary resolution(s) by the members of the Company at a meeting convened in that behalf.

In case members have any queries or need any assistance on remote e-voting, may please write to Cameo Corporate Services Limited, Subramanian Building, 1 Club House Road, Chennai - 600 002, Email: investor@cameoindia.com (RTA) or may contact the Company Secretary and Compliance Officer at the registered office of the Company or through e-mail cs@indiaradiators.com.

**By Order of the Board
For INDIA RADIATORS LIMITED
E N RANGASWAMI**

**Sd/-
(DIN: 06463753)**

Place : Chennai

Date : 11/02/2022

Whole-time Director

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THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

- (i) The voting period begins on Tuesday, 22nd February, 2022 (9.00 AM) and ends on Wednesday, 23rd March, 2022 (5.00 PM). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date Wednesday 16th February, 2022 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.

- (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.

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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 CDSL	<ol style="list-style-type: none">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 https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi.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 & 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.3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & 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.

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

<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<ol style="list-style-type: none">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: https://eservices.nsd.com 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 & voting during the meeting.2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ 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 & voting during the meeting.
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Individual Shareholders (holding securities in demat mode) login through their Depository Participants	4) 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 Forget User ID and Forget Password option available at abovementioned website Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL.

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Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

(v) Login method for e-Voting for **shareholders other than individual shareholders holding in Demat form & physical shareholders.**

- 1) The shareholders should log on to the e-voting website 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.

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- 5) If you are holding shares in demat form and had logged on to 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:

	For Shareholders holding shares in Demat Form other than individual and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none">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.
Dividend Bank Details OR Date of Birth (DOB)	<p>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.</p> <ul style="list-style-type: none">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).

(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

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'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 the relevant <Company Name> 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.

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(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) **Facility for Non – Individual Shareholders and Custodians –Remote Voting**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to 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.
- 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 should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- 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 viz; bchandraandassociates@gmail.com and 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.

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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 the company cs@indiaradiators.com or RTA-investor@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 or contact at 022- 23058738 and 022-23058542/43.

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 or call on 022-23058542/43.

**MEMORANDUM
AND
ARTICLES OF ASSOCIATION
OF
INDIA RADIATORS LIMITED**

[DUPLICATE FOR THE FILE.]

No.

6561
1849



B1

Certificate of Incorporation.

I hereby certify

That the " RAYALA CORPORATION (MYSORE) LIMITED "

is this day incorporated under the Mysore Companies Act, XVIII of 1938, and that the Company
is LIMITED.

Fee paid Rupees... One Hundred and Seventy-Eight only.

Given under my hand at Bangalore this... Fifth... day of January

One Thousand Nine Hundred and... Forty-Nine.

K. Srinivas Rao
Registrar of Joint-Stock Companies in Mysore.

Certificate received by

6562
1849

18/1/49

Dated.....

Kolady George
Joseph
Jackson

N.B.—If it is sent by Post, the date of despatch should be stated.

E

567/55-56



Certificate of Incorporation on Change of Name.

[Pursuant to Section 11 (4) and (5) of the ~~Mysore~~ Indian Companies Act, ~~Mysore~~ VII of 1913.]

I hereby certify that the "Royala Corporation (Mysore) Ltd.,"

having, with the sanction of a special resolution of the said Company and with the approval of the ~~Mysore~~ Central Government, signified in Government Order No. 28(13)-CL/51 dated the 21st May 1955,

changed its name, is now called the "India Radiators Limited,"

and that the new name has this day been entered in the register.

Given under my hand at Bangalore, this Thirty First day of May, One Thousand Nine Hundred and Fifty-Five.



R
[Signature]
Registrar of Joint Stock Companies in Mysore

RECEIVED ON 31/5/55



[Signature]
24/6/55
श्री एच कार्ल मार्क्स / C. M. KARL MARX
सहायक, कम्पनी पंजीयक
Asst. Registrar of Companies
तमिलनाडु, चेन्नै / Tamilnadu, Chennai

24.06.2014

**MEMORANDUM OF ASSOCIATION
OF
INDIA RADIATORS LIMITED.**

- I. The name of the Company is **INDIA RADIATORS LIMITED.**
- II. The Registered Office of the Company will be situated in Madras.
- III. The objects for which the Company is established are:—
 1. To acquire and take over the assets and liabilities of the Bangalore Branch of "RAYALA CORPORATION" constituted under an instrument of partnership, dated 15th December, 1943, at Madras.
 2. To carry on the business of manufacturers, importers, exporters and dealers and assemblers, factors builders, letters to hire, repairers, cleaners, stores and warehouses of automobiles, motor-cars, motor lorries, motor buses, motor trucks, motor cycles of all kinds, bicycles, carriages and vehicles of all kinds whether mechanically propelled by steam, oil, gas, petrol, electricity or otherwise or not and machinery, implements, appliances, apparatus, accessories and spare parts, tyres, tubds, paints, petrols, lubricants, cements, solutions, glasses, leathers, cloths, carpets, upholstery materials, steel, aluminium, iron and other metals, storage batteries, dynamoes, motor and all automobile and electrical equipments and all things necessary or accessory to the said company's business.
 3. To carry on the business of motor-car, lorry, truck and bus-body builders, mechanical engineers, metal workers, machinists, smiths, woodworkers, builders, painters and general automobile and electrical engineers.
 4. To carry on the business of manufacturers, importers, exporters, distributors of, dealers in, cables, wires, ceiling and table fans, lamps, shades, switches, fuses, cut-outs and all kinds of electrical appliances, apparatus and goods, office equipment, Typewriters, Calculators, Refrigerators and other general merchandise.
 5. To carry on the business of structural and mechanical engineers, machinists, iron founders, brass founders, founders of all metals and metal compounds whatsoever, metal workers and welders.
 6. To do the business of Garage Proprietors in general including equipping; maintaining the operating public service vehicles for carrying of fare-paying passengers, and also goods, vehicles and lorries for haulage of all kinds of goods and merchandise.
 7. To take part in the formation, management, supervision or control of the business or operations of any company or undertaking and for that purpose to act as Directors, Administrators, Managers, Secretaries or in any capacity -and to appoint and remunerate any Directors, Administrators, Managers, Accountants or other experts or agents.
 8. To give instruction in the art of driving and to train Bus and Lorry Drivers and Bus Conductors.
 9. To act as Chief Agents or Agents for any fire, accident, life-indemnity and general insurance

company (excepting life insurance) and especially in relation to motor vehicles and motorists and to grant or effect assurances against or upon the contingency of injury, damage or loss by reason of any accident.

10. To acquire, build, make, construct, equip, maintain, improve, alter and work factories, workshops, buildings, roads, water courses and other works and conveniences which may be necessary or convenient for the purpose of the Company or may seem calculated directly or indirectly to advance the Company's interests; and to contribute to, subsidise or otherwise assist or take part in the construction, improvement, maintenance, working, management, carrying out or control thereof.
11. To purchase for investment or resale and to traffic in land and house and other property of any tenure and any interest thereon and to create, sell and deal in freehold and leasehold ground rents and to make advances upon the security of land or house or other property or *any* interest therein and generally to deal in, traffic by way of sale, lease, exchange or otherwise, with land and house property and any other property, whether real or personal.
12. To acquire, undertake or have an interest in the whole or any part of the business, property and liabilities of any person or company carrying on any business or .undertaking which the Company is authorised to carry on or capable of being conducted so as to be of benefit and advantage to the Company or possessed of property suitable for the purpose of this Company.
13. To enter into any arrangements with any Governments or Authorities, Municipal, Local or otherwise, that may seem conducive to the Company's object or any of them, and to obtain from any such Governments or Authorities any rights, privileges and concessions which the Company may think it desirable to obtain and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
14. To apply for, purchase, take on lease or in exchange, hire or otherwise acquire any movable or immovable property, patents, license, rights or privileges, which the Company may think necessary or convenient for the purposes of its business and to construct, maintain and alter any buildings or works necessary or convenient for the purposes of the Company.
15. To lend, deposit or advance money, securities and property to or with such persons and on such terms as may seem expedient.
16. To promote any company or companies for the purpose of acquiring all or any of the property, rights and liabilities of this Company or for any other purpose which may seem directly or indirectly calculated to benefit this Company.
17. To invest and deal with the monies of the Company in such manner as may from time to time be deemed advantageous to this Company.
18. To borrow, raise or secure the payment of money in such manner as the Company shall think fit, and in particular, by the issue of debentures or debenture-stock, perpetual or otherwise, charged upon all or any of the Company's property both present and future including its uncalled capital and to purchase, redeem or to pay off any such securities.
19. To establish and support or aid in the establishment and support of associations, institutions, funds, trusts and conveniences, calculated to benefit employees or ex-employees of the Company or the dependents or connections of such persons and to grant pensions and allowances and to make payments towards insurance and to subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public, general or useful objects and to make donations to such persons and in such cases as the Company may think conducive to any of its objects or otherwise expedient.
20. To pay for any property or rights acquired by the Company either in cash or fully or partly paid shares or by the issue of securities or partly in one manner and partly in another and generally on such terms as may be determined upon by the Company.

21. To sell or dispose of the undertaking, property and assets of the Company or any part thereof in such manner and for such consideration as the Company may think fit and in particular for shares (whether fully or partly paid up) debentures or securities of any other Company, having objects altogether or in part similar to those of this Company.
22. To take or concur in taking all such steps and proceedings as may seem best calculated to uphold and support the credit of the Company and to obtain and justify public confidence and to avert or minimise financial disturbances which might affect the Company.
23. To draw, make, accept, endorse, discount, execute and issue promissory notes, cheques, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments.
24. To amalgamate with any other company having objects altogether or in part similar to those of this Company.
25. To distribute any of the property of the Company in specie among the members.
26. To assign to any member or class of members -any preferential special or qualified rights or privileges over or as compared with any other members as regards participation in profits or assets and as regards voting and as regards winding up or otherwise however.
27. If thought fit to take steps for dissolving the Company re-incorporating as a new company for any of the objects specified in this memorandum or for effecting any other modification in the Company's constitution.[]
28. To carry on any other business which may seem to the Company capable of being conveniently carried on in connection with the above objects or calculated directly or indirectly, to enhance the value of or render profitable any of the Company's property or rights.
29. To do all such things as are incidental or conducive to the attainment of the above objects or any of them.

IV. The liability of the members is limited.

V. The Authorised share capital of the Company is Rs. 21,00,00,000 /- (Rupees Twenty-One Crores only) divided into be 10,00,000 Equity Shares of Rs.10/- each and 2,00,00,000 Preference Shares of Rs.10/- each .***

The Company shall have power from time to time to increase or reduce its capital. The shares forming the Capital (original, increased or reduced) of the Company may be subdivided, consolidated or divided into such classes, with any preferential, deferred, qualified, special or other rights, privileges or conditions attached thereto and be held upon such terms as may be described by the Articles of Association and regulations of the Company for the time being or otherwise.

*** Proposed amendment

We, the several persons whose names and addresses are subscribed, are desirous of being formed into a company in pursuance of this Memorandum of Association and we respectively agree to take the number of shares in the capital of the Company set opposite to our respective names

No,	Names, Addresses and Description of Subscribers.	Number of shares taken by each Subscriber	Witness with addresses and Description
1.	Sree Rajah Saheb of Bobbili The Palace, Bobbili, Landlord & Businessman.	10	Sree M. G. Appa Rao
2.	M. R. R. Naidu, Businessman, 4, Vijayaraghavachari Road, T.Nagar, Madras.	10	
3.	Kumara Rajah of Bobbili, The Palace, Bobbili, Landlord & Businessman.	10	
4.	M. R. Pratap, Businessman, 4, Vijayaraghavachari Road, T.Nagar, Madras.	10	
Total shares taken		40	