

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

25th September, 2023

To
The Manager
Listing Department
Department of Corporate Affairs
Bombay Stock Exchange Limited
First Floor, New Trading Ring, Rotunda Building,
Phiroze jeejeebhoy towers,
Dalal Street, Mumbai – 400 001.

Sir/Madam,

Scrip Code: 505100

Sub: Results of Evoting/ Scrutinizer Report

Pursuant to Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose the Scrutinizer report along with voting results of the 73rd Annual General Meeting of the Company held on 22 September, 2023 via Video Conferencing/ Other Audio-Visual Means (OAVM).

As per the Report provided by KRA & Associates, Practising Company Secretary, all the resolutions proposed in the notice of the AGM have been duly passed with requisite majority.

The meeting commenced at 02.30 PM and concluded at 02.38 PM.

Kindly take our submission on record.

Yours Faithfully,

For INDIA RADIATORS LIMITED

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NGALAM
NATARAJAN
RANGASWAMI
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EDAYATHUMANGA
LAM NATARAJAN
RANGASWAMI
Date: 2023.09.25
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E N RANGASWAMI
WHOLE TIME DIRECTOR
DIN: 06463753

**KRA & ASSOCIATES
PRACTICING COMPANY SECRETARIES**

PARTNERS

CS R.KANNAN

CS AISHWARYA

SRI SANKARA GURUKRIPA ILLAM

Regd OFF. : No. 6A, 10th Street,

New Colony, Adambakkam,

Chennai - 600 088

E-mail : gkrkgram@yahoo.in

Ph: 044 - 40051764

SCRUTINIZER'S REPORT FOR E VOTING

[Pursuant to Section(s) 108 of the Companies Act, 2013 ["the Act"], read with Rule 20 of the Companies [Management & Administration] Rules, 2014 and other applicable provisions of the Act]

To,
Mr. B Narendran
Chairman of the Meeting
India Radiators Limited
CIN: L27209TN1949PLC000963
SPIC House, 88, Mount Road, Guindy, Chennai – 600032

Dear Sir,

Sub: Passing of resolutions through electronic means (EVSN-230823030) conducted for the 73rd Annual General Meeting of India Radiators Limited held on 22/09/2023 at the deemed venue i. e Registered Office of the Company.

We, KRA & ASSOCIATES, Practicing Company Secretaries having office at No.6A, 10th Street, New Colony, Adambakkam, Chennai – 600 088 was appointed as the Scrutinizer by the Board of Directors of the Company held at its meeting on 04/08/2023 to scrutinize the remote e-voting process which commenced between 19.09.2023 9:00 A.M to 21.09.2023 5:00 P.M and venue e-voting for the Annual General Meeting held through Video Conference (VC)/Other Audio Visual Means (OAVM) as per the framework mentioned under the provisions of Sections 108 and 110 of the Companies Act, 2013 (the "Act") read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 read with General Circular Nos. 14/2020, 17/2020, 22/2020, 33/2020, 39/2020 and No.11/22 issued by the Ministry of Corporate Affairs on April 08, 2020, April 13, 2020, June 15, 2020, September 28, 2020 and December 31, 2020 and December 28 2022 respectively ("Circulars") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Secretarial Standard-2 on "General Meetings" issued by the Institute of Company Secretaries of India and other applicable laws and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force).

Our responsibilities involve overseeing the voting process through facility for remote e-voting and e-voting at the meeting through the electronic platform. These facilities were provided by Central Depository Services Limited (CDSL) appointed by the Company for this purpose. Our scrutiny is carried out in strict compliance with the relevant legal framework and regulations to ensure a fair and transparent voting process. We are committed to upholding the highest standards of corporate governance and maintaining the integrity of the voting procedures as required by the Companies Act, 2013, and other applicable laws.



The Management of the Company is responsible to ensure compliance with the requirements of the Companies Act, 2013 and the rules made there under in relation to exercising of voting rights through electronic means on the Resolution(s) as set out in the Notice dated 04.08.2023.

Responsibility as a Scrutinizer

Our responsibility, as a Scrutinizer for the E-voting process for the Annual General Meeting is restricted to make a Scrutinizer's report of the votes cast "in favour" of or "against" the resolution(s) set out in the notice of Annual General Meeting, based on the reports generated from the e-voting system provided by the Central Depository Services Limited (CDSL), the authorised agency engaged by the Company for providing remote e-voting and e-voting at the AGM facilities at the Annual General Meeting.

In view of the above, I hereby submit my consolidated report on the results of the remote e-voting and e-voting at the Annual General Meeting in respect of the said resolution(s) as under:

Resolution: 1 – ORDINARY BUSINESS – ORDINARY RESOLUTION:

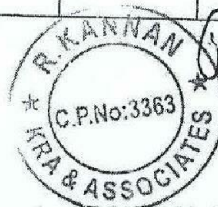
To receive, consider and adopt the Financial Statements of the Company and other Reports for the year ended 31st March, 2023.

Manner of E-Voting	Votes in Favour of Resolution			Votes Resolution against			Invalid votes	
	No. of Members	No. of Votes	% of Votes	No. of Mem bers	No. of Votes	% Of Votes	No. of Mem bers	No. of Vote s
Remote E-Voting	35	402045	99.96%	1	143	0.04%	-	-
E-voting at the AGM	2	10	100%	0	0	0	-	-

Resolution: 2 – ORDINARY BUSINESS – ORDINARY RESOLUTION:

To appoint a director in place of Mr. E N Rangaswami (DIN: 06463753), who retires by rotation and being eligible, offers himself for re-appointment

Manner of E-Voting	Votes in Favour of Resolution			Votes Resolution against			Invalid votes	
	No. of Members	No. of Votes	% of Votes	No. of Mem bers	No. of Votes	% Of Votes	No. of Mem bers	No. of Vote s
Remote E-Voting	35	402045	99.96%	1	143	0.04%	-	-
E-voting at the AGM	2	10	100%	0	0	0	-	-



Resolution: 3 – SPECIAL BUSINESS – ORDINARY RESOLUTION

To consider the approval of related party transactions and if thought fit, to pass with or without modifications with Mercantile Ventures Limited (MVL)

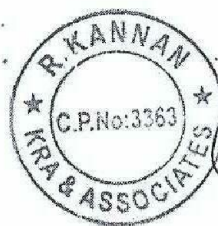
Manner of E-Voting	Votes in Favour of Resolution			Votes Resolution against			Invalid votes	
	No. of Members	No. of Votes	% of Votes	No. of Mem bers	No. of Votes	% Of Votes	No. of Mem bers	No. of Votes
Remote E-Voting	30	55638	99.74%	1	143	0.26%	5	346407
E-voting at the AGM	2	10	100%	0	0	0	-	-

Note: Total no. of votes for the resolution no: 3 through Remote e-voting is calculated after eliminating invalid votes. Further, percentage is calculated accordingly.

Resolution: 4 – SPECIAL BUSINESS – ORDINARY RESOLUTION

To approve the re-appointment of Mr. E. N. Rangaswami as Whole Time Director, for a period of three years with effect from 06 August, 2023 and liable to retire by rotation.

Manner of E-Voting	Votes in Favour of Resolution			Votes Resolution against			Invalid votes	
	No. of Members	No. of Votes	% of Votes	No. of Mem bers	No. of Votes	% Of Votes	No. of Mem bers	No. of Votes
Remote E-Voting	35	402045	99.96%	1	143	0.04%	-	-
E-voting at the AGM	2	10	100%	0	0	0	-	-



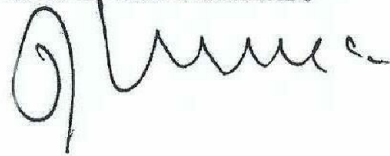
RESULTS:

As per Regulation 23(4) of Securities and Exchange Board Of India (Listing Obligations And Disclosure Requirements) Regulations, 2015, 346407 shares are declared as invalid votes for resolution Number 3.

Based on the aforesaid results the resolutions from Item No.1 to 4 are considered as passed with requisite majority. The Outcome of the Annual General Meeting may be declared accordingly based on the voting results as reported herein.

Date: 25/09/2023
Place: Chennai

FOR KRA & ASSOCIATES



R. Kannan
CP. No. 3363
UDIN: F006718E001075764



For INDIA RADIATORS LIMITED



DIRECTOR

CHAIRMAN OF THE MEETING