

India Radiators Limited

CIN: L27209TN1949PLC000963

Regd. Off. 88, Mount Road, Guindy, Chennai 600 032

E-mail: cs@indiaradiators.com

Website: www.indiaradiators.com. Contact No: 044-40432210

07th April 2025

BSE Limited
Department of Corporate Affairs,
PJ Towers, Dalal Street, Fort,
Mumbai – 400 001.

Scrip Code: 505100

Dear Sir,

Sub: Scrutinizer Report on Postal Ballot.

In continuation of our intimation dated 06th March 2025 with reference to the Postal Ballot Notice, we hereby submit the Scrutinizer's Report submitted by M/s. KRA and Associates, Practising Company Secretaries, Chennai, on said Postal Ballot, voting results as per format specified under Regulation 44(3) of SEBI (LODR) Regulations, 2015 and declaration of results by the Whole-time Director.

This is for your kind information and records.

Thanking you,

Yours Faithfully,
For **India Radiators Limited**

E N Rangaswami
(DIN: 06463753)
Whole-time Director



**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

[Pursuant to Section 108 & Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies [Management & Administration] Rules, 2014]

To:

**The Whole-time Director
INDIA RADIATORS LIMITED**

CIN: L27209TN1949PLC000963

88, Mount Road, Guindy, Chennai 600 032.

Dear Sir,

Sub: Scrutinizer's Report on Postal Ballot

We, **M/s. KRA & ASSOCIATES**, Practicing Company Secretaries having office at No. 6A, 10th Street, New Colony, Adambakkam, Chennai – 600 088 were appointed as the Scrutinizer by the Board of Directors of the Company for the purpose of scrutinizing the postal ballot (via Remote E-voting) process in a fair and transparent manner 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 the general circular nos. 14/2020 dated April 08 2020, 17/2020 dated April 13, 2020, and subsequent circulars in this regard, the latest one being circular no. 09/2024 dated 19th September, 2024, issued by the Ministry of Corporate Affairs, Government of India (hereinafter collectively referred to as "MCA Circulars"), Regulation 44 of 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) in respect of the resolutions as mentioned in the Notice of Postal Ballot dated **10th February, 2025**.

Responsibility as a Scrutinizer:

Our responsibility, as a Scrutinizer for the E-voting process for the Postal Ballot (Remote E- voting) is restricted to make a Scrutinizer's report of the votes cast "in favour" of or "against" the resolution set out in the Postal Ballot Notice, based on the reports generated from the e-voting system provided by the Central Depository Services (India) Limited (**CDSL**), the authorised agency engaged by the Company for providing remote e-voting facility.

In this connection, we submit hereunder the Scrutinizer's Report on the results of voting, through Remote e-voting:




**KRA & ASSOCIATES
PRACTICING COMPANY SECRETARIES**

- i. Cameo Corporate Services Limited (RTA) has transmitted the Postal Ballot Notice through email to the Members of the Company on **06th March, 2025**, whose names appeared in the Register of Members/List of Beneficial Owners maintained by the Company / Depositories, as on **28th February, 2025**.
- ii. The remote e-voting began on **Friday, the 07th March 2025 at (9:00 AM) IST and end on Saturday, the 05th April 2025 at (5:00 PM) IST**.

At the end of e-voting period on **Saturday, the 05th April 2025 at (5:00 PM) IST** the e-voting portal was disabled forthwith.

- iii. Thereafter, the details containing, inter alia, list of Members who assented or dissented to vote for or against the resolution that was put to vote was generated from the e-voting website of CDSL i.e., <https://www.evotingindia.com/>.

- iv. The results of the postal ballot (via Remote E-voting) are as under:

Resolution: 1 – SPECIAL BUSINESS - SPECIAL RESOLUTION:

To Appoint Mr. Alagappan Chandramouli (DIN: 02299091) as an Independent Director of the Company

Mode of Voting	Votes in Favour of Resolution			Votes against Resolution			Invalid votes	
	No. of Members	No. of Votes	% of Votes	No. of Members	No. of Votes	% of Votes	No. of Members	No. of Votes
Remote E-voting	11	395984	100	0	0	0	0	0

Resolution: 2 – SPECIAL BUSINESS - SPECIAL RESOLUTION:

To Appoint Ms. Sashikala Srikanth (DIN: 01678374)) as an Independent Director of the Company

Mode of Voting	Votes in Favour of Resolution			Votes against Resolution			Invalid votes	
	No. of Members	No. of Votes	% of Votes	No. of Members	No. of Votes	% of Votes	No. of Members	No. of Votes
Remote E-voting	11	395984	100	0	0	0	0	0



**KRA & ASSOCIATES
PRACTICING COMPANY SECRETARIES**

Resolution: 3 – SPECIAL BUSINESS - SPECIAL RESOLUTION:

To Appoint Mr. Govindarajan Dattatreyan Sharma (DIN: 08060285) as an Independent Director of the Company

Mode of Voting	Votes in Favour of Resolution			Votes against Resolution			Invalid votes	
	No. of Members	No. of Votes	% of Votes	No. of Members	No. of Votes	% of Votes	No. of Members	No. of Votes
Remote E-voting	11	395984	100	0	0	0	0	0

RESULTS:

Based on the aforesaid results, Special business mentioned in S. No.1 to 3 are passed with requisite majority.

The Outcome of the Postal Ballot may be declared accordingly based on the voting results as reported herein.

Date: 07-04-2025

Place: Chennai

**FOR KRA & ASSOCIATES
Practising Company Secretaries**




R Kannan

M No.: F6718 / CP. No.: 3363

Peer Review No.: 5562/2024

UDIN: F006718G000041491

COUNTER SIGNED BY Whole-time Director



E.N. RANGASWAMI

Whole-time director

DIN: 06463753



Resolution(1)								
Resolution required: (Ordinary / Special)			Special					
Whether promoter/promoter group are interested in the agenda/resolution?			No					
Description of resolution considered			To Appoint Mr. Alagappan Chandramouli (DIN:02299091) as Non-Executive - Independent Director of the Company, not be liable to retire by rotation, for the first term of 5 (five) consecutive years with effect from May 29 2025 till May 28, 2030.					
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	348622	348622	100	348622	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		348622	348622	100	348622	0	100
Public-Institutions	E-Voting	75565	0	0	0	0	0	0
	Poll							
	Postal Ballot (if applicable)							
	Total		75565	0	0	0	0	0
Public- Non Institutions	E-Voting	475813	47362	9.9539	47362	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		475813	47362	9.9539	47362	0	100
Total		900000	395984	43.9982	395984	0	100	0
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Resolution(2)								
Resolution required: (Ordinary / Special)			Special					
Whether promoter/promoter group are interested in the agenda/resolution?			No					
Description of resolution considered			To Appoint Ms. Sashikala Srikanth (DIN: 01678374) as Non-Executive - Independent Director of the Company, not be liable to retire by rotation, for the first term of 5 (five) consecutive years with effect from May 29 2025 till May 28, 2030.					
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	348622	348622	100	348622	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		348622	348622	100	348622	0	100
Public- Institutions	E-Voting	75565	0	0	0	0	0	0
	Poll							
	Postal Ballot (if applicable)							
	Total		75565	0	0	0	0	0
Public- Non Institutions	E-Voting	475813	47362	9.9539	47362	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		475813	47362	9.9539	47362	0	100
Total		900000	395984	43.9982	395984	0	100	0
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Resolution(3)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To Appoint Mr. Govindarajan Dattatreyan Sharma (DIN: 08060285) as Non-Executive - Independent Director of the Company, not be liable to retire by rotation, for the first term of 5 (five) consecutive years with effect from May 29 2025 till May 28, 2030.				
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	348622	348622	100	348622	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		348622	348622	100	348622	0	100
Public- Institutions	E-Voting	75565	0	0	0	0	0	0
	Poll							
	Postal Ballot (if applicable)							
	Total		75565	0	0	0	0	0
Public- Non Institutions	E-Voting	475813	47362	9.9539	47362	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		475813	47362	9.9539	47362	0	100
Total		900000	395984	43.9982	395984	0	100	0
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

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Voting Results of Postal Ballot through Remote E-Voting

Notice of Postal Ballot dated 10th February 2025 was issued pursuant to Section 110 and other applicable provisions of the Companies Act, 2013 (the Act), read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (the Rules) and MCA Circular dated 19th September 2024 read with the other Circulars referred to therein seeking prior approval of the Members for the following items through Postal Ballot by remote E-voting:

Special Resolutions:

1. Appointment of Mr. Alagappan Chandramouli (DIN:02299091) as Independent Director of the Company
2. Appointment of Ms. Sashikala Srikanth (DIN: 01678374) as Independent Director of the Company
3. Appointment of Mr. Govindarajan Dattatreyan Sharma (DIN: 08060285) as an Independent Director of the Company

Pursuant to the provisions of Companies Act, 2013 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company provided remote e-voting facility through CDSL platform to its members for voting on resolutions proposed in the Postal Ballot Notice (as mentioned above). E-voting commenced on Friday, the 07th March 2025 at (9:00 AM) IST and ended on Saturday, the 05th April 2025 at (5:00 PM) IST.

M/s. KRA and Associates, Practicing Company Secretaries were appointed as the Scrutinizers for the said remote e-voting.

As per the Scrutinizer Report, all the resolutions proposed in the notice of the Postal Ballot have been duly passed with the requisite majority, details of which are furnished in the report. As per the applicable provisions of the Act, the Resolutions are deemed to have been passed on 05th April 2025 being the date of conclusion of the postal ballot voting period.

Place: Chennai
Date: 07.04.2025

By order of the Board
For India Radiators Limited

E N Rangaswami
Whole-time Director
DIN: 06463753

