

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

06-03-2025

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

SCRIP Code: 505100

Dear Sir,

Sub: Notice of the Postal Ballot - Reg 30 of SEBI LODR.

Postal Ballot Notice approved at the meeting of the Board of Directors held on 10-02-2025 is being dispatched to shareholders on 06th March 2025 (today) electronically to approve the following matters:

- (i) To Appoint Mr. Alagappan Chandramouli (DIN:02299091) as Independent Director of the Company
(ii) To Appoint Ms. Sashikala Srikanth (DIN: 01678374) as Independent Director of the Company
(iii) To Appoint Mr. Govindarajan Dattatreyan Sharma (DIN: 08060285) as Independent Director of the Company
- The Postal Ballot Notice is annexed herewith.
- Postal ballot Notice has been sent to the Members whose names appear on the Register of Members / list of beneficial owners as received from National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on Friday 28th February, 2025 (the Cut Off Date).
- The Company has provided facility to the Members to exercise their votes through electronic means and has engaged the services of CDSL as the Authorized Agency to provide e-Voting facility.
- The Board of Directors of the Company has appointed M/s. KRA and Associates, Practicing Company Secretaries, as the Scrutinizer for conducting the Postal Ballot through remote e voting process in a fair and transparent manner.
- Members may participate in the voting on the said resolutions by casting their votes electronically. The remote e-voting period will commence on Friday, the 07th March 2025 at (9:00 AM) IST and ends on Saturday, the 05th April 2025 at (5:00 PM) IST. Only Members as on Friday, 28th February 2025 (the cut-off date) shall be entitled to vote on the proposed resolutions.
- Postal Ballot Notice is available on the website of the Company <https://www.indiaradiators.com/> and CDSL <https://www.evotingindia.com/>

Kindly take on record of the above disclosure.

Yours Faithfully,

For India Radiators Limited

E N Rangaswami
Whole Time Director
DIN: 06463753



INDIA RADIATORS LIMITED

CIN: L27209TN1949PLC000963

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

E-mail: cs@indiaradiators.com

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

NOTICE OF POSTAL BALLOT

Dear Member(s),

Notice is hereby given that pursuant to the provisions of Section 110 of the Companies Act, 2013 (the "Act"), read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) as amended from time to time, read with General Circular No.09/2024 dated 19th September, 2024 Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable laws, Rules and Regulations, if any, the resolutions appended below are proposed for approval of the members of M/s. India Radiators Limited (the "Company") by way of Special Resolution(s) through Postal Ballot including voting through electronic means ("e voting").

Detailed explanatory statement setting out the material facts concerning the resolutions and instructions for e-voting are annexed to the Notice of Postal Ballot/e-voting (the "Notice").

Special Business:

Item No.01 – To Appoint Mr. Alagappan Chandramouli (DIN:02299091) as Independent Director of the Company

To consider and if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 of the Companies Act, 2013 ("the Act") read with the Rules framed thereunder and Schedule IV and other applicable provisions of Regulation 16,17,17(1A) and 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("the LODR Regulations") [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force] and Articles of Association of the Company, approval and recommendation of the Nomination and Remuneration Committee and that of the Board, Mr. Alagappan Chandramouli (DIN:02299091), who has exceeded the age of 75 years, be and is hereby appointed as a Non-Executive - Independent Director of the Company, not liable to retire by rotation, for the first term of 5 (five) consecutive years from May 29 2025 till May 28, 2030.”

Item No:02 – To Appoint Ms. Sashikala Srikanth (DIN: 01678374) as Independent Director of the Company

To consider and if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 of the Companies Act, 2013 ("the Act"), the rules framed thereunder and Schedule IV and other applicable provisions, and regulation 16, 17, 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("the LODR Regulations") [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force] and Articles of Association of the Company, approval and recommendation of the Nomination and Remuneration Committee and that of the Board, Ms. Sashikala Srikanth (DIN: 01678374), be and is hereby appointed as a Non-Executive - Independent Director of the Company, not liable to retire by rotation, for the first term of 5 (five) consecutive years from May 29 2025 till May 28, 2030.”

Item No. 03 – To Appoint Mr. Govindarajan Dattatreyan Sharma (DIN: 08060285) as Independent Director of the Company

To consider and if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 of the Companies Act, 2013 (“the Act”) read with the Rules framed thereunder, and Schedule IV and other applicable provisions, and Regulation 16,17,17(1A), 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“the LODR Regulations”) [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force] and Articles of Association of the Company, approval and recommendation of the Nomination and Remuneration Committee and that of the Board, Mr. Govindarajan Dattatreyan Sharma (DIN: 08060285), who will attain 75 years of age on 19th June 2029 be and is hereby appointed as a Non-executive - Independent Director of the company, not liable to retire by rotation, for the first term of 5 (five) consecutive years from May 29 2025 till May 28, 2030.”

Place: Chennai
Date: 10.02.2025

For India Radiators Limited
Sd/-

E N Rangaswami
Whole Time Director
DIN: 06463753

Important Notes:

1. This Notice is being sent only in electronic form, in accordance with the relaxation granted by the Ministry of Corporate Affairs vide Circular 09/2024 dated 19th September 2024, to all the shareholders whose names appear on the Register of Members / list of Beneficial Owners as received from National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) as at the close of business hours on **Friday, the 28th February 2025** and who have registered their email id with the Company / Depository Participants.

2. The Notice has also been placed on the Company's website viz., <https://www.indiaradiators.com/> and CDSL website viz., <https://www.evotingindia.com/> for use by the Members.

3. The Postal Ballot facility through e-Voting is being provided to the Members in accordance with the provisions of Sections 108 and 110 of the Act read with Rules 20 and 22 of Companies (Management and Administration) Rules, 2014 ("Rules") thereunder and Regulation 44 of the SEBI Listing Regulations, 2015, read with the relevant Circulars.

4. The Company has engaged the services of CDSL to provide e-Voting facilities, enabling the Members to cast their votes electronically in a secure manner.

5. Detailed guidance for participating in the Postal Ballot through e-Voting is appended to this Notice.

6. The e-Voting will commence on **Friday, the 07th March 2025 at (9:00 AM) IST and end on Saturday, the 05th April 2025 at (5:00 PM) IST**. Only Members as on the cut-off date **Friday, 28th February 2025** shall be entitled to vote on the proposed resolutions.

7. In terms of the resolution of the Board of Directors passed at their meeting held on 10th February 2025, pursuant to Rule 22(5) of the Rules, M/s. KRA & Associates, Practising Company Secretaries, Chennai, have been appointed as the Scrutinizers, for conducting the voting by Postal Ballot through electronic means in a fair and transparent manner.

8. After completion of the scrutiny of voting, the Scrutinizers will submit their report on the results to Whole-time Director / Company Secretary or any other authorized personnel of the Company who shall countersign the same of the Company. The results will be announced by the Whole-time Director / Company Secretary or any other authorized personnel of the Company, on or before Monday, 07th April 2025 by placing it along with the Scrutinizer's Report on the Company's website <https://www.indiaradiators.com/>, the website of the Agency (CDSL) and communicated to the Stock Exchanges as required under the relevant law.

9. The last date of voting, i.e., **Saturday, the 05th April 2025** will be taken to be the date of passing of the resolutions in this Notice.

10. Members requiring any clarification may contact the Company Secretary at the registered office of the Company at the address given above or through e-mail viz., cs@indiaradiators.com or the RTA of the Company viz., investor@cameoindia.com.

11. Grievances, if any, connected with e-Voting may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mills Compound, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on Toll Free No.: 1800 22 55 33.

12. Non-Individual Members shall make sure that the Power of Attorney or as the case may be certified copy of the Board Resolution to exercise the voting on behalf of the entity has been duly registered or provided to the Scrutinizers through e-mail to gkrkgram@gmail.com.

Explanatory Statement

Item No.01: To appoint Mr. Alagappan Chandramouli (DIN:02299091) as Independent Director of the Company

The Board of Directors of the Company at its Meeting held on 10th February, 2025, pursuant to the recommendation of the Nomination and Remuneration Committee (“NRC”), has approved the appointment of Mr. Alagappan Chandramouli (DIN: 02299091) as an Additional Director (Independent and Non-Executive) of the Company with effect from 29th May, 2025 to hold office as an Independent Director, not liable to retire by rotation, for a term of 5 (five) consecutive years commencing from 29th May, 2025 to 28th May, 2030.

NRC considered Mr. Alagappan Chandramouli’s qualifications, expertise, experience, and independence criteria as prescribed by law, and considering the value he will bring to the Board in terms of his strategic insights and governance skills and recommended to the Board for the appointment. Further, the Committee has reviewed the declarations provided by the proposed director, confirming that he meets the independence criteria.

In compliance with the provisions of Sections 149, 150, 152 of the Companies Act, 2013 (‘Act’), and Regulations 17 and 25 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’), the appointment of Mr. Alagappan Chandramouli (DIN: 02299091) is required to be approved by members by way of special resolution.

Mr. Alagappan Chandramouli has consented to act as an Independent Director of the Company and has confirmed that (i) he meets the criteria of independence prescribed under Section 149(6) of the Act and Regulation 16(1) of the SEBI Listing Regulations and (ii) he is not disqualified from being appointed as an Independent Director.

Mr. Alagappan Chandramouli has exceeded the age of 75 years. Pursuant to Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR”), no listed entity shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of 75 years, unless special resolution is passed to that effect. The Board is of the view that his vast experience will be immensely valuable to the Company and therefore recommends the appointment of Mr. Alagappan Chandramouli as an Independent Director.

A detailed profile of Mr. Alagappan Chandramouli and the details as required under Regulation 36(3) of the SEBI Listing Regulations and the Secretarial Standard – 2 have been provided in Annexure 1 to the explanatory statement.

The Board of Directors recommends the appointment of Mr. Alagappan Chandramouli, as set out in the resolution in item no. 1, for approval of the members as a special resolution.

Except Mr. Alagappan Chandramouli and his relatives, none of the other directors and key managerial personnel of the Company and their relatives are concerned or interested, financially or otherwise, in this resolution.

Item No.02: To Appoint Ms. Sashikala Srikanth (DIN: 01678374) as Independent Director of the Company

The Board of Directors of the Company at its Meeting held on 10th February, 2025, pursuant to the recommendation of the Nomination and Remuneration Committee (“NRC”), has approved the appointment of Ms. Sashikala Srikanth (DIN: 01678374) as an Additional Director (Independent and Non-Executive) of the Company with effect from 29th May, 2025 to hold office as an Independent

Director, not liable to retire by rotation, for a term of 5 (five) consecutive years commencing from 29th May, 2025 to 28th May, 2030.

NRC considered Ms. Sashikala Srikanth's qualifications, expertise, experience, and independence criteria as prescribed by law, and considering the value she will bring to the Board in terms of her strategic insights and governance skills and recommended to the Board for the appointment. Further, the Committee has reviewed the declarations provided by the proposed director, confirming that she meets the independence criteria.

In compliance with the provisions of Sections 149, 150, 152 of the Companies Act, 2013 ('Act'), and Regulations 17 and 25 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), the appointment of Ms. Sashikala Srikanth (DIN: 01678374) is required to be approved by members by way of special resolution.

Ms. Sashikala Srikanth has consented to act as an Independent Director of the Company and has confirmed that (i) she meets the criteria of independence prescribed under Section 149(6) of the Act and Regulation 16(1) of the SEBI Listing Regulations and (ii) she is not disqualified from being appointed as an Independent Director.

A detailed profile of Ms. Sashikala Srikanth and the details as required under Regulation 36(3) of the SEBI Listing Regulations and the Secretarial Standard – 2 have been provided in Annexure 1 to the explanatory statement.

The Board of Directors recommends the appointment of Ms. Sashikala Srikanth, as set out in the resolution in item no. 2, for approval of the members as a special resolution.

Except Ms. Sashikala Srikanth and her relatives, none of the other directors and key managerial personnel of the Company and their relatives are concerned or interested, financially or otherwise, in this resolution.

Item No.03: To Appoint Mr. Govindarajan Dattatreyan Sharma (DIN: 08060285) as Independent Director of the Company

The Board of Directors of the Company at its Meeting held on 10th February, 2025, pursuant to the recommendation of the Nomination and Remuneration Committee ("NRC"), has approved the appointment of Mr. Govindarajan Dattatreyan Sharma (DIN: 08060285) as an Additional Director (Independent and Non-Executive) of the Company with effect from 29th May, 2025 to hold office as an Independent Director, not liable to retire by rotation, for a term of 5 (five) consecutive years commencing from 29th May, 2025 to 28th May, 2030.

NRC considered Mr. Govindarajan Dattatreyan Sharma's qualifications, expertise, experience, and independence criteria as prescribed by law, and considering the value he will bring to the Board in terms of his strategic insights and governance skills and recommended to the Board for the appointment. Further, the Committee has reviewed the declarations provided by the proposed director, confirming that he meets the independence criteria.

Mr. Govindarajan Dattatreyan Sharma will attain the age of 75 years by 19th June 2029 during his first term of appointment. The Nomination and remuneration committee and the Board considers that his continuation as director would be benefit to the Company and desires to avail his services as Independent Director of the Company.

In compliance with the provisions of Sections 149, 150, 152 of the Companies Act, 2013 ('Act'), and Regulations 17 and 25 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), the appointment of Mr. Govindarajan Dattatreyan Sharma (DIN: 08060285) is required to be approved by members by way of special resolution.

Mr. Govindarajan Dattatreyan Sharma has consented to act as an Independent Director of the Company and has confirmed that (i) he meets the criteria of independence prescribed under Section 149(6) of the Act and Regulation 16(1) of the SEBI Listing Regulations and (ii) he is not disqualified from being appointed as an Independent Director.

A detailed profile of Mr. Govindarajan Dattatreyan Sharma and the details as required under Regulation 36(3) of the SEBI Listing Regulations and the Secretarial Standard – 2 have been provided in Annexure 1 to the explanatory statement.

The Board of Directors recommends the appointment of Mr. Govindarajan Dattatreyan Sharma, as set out in the resolution in item no. 3, for approval of the members as a special resolution.

Except Mr. Govindarajan Dattatreyan Sharma and his relatives, none of the other directors and key managerial personnel of the Company and their relatives are concerned or interested, financially or otherwise, in this resolution.

Annexure – 1

Disclosure under Regulation 36(3) of SEBI Listing Regulations, 2015 and SS-2 (General Meeting)

| S. No. | Particulars | Details | | |
|--------|---|--|--|--|
| 1 | Name | Mr. Alagappan Chandramouli (DIN: 02299091) | Ms. Sashikala Srikanth (DIN: 01678374) | Mr. Govindarajan Dattatreyan Sharma (DIN: 08060285) |
| 2 | Age | 78 | 67 | 70 |
| 3 | Qualifications, Experience, Brief resume of the director and Nature of expertise in specific functional areas | Mr. Alagappan Chandramouli holds Masters degree in Geology. He joined Indian Overseas Bank as a Probationary Officer. With continued promotions he worked in various capacities all over India and abroad. He was promoted as General Manager in 1997 and was in charge of Western Zone and held almost all portfolios of the Bank. Highest Exchange Profit was earned when he was in charge of International Division. He successfully conducted Bank's first Public Issue and follow-on Public Issue. While serving as GM HR, he maintained excellent human relationships and had granted promotions to record number of officials and recruited maximum number of new recruits conducting digital exams for the first time in Public Sector Banks. He has | Ms. Sashikala Srikanth is a graduate in Economics, and is also a Chartered Accountant. At present, she provides consultancy services to various corporates. She has over 37 years of experience in various industries ranging from hospitality to biotechnology and fertilizer. She has also held senior management positions in India and abroad. She is also on the board of several companies and a consultant for a few corporates in the area of CSR. | Mr. Govindarajan Dattatreyan Sharma is a senior HR Professional with over 45 years of experience across industry verticals and has held senior positions and led the HR function in various corporates such as BGR Energy Systems, Larsen & Toubro, Vedanta Group, SRA Systems, E.I.D. Parry and SPIC. At present, he is the Principal Consultant, Beeline HR Advisory, an HR & Management Consulting Firm, advising major organizations, Institutions and individuals on managing growth and helping them realize their potential. He has Exposure to multinational mergers and acquisitions, cross-cultural change |

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|----|--|---|--|---|
| | | toured all overseas correspondents on Business promotions and has undergone many trainings both In India and abroad. On retirement, he functioned as Marketing Consultant for many listed Companies. He is a Financial Advisor at present for many Insurance Companies. | | management, large scale integration and facilitation. |
| 4 | Terms and conditions of appointment/re-appointment | For a first term of 5 (five) consecutive years with effect from May 29, 2025 till May 28,2030. | For a first term of 5 (five) consecutive years with effect from May 29, 2025 till May 28, 2030. | For a first term of 5 (five) consecutive years with effect from May 29, 2025 till May 28, 2030. |
| 5 | Details of remuneration sought to be paid and the remuneration last drawn by such person, if applicable | Nil | Nil | Nil |
| 6 | Date of first appointment on the Board | 29 th May 2025 | 29 th May 2025 | 29 th May 2025 |
| 7 | Shareholding in the company | Nil | Nil | Nil |
| 8 | Relationship with other Directors | Nil | Nil | Nil |
| 9 | The number of Meetings of the Board attended during the year | NA | NA | NA |
| 10 | Names of listed entities in which the person also holds directorship and the membership of Committees of the board along with listed entities from which the person has resigned in the past three years | * | ** | *** |
| 11 | Other Directorships, Membership/Chairmanship of Committees of other Boards | 1. Aishwaryam Corporate Services Private Limited 2. Servall Engineering Works Private Limited | 1. Trust Properties Development Company Private Limited 2. EDAC Engineering Limited 3. AM Foundation 4. Sai Saranagathi Charitable Foundation | Nil |

*Names of listed entities in which Mr. Alagappan Chandramouli also holds directorship and the membership of Committees of the board along with listed entities from which the person has resigned in the past three years:

| Names of listed entities in which the person also holds directorship | Name of the Committees | Position held |
|---|---------------------------------------|----------------------|
| Mercantile Ventures Limited | Audit Committee | Chairperson |
| | Stakeholders Relationship Committee | Chairperson |
| Odyssey Technologies Limited | Stakeholders Relationship Committee | Member |
| | Nomination and remuneration committee | Member |

** Names of listed entities in which Ms. Sashikala Srikanth also holds directorship and the membership of Committees of the board along with listed entities from which the person has resigned in the past three years:

| Names of listed entities in which the person also holds directorship | Name of the Committees | Position held |
|---|---------------------------------------|----------------------|
| Tuticorin Alkali Chemicals and Fertilizers Limited | Audit Committee | Chairperson |
| | Risk Management Committee | Member |
| Mercantile Ventures Limited | Audit Committee | Member |
| | Nomination and remuneration committee | Member |
| | Stakeholders Relationship Committee | Member |
| | Corporate Social Responsibility | Chairperson |
| The United Nigiri Tea Estates Company Limited | Audit Committee | Member |
| EDAC Engineering Limited (Unlisted Public Company) | Audit Committee | Chairperson |
| | Nomination and remuneration committee | Member |

Ms. Sashikala Srikanth has resigned in past three years from the following companies:

1. Tamilnadu Petroproducts Limited
2. Manali Petrochemicals Limited
3. Sicagen India Limited
4. Southern Petrochemical Industries Corporation Limited

*** Names of listed entities in which Mr. Govindarajan Dattatreyan Sharma also holds directorship and the membership of Committees of the board along with listed entities from which the person has resigned in the past three years:

| Names of listed entities in which the person also holds directorship | Name of the Committees | Position held |
|---|---------------------------------------|----------------------|
| Tamilnadu Petroproducts Limited | Audit Committee | Member |
| | Nomination and Remuneration Committee | Chairperson |
| | Stakeholders Relationship Committee | Member |
| | Corporate Social Responsibility | Chairperson |
| Manali Petrochemicals Limited | Audit Committee | Member |
| | Nomination and Remuneration Committee | Chairperson |
| | Stakeholders Relationship Committee | Member |
| | Corporate Social Responsibility | Chairperson |
| Sicagen India Limited | Nomination and Remuneration Committee | Chairperson |
| | Corporate Social Responsibility | Chairperson |
| Tuticorin Alkali Chemicals and Fertilizers Ltd | Nomination and Remuneration Committee | Chairperson |
| | Stakeholders Relationship Committee | Member |
| Mercantile Ventures Limited | Nomination and Remuneration Committee | Member |

Place: Chennai
Date: 10.02.2025

For India Radiators Limited

Sd/-

E N Rangaswami
Whole Time Director
DIN: 06463753

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 Friday, the 07th March 2025 at (9:00 AM) IST and ends on Saturday, the 05th April 2025 at (5:00 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 Friday, 28th February, 2025** 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 abovesaid SEBI Circular, Login method for e-Voting for **Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

| Type of shareholders | Login Method |
|---|--|
| <p>Individual Shareholders holding securities in Demat mode with CDSL Depository</p> | <ol style="list-style-type: none"> 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 users to login to Easi / Easiest are requested to visit cdsl website www.cdslindia.com and click on login icon & New System Myeasi Tab. 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, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at cdsl website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 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> | <ol style="list-style-type: none"> 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.nsdl.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. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.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. |

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| Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP) | 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. |
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget 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 toll free no. 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 |

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 Remote e-Voting for **Physical shareholders and shareholders other than individual 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 Physical shareholders and other than individual shareholders holding shares in Demat. |
|-----|---|
| 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. |
|--|--|

(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 –For 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 should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- 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 at the email address gkrkgram@yahoo.in if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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 / investor@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 Futorex, 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.