

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

Date: 25th March 2022

BSE Limited
PJ Towers
Dalal Street, Fort
Mumbai - 400001,
India.

Dear Sir,

Sub: Announcement of Result of Postal ballot Resolutions

We draw your attention to our earlier letter dated 16th February 2022 seeking approval from the members of the company for the resolutions listed in the Postal Ballot notice pursuant to Pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 192A of the Companies Act, 2013 read with the Companies (Passing of Resolution by Postal Ballot) Rules, 2011.

M/s B Chandra & Associates, Practicing Company Secretary who was appointed as the Scrutinizer for the above purpose has submitted their report to the Company today on the Postal Ballot forms received from the members. Copy of the Scrutinizer report is enclosed. Based on the report of the Scrutinizer, the Company has announced the results of the Postal Ballot today. All the Resolutions proposed in the Postal Ballot notice were declared passed with the requisite majority.

Thanking you,

FOR INDIA RADIATORS LIMITED



E N RANGASWAMI
WHOLE TIME DIRECTOR
DIN: 06463753





B CHANDRA & ASSOCIATES
PRACTISING COMPANY SECRETARIES
Regn. No : P2017TN065700

24/3/22

SCRUTINIZER'S REPORT

To

The Chairman,
INDIA RADIATORS LIMITED,
NO 88, Mount Road Guindy
Chennai TN 600032

Subject: Passing of resolutions by means of Postal Ballot through E-voting process in terms of Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Amendment Rules, 2015, framed thereunder with regard to the Ordinary Resolution & Special resolutions under the Companies Act, 2013 (the Act) and the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (the Regulations)

Dear Sir,

Please refer to your letter dated February 11, 2022 appointing us as the Scrutinizers for the purpose of ascertaining the result of the Postal Ballot process for passing Ordinary resolution as well as Special resolution in respect of items mentioned elsewhere in the report in line with Circular Nos.14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 10/2021 dated June 23, 2021 and 20/2021 dated December 8, 2021.

As per the information furnished by the Company and after carrying out the scrutiny of the e-voting by the Members of the Company, we hereby submit our report as under:

1.1	The Company on 18 th February 2022 sent the Notice of Postal Ballot dated February 11, 2022 along with explanatory statement and guidance for voting electronically by the Members, by e-mail through Central Depository Services (India) Limited (CDSL). The e-mails were sent to Members whose names appeared on the Register of Members/list of beneficial owners provided by the Depositories as on 16 th February 2022 and whose E-mail ids were registered with the Company/Depository participants. Members were given the option to vote electronically on the e-voting platform,
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B Chandra & Associates

	provided by CDSL.
1.2	The Company had given Public Advertisement, with respect to dispatch of postal ballot, which was published on 19 th February 2022 in English Newspaper "Financial Express" & in Tamil Newspaper "Makkal Kural" on the same date. In this Public Advertisement, Members were informed about the availability of the notice in the Websites of the Company, CDSL and the Stock Exchanges and the facility to write to the Integrated Registry Management Services Private Limited (RTA) to get a copy through E-mail.
1.3	In terms of the Notice, the E-voting commenced on 22 nd February 2022 (9.00 AM) and ended on 23 rd March 2022 (5.00 P.M)
1.4	Particulars of all the votes cast electronically have been entered in a register separately maintained for the purpose.
1.5	RTA has confirmed that votes cast by e voting were matched with the Register of Members of the company/ list of beneficiaries.
1.6	All votes cast through e-voting upto 5.00 PM on 23 rd March 2022, the last date and time fixed by the Company for postal ballot through E-voting, were considered for our scrutiny.
1.7	As confirmed by CDSL, 62 emails bounced.
1.8	Corporate members who have casted their votes without Board resolutions were invalidated.
1.9	For material related party transactions, the votes of related parties have not been considered

2. A summary of the postal ballot forms processed is given below:

S.No	Resolution	Nature of Resolution
1	To reclassify and increase the Authorised Capital of the company	Ordinary
2	To issue Redeemable Cumulative Preference shares to Mercantile Ventures Limited	Special
3	To approve ICDS availed/to be availed from Mercantile Ventures Limited	Ordinary

A summary of the voting by e-voting for all the resolutions are given below:

S. No	Count of Valid Votes cast for	Sum of votes cast for	Count of votes cast against	Sum of votes cast against	Total valid votes	Assent % of valid votes	Dissent % of valid votes	No & Sum of Votes Invalidated
1	16	393630	NIL	NIL	393630	100	NIL	NIL
2	16	393630	NIL	NIL	393630	100	NIL	NIL
3	12	47278	NIL	NIL	47278	100	NIL	4 & 346352



Since the number of votes cast in favour exceeded the number of votes cast against in respect of resolutions 1 and 3, we hereby report that all the resolutions were duly passed with requisite majority as Ordinary Resolutions. Since the number of votes cast in favour was more than three fourth the number of votes cast against the resolution no 2 is duly passed as Special resolution.

- 3 You may accordingly declare the result of the voting by Postal Ballot as having been passed with requisite majority which shall be deemed to have been passed on 23rd March 2022.
- 4 The e-voting data and all other connected records relating to the aforesaid postal ballot/e-voting process received are under our safe custody and the same, for preserving safely, will be handed over to the Company after the Chairman signs the Minutes.

Thanking you,

Yours faithfully,



B Chandra
Partner
B CHANDRA AND ASSOCIATES
Company Secretaries in Practice
CP No. 7859
UDIN A020879C003094807



for INDIA RADIATORS LIMITED



E.N. RANGASWAMI
WHOLE-TIME DIRECTOR



General information about company	
Scrip code	505100
NSE Symbol	
MSEI Symbol	
ISIN	INE461Y01016
Name of the company	INDIA RADIATORS LIMITED
Type of meeting	Postal Ballot
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	23-03-2022
Start time of the meeting	
End time of the meeting	

Scrutinizer Details	
Name of the Scrutinizer	B CHANDRA
Firms Name	M/s B CHANDRA & ASSOCIATES
Qualification	CS
Membership Number	20878
Date of Board Meeting in which appointed	02-02-2022
Date of Issuance of Report to the company	24-03-2022

Voting results	
Record date	16-02-2022
Total number of shareholders on record date	4580
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	
b) Public	
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	
b) Public	
No. of resolution passed in the meeting	3
Disclosure of notes on voting results	

Resolution(1)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To reclassify and Increase the Authorised capital of the company				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	345702	345702	100	345702	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total	345702	345702	100	345702	0	100	0
Public- Institutions	E-Voting	46165	0	0	0	0	0	0
	Poll							
	Postal Ballot (if applicable)							
	Total	46165	0	0	0	0	0	0
Public- Non Institutions	E-Voting	508133	47928	9.4322	47928	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total	508133	47928	9.4322	47928	0	100	0
Total		900000	393630	43.7367	393630	0	100	0
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

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

Resolution(2)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To issue Redeemable Cumulative Preference shares to Mercantile Ventures Limited				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	345702	345702	100	345702	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total	345702	345702	100	345702	0	100	0
Public- Institutions	E-Voting	46165	0	0	0	0	0	0
	Poll							
	Postal Ballot (if applicable)							
	Total	46165	0	0	0	0	0	0
Public- Non Institutions	E-Voting	508133	47928	9.4322	47928	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total	508133	47928	9.4322	47928	0	100	0
Total		900000	393630	43.7367	393630	0	100	0
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

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

Resolution(3)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				To approve ICDS availed/to be availed from Mercantile Ventures Limited				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	345702	0	0	0	0	0	0
	Poll							
	Postal Ballot (if applicable)							
	Total	345702	0	0	0	0	0	0
Public- Institutions	E-Voting	46165	0	0	0	0	0	0
	Poll							
	Postal Ballot (if applicable)							
	Total	46165	0	0	0	0	0	0
Public- Non Institutions	E-Voting	508133	47278	9.3043	47278	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total	508133	47278	9.3043	47278	0	100	0
Total		900000	47278	5.2531	47278	0	100	0
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Textual Information(1)	

Text Block	
Textual Information(1)	Invalid votes - 346352 shares of which 345702 belongs to Promoter and Promoter group and 650 shares held by the Director of the company.

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

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

[DUPLICATE FOR THE FILE.]



Certificate of Incorporation on Change of Name.

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

I hereby certify that the "Kalya Corporation (Madras) Ltd."

having, with the sanction of a special resolution of the said Company and with the
approval of the Central Government, signified in Government Order No. 23(13)-61/51

dated the 31st May 1953,

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

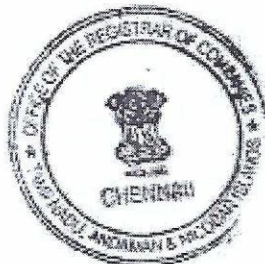
and that the new name has this day been entered in the register.

Given under my hand at Bangalore, the Thirty First day of

May, One Thousand Nine Hundred and Fifty Five.



Registered
Registrar of Joint S.
1913 / Companies Act



महेश्वरी
सी एच कार्ल मार्क्स / C. M. KARL MARX
सहायक, कम्पनी पंजीयक
Asst. Registrar of Companies
मद्रास, 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 situate 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

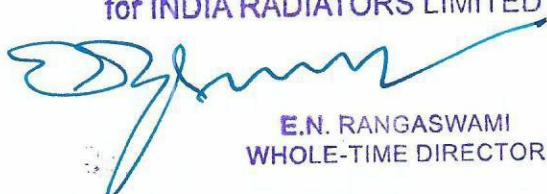
cases as the Company may think conducive to any of its objects or otherwise expedient.

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 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.

*Clause V as amended vide Ordinary Resolution passed on 23-03-2022 by shareholders through Postal Ballot.



for INDIA RADIATORS LIMITED

E.N. RANGASWAMI
WHOLE-TIME DIRECTOR

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	