

INDIA RADIATORS LIMITED

CIN: L27209TN1949PLC000963

Registered Office: No.88, Mount Road, Guindy, Chennai – 600 032.

NOTICE OF THE ANNUAL GENERAL MEETING

Notice is hereby given that the 73rd Annual General Meeting of **INDIA RADIATORS LIMITED** will be held on **Friday, 22nd September 2023 at 02.30 PM** through video conferencing (VC)/ Other Audio Visual Means (OVAM) to transact the following business.

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements for the year ended 31 March 2023 and the Reports of Directors and Auditors thereon by passing the following as an **ordinary resolution**.

“**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, 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) a Director, retiring by rotation, being eligible and offering for re-election, is re-appointed as a director of the Company, liable to retire by rotation.”

SPECIAL BUSINESS:

3. To approve the related party transactions of the company.

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

“**RESOLVED THAT** pursuant to Clause 23 of SEBI (LODR) Regulations 2015 other applicable provisions and rules thereto, consent of the members of the company be and is hereby accorded to the Company to enter into material related party transactions with Mercantile Ventures Limited, holding company, for a sum not exceeding Rs.3 crores for all the transactions with the said related party that shall be carried out at arm’s length basis and are in the ordinary course of business of the Company on such terms and conditions as may be decided by the Board from time to time.

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.”

4. To approve the re-appointment of Mr. E. N. Rangaswami as Whole Time Director.

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

“**RESOLVED 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, consent of the members of the company be and is hereby accorded to the company for the re-appointment of Mr. E N Rangaswami (DIN: 06463753) as Whole-time Director of the Company for a period of three years with effect from 06 August, 2023 and liable to retire by rotation. He will not be paid any remuneration considering that he is being paid remuneration by the holding company.

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

By Order of the Board

INDIA RADIATORS LIMITED

Place : Chennai
Date : 04-08-2023

E N Rangaswami
DIN: 06463753
Whole Time Director

Notes:

1. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (the Act), setting out details relating to the Special Business of the meeting, is annexed hereto which may also be regarded as the disclosure under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Regulations).
2. The Register of Members and the Transfer Books will remain closed from **16 September, 2023 to 22 September, 2023** both days inclusive.
3. The Company has appointed KRA & Associates, Practicing Company Secretaries as the scrutinizer for E-voting.
4. The shareholding of the Members will be reckoned as on the date of **15 September, 2023** for the purpose of E-voting.
5. A person who has participated in e-voting is not debarred from participating in the meeting though he/she shall not be able to vote at the meeting again and his/her earlier vote cast electronically shall be treated as final. However, as per Rule 20 of the Companies (Management & Administration) Rules, 2014, facility for voting will also be made available at the meeting and Members who have not cast their vote by e-voting shall be able to exercise their right at the meeting, which would also be through electronic means.
6. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
7. 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(s) including joint holders are requested to attach their self-attested PAN copy to Company/RTA while lodging the documents for registration.
8. Members those who hold share(s) in physical form are requested to notify immediately any change in their address to the Company/ RTA.
9. 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
10. In view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide General Circular No. 02/2021 dated 13 January, 2021 and Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020 and Circular No. 2022/0063 dated 13 May 2022. The AGM will be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the AGM through VC/OAVM.
11. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
12. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional

Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restrictions on first come first served basis.

13. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with Registrars and Transfer Agents ("RTA") Cameo Corporate Services Limited ("CAMEO") in case the shares are held by them in physical form.
14. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
15. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
16. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
17. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at <https://www.indiaradiators.com/>. The Notice can also be accessed from the websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com.
18. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020, MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
19. We would like to bring to your notice that the Ministry of Corporate Affairs (MCA) vide General Circular No. 14/2020 dated 08.04.2020, 17/2020 dated 13.04.2020 and 20/2020 dated 05.05.2020 and SEBI vide Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12.05.2020 granted relaxation from dispatching physical copies of Annual Report to Shareholders by those listed entities who conduct their Annual General Meetings (AGM) through electronic mode during the current year 2022, in view of COVID-19 pandemic effect. Hence you are requested to furnish your email ids along with the mobile number with the company/RTA in order to facilitate sending the Annual report, notices for the General Meetings and other important communications, like dividend declaration, etc. Also, wherever shares are held in demat mode, you are requested to register the email id/mobile with concerned Depository.
20. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance on or before **19 September, 2023** mentioning their name, demat account number/folio number, email id, mobile number at cs@indiaradiators.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance on or before **19 September, 2023** mentioning their name, demat account number/folio number, email id, mobile number at cs@indiaradiators.com. These queries will be replied to by the company suitably by email.

EXPLANATORY STATEMENT REQUIRED UNDER SECTION 102(1) OF THE COMPANIES ACT, 2013

ITEM NO 3

Mercantile ventures Limited is entitled to 92.21% of voting rights of the Company due to non- payment of dividend on preference shares for more than two years. The Company has material related party transactions with Mercantile Ventures Limited, holding company by way of loans, advances / inter corporate deposits which are entered at arms length basis and in the normal course of business.

As per Regulation 23(4) of SEBI LODR Regulations, 2015, any material transactions with related party would require the prior approval of the Audit Committee and approval of the Board and shareholders. The Audit Committee and the Board of Directors

at their respective meetings have approved a limit of Rs.3 Crores for operational requirements which requires the approval of the Members . The particulars of the transaction(s) as required under Regulation 23 of the SEBI Listing Regulations read with SEBI Circular dated November 22, 2021 on Disclosure Obligations in relation to Related Party Transactions is provided below:

(a) The name of the related party and nature of relationship; -.	Mercantile Ventures Limited holding 92.21% of voting rights. (Holding Company)	
(b) The nature, duration of the contract and particulars of the contract or arrangement; -	To borrow money by way of loans, advances or inter corporate deposits and other unforeseen expenses from Mercantile Ventures Limited. Duration: 12 months subject to review from time to time.	
(c) The material terms of the contract or arrangement including the value, if any; -	The proposed transactions are with its holding company, the material terms of the contract shall be based on the business requirements which cannot be decided upfront. It is decided to follow arms length pricing for all transaction with related parties.	
(d) Any advance paid or received for the contract or arrangement, if any; - as at 31st March , 2023	Particulars	Mercantile Ventures Limited (Rs. in Lakhs)
	Loans/Advances/ICD received	72.92
(e) Transactions to be entered after 01 April 2023	Maximum value of INR 3 Crores towards loans & advances and other unforeseen expenses.	
(f) The percentage of the company's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis	Value of proposed transaction – Maximum value of INR 3 Crores for all the transactions put together. In excess of 10% of annual turnover as per the last audited financial statements. Annual Consolidated turnover for previous year – Rs. 6.32 Lakhs.	
(g) The manner of determining the pricing and other commercial terms, both included as part of contract and not considered as part of the contract	The transactions are in Ordinary course of business and at arms length.	
(h) 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; a	Yes	
(i) Any other information relevant or important for the Board to take a decision on the proposed transaction.	Nil	

<p>j) If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary.</p> <p>Details of the source of funds in connection with the proposed transaction</p> <p>where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments,</p> <ul style="list-style-type: none"> - nature of indebtedness - cost of funds; and - tenure <p>And applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security</p> <p>The purpose for which will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.</p>	<p>Not Applicable</p>
<p>k) Justification as to why the RPT is in the interest of the company</p>	<p>The transactions are with holding company and in Ordinary course of business and at arms length and in the best interests of the company</p>
<p>l) Details of the valuation report or external party report (if any)</p>	<p>Not Applicable</p>
<p>m) Name of the Director or Key Managerial Personnel who is related</p>	<p>Mr. E N Rangaswami & Mr. B Narendran being the whole time director and Independent Director respectively of Mercantile Ventures Limited</p>

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 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**.

ITEM NO. 2 & 4

The Board of Directors recommends to the shareholders the re-appointment of Mr. E N Rangaswami as Whole time Director of the Company with effect from 06 August 2023.

Information to the Shareholders pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meeting (SS-2)

S.No.	Particulars	Mr. E. N. Rangaswami (DIN: 06463753)
1	Brief resume of the director	Chartered Accountant with over 45 years of experience
2	Nature of expertise in specific functional areas	Finance and Administration
3	Age	67
4	Qualifications	B.Sc, ACA
5	Experience	Over 45 years of experience in Finance and General Administration.
6	Terms and conditions of re-appointment along with details of remuneration sought to be paid and the remuneration last drawn by such person, if applicable	1.The tenure of appointment is three years with effect from 06 th August 2023 and he is liable to retire by rotation. 2. He will not be paid any remuneration considering that he is being paid remuneration by the Holding Company.
7	Date of first appointment on the Board	28-05-2014
8	Shareholding in the company	Nil
9	Relationship with other Directors	Nil
10	The number of Meetings of the Board attended during the year	4 (Four)
11	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personal, if any.	NIL
12	Names of listed entities in which the person also holds the directorship and the membership of Committees of the board along with listed entities from which the person has resigned in the past three years	Directorships in the following companies: Mercantile Ventures Limited (Holding Company) – Whole-Time Director Membership in Committees: Stakeholders Relationship Committee Risk Management Committee Corporate Social Responsibility Committee
13	Other Directorships, Membership/ Chairmanship of Committees of other Boards	Directorship: 1. AMI Holdings Private Limited 2. National Trust Housing Finance Limited 3. I3 Securities Private Limited 4. Sahoj Ventures Private Limited 5. Willingdon Ventures Private Limited 6. Cuningham Ventures Private Limited 7. Chitaranjan Developers LLP

Disclosure of Interest:

None of the Directors/Key Managerial Personnel of your Company is concerned or interested in this resolution except Mr. E N Rangaswami.

The Board recommends the aforesaid resolution for the approval of the members by way of **Ordinary Resolution**.

**By Order of the Board
For INDIA RADIATORS LIMITED**

**E N Rangaswami
DIN: 06463753
Whole Time Director**

**Place : Chennai
Date : 04-08-2023**

INSTRUCTIONS TO SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins on **19 September, 2023** (09.00 AM IST) and ends on **21 September, 2023** (05.00 PM IST). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of **15 September, 2023** 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.

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (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.

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 Depository	<p>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 Tab.</p> <p>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.</p>

	<p>3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com and click on login and New System Myeasi Tab and then click on registration option.</p> <p>4) 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.</p>
Individual Shareholders holding securities in demat mode with NSDL Depository	<p>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.</p> <p>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.jsp</p> <p>3) 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</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	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.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forgot User ID and Forgot Password option available at above mentioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

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 Tollfree number 1800 22 55 33.

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
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Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode

(v) Login method for e-Voting and joining virtual meeting for physical shareholders and share holders other than individual **shareholders holding in Demat form.**

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.
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	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <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)	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. <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 '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 "**INDIA RADIATORS LIMITED**" 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.
- (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) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **ADDITIONAL FACILITY FOR NON – INDIVIDUAL SHAREHOLDERS AND CUSTODIANS –REMOTE VOTING ONLY**
- 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 will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, 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 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.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM/EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance on or before **19 September, 2023** mentioning their name, demat account number/folio number, email id, mobile number at cs@indiaradiators.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance on or before **19 September, 2023** mentioning their name, demat account number/folio number, email id, mobile number at cs@indiaradiators.com. These queries will be replied to by the company

suitably by email.

8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM/EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM/AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

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 cs@indiaradiators.com / cameo@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 toll free no. 1800 22 55 33.

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 toll free no. 1800 22 55 33