

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

27th May, 2025

The Manager,
Listing Department,
BSE Limited Corporate Relationship Department
1st Floor, New Trading Ring,
Rotunda Building,
P J Tower, Dalal Street, Fort,
Mumbai - 400 001.

Sir/Madam,

Sub : Annual Secretarial Compliance Report for the Financial year 2024-25

SCRIP: 505100

Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 along with SEBI Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated 11th July, 2023, We are forwarding herewith the Annual Secretarial Compliance Report for the financial year ended 31 March 2025 certified by KRA & Associates, Practicing Company Secretaries.

We request you to kindly take the same on record.

Thanking you.

Yours faithfully,

For India Radiators Limited

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

To,
India Radiators Limited
No.88, Mount Road Guindy,
Chennai, Tamil Nadu 600032.
Sir,

Date: 16/05/2025

Sub: Annual Secretarial Compliance Report of India Radiators Limited for the Financial year ended 31.03.2025

We, **KRA & ASSOCIATES**, Firm of Practising Company Secretaries, Chennai engaged by **India Radiators Limited** (herein referred to as the 'listed Company') bearing CIN: L27209TN1949PLC000963 whose equity shares are listed on the Bombay Stock Exchange Scrip Code: 505100 to issue the Annual Secretarial Compliance Report in terms of Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015 as amended and read with Securities and Exchange Board of India Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 November 11, 2024.

Our responsibility confines to verification of the compliances made by the Company with the provisions of all applicable Securities and Exchange Board of India Regulations and Circulars amended from time to time and issue report thereon;

It is the responsibility of the Company to maintain all the records, devise proper system to ensure such compliances in line with the provisions of Regulations and Circulars issued by SEBI.

Our audit in respect to issuance of this report was conducted in a fair, transparent manner and involved verification of records as necessary.

We are enclosing our Report as an attachment to this letter.

For KRA & Associates,
Practising Company Secretary



R. Kannan
M. No. F6718/ C.P.No.3363
P R No. 5562/2024
UDIN: F006718G000356551

KRA & ASSOCIATES PRACTICING COMPANY SECRETARIES

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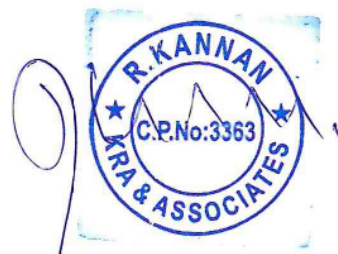
E-mail : gkrkgram@yahoo.in
Ph: 044 - 40051764

We, KRA & Associates, Firm of Practicing Company Secretaries have examined:

- (a) all the documents and records made available to me and explanation provided by **India Radiators Limited ("the listed entity")**,
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification, for the financial year from **01st April 2024 to 31st March 2025 ("Review Period")** in respect of compliance with the provisions of:
 - (i) the Securities and Exchange Board of India Act, 1992 ("**SEBI Act**") and the Regulations, circulars, guidelines issued thereunder; and
 - (ii) the Securities Contracts (Regulation) Act, 1956 ("**SCRA**"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("**SEBI**");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (c) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **Not Applicable during review period.**
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; - **Not applicable during the Review Period.**



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(e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 - **Not applicable during the Review Period**

(f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 - **Not applicable during the Review Period**

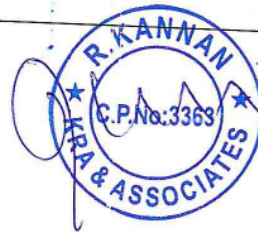
(g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 - **Not applicable during the Review Period**

(h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
and circulars/ guidelines issued thereunder;

Annexure

(a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued there under, except in respect of matters specified below:

S. No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken By	Type of Action	Details of Violation	Fine Amount (Rs.)	Observations/ Remarks of the Practising Company Secretary (PCS)	Management Response	Remarks
None										



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PRACTICING COMPANY SECRETARIES

(b) The listed entity has taken the following actions to comply with the observations made in previous reports

S. No.	Observations/ Remarks Of the Practicing Company Secretary in the previous reports) (PCS)	Observations made in the secretarial compliance report for the year ended 31.03.2023	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Details of violation / deviations and actions taken / penalty imposed, if any, on the listed entity	Remedial actions, if any, taken by the listed entity	Comments of the PCS on the actions taken by the listed entity
Not Applicable						

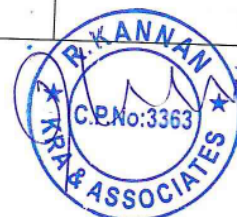
We hereby report that, during the **Review Period** the compliance status of the listed entity is appended as below:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations /Remarks by PCS*
1.	Secretarial Standards: The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.	Yes	None



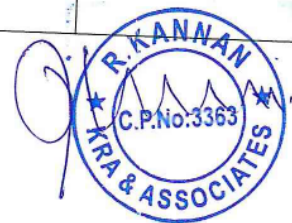
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PRACTICING COMPANY SECRETARIES

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations /Remarks by PCS*
2.	Adoption and timely updation of the policies: <ul style="list-style-type: none"> All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities. All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations/circulars/guidelines issued by SEBI. 	Yes	None
3.	Maintenance and disclosures on Website: <ul style="list-style-type: none"> The Listed entity is maintaining a functional website. Timely dissemination of the documents/ information under a separate section on the website. Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re- directs to the relevant document(s)/ section of the website. 	Yes	None
4.	Disqualification of Director: None of the Director(s) of the Company is / are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.	Yes	None of the directors are disqualified during the Audit period.
5.	Details related to Subsidiaries of listed entities have been examined w.r.t: (a) Identification of material subsidiary companies. (b) Disclosure requirement of material as well as other subsidiaries.	NA	There is no material subsidiary for the company



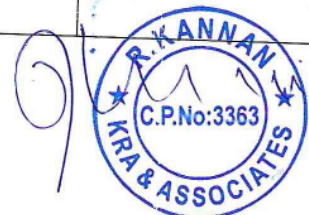
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PRACTICING COMPANY SECRETARIES

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations /Remarks by PCS*
6.	Preservation of Documents: The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	Yes	None
7.	Performance Evaluation: The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.	Yes	None
8.	Related Party Transactions: (a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or (b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the audit committee.	Yes	The Company has obtained prior approval of Audit Committee for all Related Party Transactions.



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Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations /Remarks by PCS*
9.	Disclosure of events or information: The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	None
10.	Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	None
11.	Actions taken by SEBI or Stock Exchange(s), if any: No action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder except as provided under separate paragraph herein.	Yes	None
12.	Resignation of statutory auditors from the listed entity or its material subsidiaries: In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities	NA	There was no resignation of statutory auditors during the Audit Period.



KRA & ASSOCIATES
PRACTICING COMPANY SECRETARIES

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations /Remarks by PCS*
13.	Additional non-compliances, if any: No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.	NA	None

We further, report that the listed entity is in compliance/ not in compliance with the disclosure requirements of Employee Benefit Scheme Documents in terms of regulation 46(2) (za) of the LODR Regulations: **Not Applicable**

Assumptions & limitation of scope and review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial records and books of account of the listed entity.
4. This report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (LODR) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity

Place: Chennai

Date: 16.05.2025

**For KRA & ASSOCIATES,
Practicing Company Secretaries**



**M.No. F6718/CP No.:3363
UDIN: F006718G000356551
Peer Review No. 5562/2024**