

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the **THIRTIETH ANNUAL GENERAL MEETING** of the Members of **IP Rings Ltd** will be held on Thursday, the 29th July 2021 at 11:30 A.M [Indian Standard Time (IST)] through Video Conferencing/ Other Audio Visual Means to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements for the year ended on March 31, 2021 and the Report of the Directors' and of the Auditor's thereon and to pass the following Resolution as an Ordinary Resolution:

"RESOLVED THAT the Statement of Profit and Loss for the year ended on March 31, 2021, the Balance Sheet as on that date and annexure thereto, the Cash Flow Statement for the year ended on March 31, 2021, the Reports of Auditors and Directors thereon be and are hereby received and adopted."

2. To declare a Dividend for the year ended March 31, 2021 and to consider and if thought fit to pass with or without modification(s) the following Resolution as an Ordinary Resolution:

"RESOLVED THAT a Dividend of Rs. 1.50/- per Equity Share of the face value of Rs. 10/- each on the paid up Equity Share Capital of the Company as recommended by the Board of Directors be and is hereby declared for the financial year 2020 – 21."

3. To consider and if thought fit to pass with or without modification(s) the following Resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013 and relevant rules framed thereunder, including any modification(s) thereto or re-enactment(s) thereof, for the time being in force, not to fill for the time being the vacancy caused by the retirement of Dr R Mahadevan (DIN: 00001690), a Director who retires by rotation at the 30th Annual General Meeting and does not seek re-appointment."

SPECIAL BUSINESS:

4. To consider and if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution.

"RESOLVED THAT pursuant to the provisions of Sections 149, 152, 161, and other applicable provisions, if any, of the Companies Act, 2013 (the Act, 2013) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mr Yoshitaka Ogawa (holding DIN 08949781), who was appointed as an Additional Director [Non-Executive] and who holds office upto the date of this AGM, consent of members be and is hereby accorded for his appointment as a Director [Non-Executive], who is liable to retire by rotation in terms of applicable provisions of the Act, 2013."

5. To consider and if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution.

“RESOLVED THAT pursuant to Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) remuneration of INR 1,50,000/- (Rupees One Lakh Fifty Thousands only) in addition to reimbursement of all applicable taxes, travelling and out-of-pocket expenses, payable to M/s. A N Raman & Associates, Practicing Cost Accountant, holding Membership No. 5359, allotted by the Institute of Cost Accountants of India, who was re-appointed as Cost Auditor of the Company for the financial year 2021 – 22 by the Board of Directors of the Company, as recommended by the Audit Committee be and is hereby ratified.”

6. To consider and if thought fit, to pass with or without modification(s), the following Resolution as a Special Resolution.

“RESOLVED THAT pursuant to the provisions of Section 94 and other applicable provisions, if any of the Companies Act, 2013, read with Rule 5 (2) of the Companies (Management and Administration) Rules, 2014, approval of the members of the Company be and is hereby accorded to keep, maintain and preserve the Register of members along with the indices of members and/ or any other related documents at the office of M/s. Cameo Corporate Services Limited, #1, Club House Road, Chennai – 600 002 (hereinafter referred to as the Registrar & Share Transfer Agent) or at any other office of the said Registrar & Share Transfer Agent instead of keeping, maintaining and preserving the said Registers/Index of Members at the Registered office of the Company.”

7. To consider and if thought fit, to pass with or without modification(s), the following Resolution as a Special Resolution:

“RESOLVED THAT in conformity with Article 60 & 61 of the Articles of Association of the Company and pursuant to the provisions of Section 197 of the Companies Act, 2013 [Including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Act and further to the MCA Notification No. S.O.1256 (E) Dt.18th March 2021, approval is accorded to the Board of Directors (with due recommendation of the Nomination and Remuneration Committee) for the payment of minimum remuneration to the Non-executive Directors within the limits specified in Schedule V to the Companies Act, 2013 for each of the Non-Executive Directors for a period of 3 (Three) years from 1st April 2021, in the event of inadequacy of profits in a financial year.”

FURTHER RESOLVED THAT this approval is accorded in addition to the approval taken from the share-holders at the 27th Annual General Meeting held on 26th July 2018 whereby the Non-executive Directors are entitled to receive the maximum of the remuneration calculated as per Section 198 of the Companies Act, 2013 (i.e. the rate of 1% of the net profits calculated as per the provisions of Section 197) when compared to the minimum remuneration calculated as per MCA Notification No.S.O.1256 (E) Dt.18th March 2021 in the event of inadequacy of profits”.

Chennai
June 21, 2021
Registered Office:
D 11/12, Industrial Estate
Maraimalai Nagar, 603 209
CIN: L28920TN1991PLC020232

By the Order of the Board of Directors

CS V Anantha Subramanian
Company Secretary
ACS: A29770

STATEMENT OF MATERIAL FACTS (EXPLANATORY STATEMENT) PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The following Explanatory statement sets out all material facts relating to the special businesses mentioned in the accompanying Notice dated 19th June 2021 and shall be taken as forming part of the Notice.

Item No. 3

At the 30th Annual General Meeting, pursuant to Section 152 (6) of the Companies Act, Dr. R Mahadevan is liable to retire by rotation. However he does not seek re-appointment.

As per Section 152 (7) of the Companies Act, 2013, the members of the Company shall expressly resolve not to fill the vacancy, i.e., pass a specific resolution to not fill up the vacancy. The Board of Directors has decided not to fill, for the time being, the vacancy caused due to his retirement. Accordingly, the members' approval is hereby sought for not filling the vacancy caused with this regard.

Item No. 4

Consequent to the nomination of Mr. Yoshitaka Ogawa in place of Mr. Yoshio Onodera by Nippon Piston Ring Co. Ltd [NPR], Japan vide their letter dated September 09, 2020, Mr. Yoshitaka Ogawa was appointed as an Additional Director under the Non Executive, Non Independent Directors Category on November 09, 2020 by the Board of Directors, subject to the approval of the Members at this Annual General Meeting. Individual notice has been received from a member proposing him as a candidate for the office of Director of the Company.

Mr. Yoshitaka Ogawa, aged 59 years, is an Engineer by profession graduated from Tokyo Denki University in 1984. He joined NPR in 1984 and he is currently the General Manager of Production Engineering Department. He does not hold any shares of the Company and he is not related to any other Directors.

Details of other Directorships/ Committee Memberships held by him - NIL

This statement may also be regarded as the necessary disclosure under Regulation 36 (3) of SEBI (LODR) Regulations, 2015.

Save and except Mr. Yoshitaka Ogawa, no other Directors / KMPs / their relatives is interested or concerned in the proposed Resolution. The Directors, therefore, recommend the Ordinary resolution as set out in Item No. 4 of this Notice.

Item No. 5

As recommended by the Audit Committee, the Board at its meeting held on 19th June 2021, re-appointed M/s. A N Raman & Associates, Practising Cost Accountant, having Membership no. 5359, as Cost Auditor of the Company, in terms of Section 148 of the Act, 2013, and fixed a sum of ₹ 1.50 Lakhs as remuneration payable to him for the financial year 2021-22, subject to ratification by the Shareholders of the Company

In terms of Section 148 (3) of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules 2014, the remuneration payable to the Cost Auditor, as recommended by the Audit Committee and approved by the Board of Directors, is required to be ratified by the shareholders of the Company, at the ensuing AGM of the Company.

None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested financially or otherwise, in the resolution as set out in Item No.5 of this Notice.

The Directors, therefore, recommend the ordinary resolution, as set out in Item No.5 of the Notice.

Item No. 6

The Board has appointed M/s. Cameo Corporate Services Limited ("Cameo") as its Registrar and Share Transfer Agent (RTA) in place of existing RTA, M/s. BTS Consultancy Services Private Limited ("BTS") with effect from November 09, 2020.

Pursuant to the provisions of Section 94 of the Companies Act, 2013 (the Act), all registers required to be maintained under Section 88 of the Companies Act, 2013 and annual return filed under Section 92 of the Act shall be kept at the registered office of the Company. However, such registers or copies of return may also be kept at any other place in India in which more than one-tenth of the total number of members entered in the register of members reside, if approved by a special resolution passed at a general meeting of the company and the Registrar has been given a copy of the proposed special resolution in advance.

Accordingly, it has been decided that the statutory records of the Company viz. Register of Members and Indices of members currently maintained at the office of BTS be kept at the office of M/s. Cameo Corporate Services Limited at #1, Club House Road, Chennai – 600 002 with immediate effect.

BTS will however continue to support the RTA activities of the Company till such time the transition of database and electronic connectivity from BTS to Cameo is completed.

The Board of Directors recommend the resolution at Item No. 6 of the accompanying notice as a Special Resolution.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives is concerned with or interested in the above resolution.

Item No. 7

The share-holders at the 27th Annual General Meeting held on 26th July 2018 accorded approval for the payment of remuneration to the Non-Executive Directors as per Section 198 and other applicable provisions of the Companies Act, 2013. Subsequently vide Notification No. S.O. 1256(E) Dt.18th March 2021 issued by the Ministry of Corporate Affairs, the Non-Executive Directors of the Company could be paid remuneration in the event of inadequacy of profits.

The Board of Directors at their meeting held on 21st June 2021 decided to seek the approval of the shareholders authorizing the Board of Directors for the payment of remuneration to the Non-Executive Directors in the event of inadequacy of profits in a financial year calculated as per the provisions of Notification No. S.O. 1256(E) issued by the MCA on 18th March 2021 for a period of 3 (Three) years from 1st April 2021. The quantum of remuneration payable to Non-Executive Directors in the event of inadequacy of profits in a financial year shall be within the limits specified in Schedule V to the Companies Act, 2013 for each of the Non-Executive Directors duly recommended by the Nomination and Remuneration Committee and approved by the Board of Directors from time to time.

Hence the necessary resolutions are placed before the members for their consideration and approval as a Special Resolution.

The Board of Directors recommend the resolution at Item No. 7 of the accompanying notice as a Special Resolution.

All the Non-Executive Directors of the Company/their relatives are interested in the resolution set out at Item No. 7 of the Notice. Other than this none of the directors, key managerial personnel or any of their relatives, are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No.7 of the Notice.

The relevant information required to be furnished under Section II of Part II of Schedule-V to the Act are furnished hereunder:

I. General Information

1.	Nature of Industry	Auto Ancillary	
2.	Date of commercial production	Company was established in 1991	
3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable	
4.	Financial Performance based on given indicators:		
[Rs. In Lakhs]			
	Particulars	March 31, 2021	March 31, 2020
	Revenue from Operations (Net)	19,846.21	19,793.21
	Other Income	99.80	65.67
	Total	19,946.01	19,858.88
	Profit Before Tax	654.01	173.91
	Profit After Tax	496.81	110.11
	Dividend Amount Paid	190.14	-
	Dividend Percentage	15.00%	-
	Earnings Per Share	3.92	0.87
	Share Capital	1,267.59	1,267.59
	Reserves (Other equity)	9,271.71	8,837.49
	Net Worth	10,539.30	10,105.08
	Debt-Equity Ratio	0.50:1	0.43:1
5.	Foreign Investments / Collaborations if any		
	Foreign Investments	Nil	
	Technical Collaborators	Nippon Piston Rings, Japan	

II. Information about the recipients of remuneration:

- Back-ground details:** After getting the resolution passed by the Share-holders, in the event of inadequacy of profits in future in the next 3 years, based on the recommendation of the Nomination and Remuneration committee the Board may decide to remunerate the non executive Directors within the limits permitted under schedule V of

the companies Act 2013. The back-ground details of the non executive Directors are furnished in the Corporate Governance Section under the heading “professional back-ground and skills / expertise / Competence of Directors”.

2. **Past remuneration:** Details of remuneration paid for the non-executive Directors are furnished in the Corporate Governance Section under the heading “remuneration paid / payable to Executive and Non-Executive Directors for the year ended 31st March 2021”.
3. **Recognition or Awards:** -----
4. **Job profile and their suitability:** The non-executive Directors have been drawn from different back-grounds viz, legal, Risk management, soft-ware, engineering, taxation etc. Their contribution at the Board level will guide the company in its overall performance.
5. **Remuneration Proposed:** As stated in the resolution and in the statement of material facts provided under Section 102 of the Act respectively. The Company will pay the non-executive Directors on annual basis (within the limits specified in Schedule V to the Companies Act, 2013) based on recommendations of the Nomination and Remuneration committee.
6. **Comparative remuneration with respect to industry, size of the Company, profile of the position and person (in case of expatriates, the relevant details would be with reference to the country of their origin):** The remuneration currently paid is comparable in the industry and commensurate with the responsibilities handled by non-executive Directors in a listed entity.
7. **Pecuniary Relationship:** NIL

III. Other Information:

1. **Reason for Loss or inadequacy:** The resolution is primarily to facilitate the payment of remuneration to the non-executive Directors due to inadequacy of profit during their tenure which could be on account of economic slow-down and increase in input cost coupled with market competition.
2. **Steps taken or proposed to be taken for improvement:** As mentioned, it is only an enabling resolution.
3. **Expected increase in productivity / profit in measurable terms:** The same was discussed in the Management Discussion & Analysis which forms part of this Report.

IV. Disclosures: They are furnished in the Corporate Governance report in the Annual report.

NOTES:

1. In compliance with the General Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020, Circular No.20/2020 dated May 5, 2020 and Circular No.02/2021 dated January 13, 2021 issued by the Ministry of Corporate Affairs (“MCA Circulars”) and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 (“SEBI Circulars”), electronic copies of the Annual Report for F.Y.2020-21 also containing Notice of the 30th Annual General Meeting of the Company (including e-voting instructions) are being dispatched by email to those Members whose email addresses are registered with the Company/Depository Participants(s).The requirements of sending physical copy

of the Notice of the AGM and Annual Report to the Members have been dispensed with vide MCA Circulars and SEBI Circulars.

2. Pursuant to Section 91 of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015, the register of members and Share Transfer Books of the Company will be closed from 23rd July 2021 to 29th July 2021.
3. **Pursuant to the aforesaid Circulars, the facility to appoint proxy by Members under Section 105 of the Act, 2013 to attend and cast vote for the Members is not available for this AGM as the physical attendance of Members has been dispensed with.** However, Body Corporates are entitled to appoint authorised representatives as its Member to attend the AGM through VC / OAVM and participate thereat and cast their votes through e-Voting.
4. The Members can join the AGM through the VC/OAVM mode 30 minutes before and after the scheduled time of the commencement of the AGM by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to the members on "first come first served" basis. This will not include large Shareholders (Shareholders holding 2% or more of the total number of shares of the Company as on the cut off date as defined), 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 restriction on account of "**first come first served**" basis.
5. Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act, 2013.
6. Pursuant to the provisions of Section 108 of the Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of Listing Regulations (as amended), and the Circulars issued by MCA dated 8th April, 2020, 13th April, 2020, 5th May, 2020 and January 15, 2021 the Company is providing facility of remote e-Voting to its Members in respect of the businesses to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as voting at the meeting will be provided by NSDL.
7. In line with MCA Circular No. 17/2020 dated 13th April, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.iprings.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
8. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Act, 2013 read with Circulars issued by MCA and SEBI in this regard.

UNCLAIMED DIVIDEND

9. In terms of Section 124 of the Act, 2013, the dividend declared by the Company, for earlier years, which remain unclaimed for a period of seven years will be transferred on due dates to the Investor Education and Protection

Fund (IEPF), established by the Central Government. The particulars of due dates for transfer of such unclaimed dividends to IEPF are furnished in the Report on Corporate Governance, forming part of the Annual Report.

10. Members who have not encashed their dividend warrants in respect of the above period are requested to make their claim(s) by surrendering the un-encashed warrants immediately to the Company.

Pursuant to The Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the Company is providing / hosting the required details of unclaimed amount referred to under Section 124 of the Act, 2013 on its website and also on the website of MCA viz., www.iepf.gov.in.

GENERAL

11. With a view to serving the Members better and for administrative convenience, Members who hold shares in identical names and in the same order of names in more than one folio are requested to write to the Company to consolidate their holdings into one folio.
12. Members may also note that the Annual Report will also be available on the Company's website viz., www.iprings.com for their download.

Members holding shares in electronic form

13. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members are requested to submit their PAN to the Depository Participant(s) (DP) with whom they are maintaining their DEMAT accounts.
14. Members are requested to intimate all changes pertaining to their bank details such as bank account number, name of the bank and branch details, MICR code and IFSC Code, Mandates, Nominations, Power of Attorney, Change of Address / Name / e-mail Address / Contact Numbers, etc., to their DP.
15. Electronic copy of the Annual Report and the Notice of the AGM inter-alia indicating the process and manner of e-Voting are being sent to all the Members whose e-mail IDs are registered with the Company / DPs for communication purposes.

Members holding shares in physical form

16. Members can submit their PAN details to the Share Transfer Agent (STA) of the Company.
17. Members are requested to intimate all changes pertaining to their bank details such as bank account number, name of the bank and branch details, MICR code and IFSC code, Mandates, Nomination as per Section 72 of the Act, 2013 by filling Form SH-13, Power of Attorney, Change of Address / Name / e-mail Address / Contact Numbers, etc., with the STA. Blank forms (SH-13) will be sent by e-mail.
18. Members holding shares in physical form, in their own interest, are requested to de-materialize the shares to avail the benefits of electronic holding / trading.

Voting

19. The businesses as set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. The Members may cast their votes using electronic voting system ('remote e-Voting').
20. In case of joint holders attending AGM, 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.
21. In terms of Section 108 of the Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended ('the Rules') and Regulation 44 of the Listing Regulations, the Company has provided facility to exercise votes through electronic voting system to Members holding shares as on 22nd July 2021 being the "Cut-off Date" ("Cut-Off" for the purpose of Rule 20(4)(vii) of the Rules) fixed for determining voting rights of Members entitled to participate in the remote e-Voting process through the platform provided by NSDL viz., www.evoting.nsdl.com.

The voting rights of the Members/Beneficial Owners will be reckoned on the Equity Shares held by them as on Cut-off date. Members as on the Cut-off date only shall be entitled to avail the facility of remote e-Voting or voting at the meeting.

THE INSTRUCTIONS FOR REMOTE E-VOTING AND VOTING AT THE MEETING ARE AS UNDER





1. The remote e-Voting period begins on **26th July 2021 at 9:00 A.M. (IST)** and ends on **28th July 2021 at 5:00 P.M. (IST)**. During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date, may cast their vote by remote e-Voting. The remote e-Voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
2. The Members can join the AGM in the VC/OAVM mode 30 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 for 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 restriction on account of first come first served basis.
3. The details of the process and manner for remote e-Voting are explained herein below:
 Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>
 Step 2: Cast your vote electronically on NSDL e-Voting system.

Step 1: Access to NSDL e-Voting system

A) LOGIN METHOD FOR E-VOTING AND JOINING VIRTUAL MEETING FOR INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE

In terms of SEBI circular 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.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added 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 i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If you are 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 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p>  </div> <div style="text-align: center;">  <p>Google Play</p>  </div> </div>

Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their 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 www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at: https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in 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 provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	<ol style="list-style-type: none"> You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

B) LOGIN METHOD FOR E-VOTING AND JOINING VIRTUAL MEETING FOR SHAREHOLDERS OTHER THAN INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE AND SHAREHOLDERS HOLDING SECURITIES IN PHYSICAL MODE.

- 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, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

- Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.

c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***
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PROCESS FOR THOSE SHAREHOLDERS WHOSE E-MAIL IDS ARE NOT REGISTERED WITH THE DEPOSITORIES FOR PROCURING USER ID AND PASSWORD AND REGISTRATION OF E-MAIL IDS FOR E-VOTING FOR THE RESOLUTIONS SET OUT IN THIS NOTICE:

1. In case shares are held in physical mode please, provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN and AADHAR (self-attested scanned copy) by email to investor@cameoindia.com.
In case shares are held in DEMAT mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN and AADHAR (self-attested scanned copy) to investor@cameoindia.com.
2. Alternatively member may send an e-mail request to evoting@nsdl.co.in for obtaining User ID and Password by proving the details mentioned in Point (1) or (2) as the case may be.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:

- i. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-Voting.
- ii. Only those Members / shareholders, who will be present in the AGM through VC / OAVM facility and have not cast 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 at the AGM.
- iii. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
- iv. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for remote e-Voting.

INSTRUCTIONS TO THE MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

- i. Members will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access the same at <https://www.evoting.nsdl.com> under shareholders/members login by using the remote e-Voting credentials. The link for VC/OAVM will be available in shareholder/members login where EVEN of the Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.
- ii. Members are encouraged to join the Meeting through Laptops for better experience.
- iii. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

- iv. Please note that participants connecting from Mobile Devices or Tablets or through Laptops 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.
- v. As the AGM is being conducted through VC / OAVM, members desiring any information relating to the annual accounts for the year ended 31st March 2021 of the Company are requested to send an email to the Company at cs@iprings.com at least 48 hours before the meeting, mentioning their name, complete 16 digit DEMAT account number / folio number, email address and mobile number. Alternatively the members can access our portal <http://portals.iprings.com/investorQuery/> to raise their questions. Only those requests as received from the members on the aforementioned email addresses on or before **27th July 2021 at 05:00 P.M. (IST)** shall be considered and responded to, prior / until the date of the AGM by way of email.
- vi. Members who would like to register themselves as a speaker shall send an email with the details of name, DEMAT account number/folio number, email id, mobile number to cs@iprings.com and only e-mail request alone shall be entertained to enrol as speaker as the portal should be used only to raise questions to be replied by the Company.
- vii. Members who would like to express their views or ask questions may do so by accessing the following web-link <http://portals.iprings.com/investorQuery/> from Friday the **23rd July 2021** to Tuesday the **27th July 2021** by providing either of their credentials such as name, DP ID and Client ID / folio number, PAN, mobile number, and email address. Members who hold shares of the Company as on **22nd July 2021** being the cut-off date for this purpose and have registered themselves as a speaker will be allowed to express their views / ask questions during the AGM and they may have to allow camera access during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM. The shareholders who have registered themselves as a speaker shareholder will only be allowed to express their views/ask questions during the meeting.

GENERAL GUIDELINES FOR SHAREHOLDERS:

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail mmmukund@gmail.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-Voting or casting vote through e-Voting system during the meeting.
4. Mr R Mukundan, Practicing Company Secretary (Membership No. 7876), has been appointed as the Scrutinizer to scrutinize the remote e-Voting process and casting vote at the meeting in a fair and transparent manner.
5. In case of any queries, Members may refer to the Frequently Asked Questions (FAQs) for Shareholders and e-Voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990. Members, who need assistance before or during the AGM, can contact NSDL on evoting@nsdl.co.in / or contact Mr Amit Vishal, Senior Manager - NSDL at amitv@nsdl.co.in / 022-24994360 / +91

9920264780 or Mr Sagar Ghosalkar, Assistant Manager - NSDL at sagar.ghosalkar@nsdl.co.in / 022-24994553 / +91 9326781467.

6. The Scrutinizer shall after the conclusion of e-Voting at the AGM, first download the votes cast at the AGM and thereafter unblock the votes cast through remote e-Voting and shall make a consolidated scrutinizer's report of the total votes cast in favour or against, invalid votes, if any, and whether the resolution has been carried or not, and such report shall then be sent to the Chairman or a person authorized in this regard, within 48 (forty eight) hours from the conclusion of the AGM, who shall then countersign and declare the result of the voting forthwith.
7. The results declared along with the report of the Scrutinizer shall be placed on the website of the Company at www.iprings.com and on the website of NSDL at www.evoting.nsdl.com immediately after the declaration of results by the Chairman or a person authorized by him. The results shall also be immediately forwarded to BSE Limited, Mumbai.
8. Pursuant to the Circulars issued by MCA and SEBI, owing to the difficulties involved in dispatching of physical copies of the Notice of the AGM and the Annual Report for the year 2020-21, the said documents are being sent only by email to the Members.

Therefore, those Members, whose email address is not registered with the Company or with their respective Depository Participant/s, and who wish to receive the Notice of the AGM and the Annual Report for the year 2020-21 and all other communication sent by the Company, from time to time, can get their email address registered by following the steps as given below:-

- a) For Members holding shares in physical form, please send scan copy of a signed request letter mentioning your folio number, complete address, email address to be registered along with scanned self-attested copy of the PAN and any document (such as Driving Licence, Passport, Bank Statement, AADHAR) supporting the registered address of the Member, by email to the Company's RTA at investor@cameoindia.com.
 - b) For Members holding shares in Demat form, please update your email address through your respective Depository Participant/s.
9. In terms of the Regulation 36(3) of the Listing Regulations, read with Secretarial Standards on General Meeting, brief profile of the Directors, who are proposed to be reappointed in this AGM, nature of their expertise in specific functional areas, other Directorships and Committee Memberships, their shareholding and relationship with other Directors of the Company are elaborated in the Report on Corporate Governance which forms part of the Annual Report.

Chennai

June 21, 2021

Registered Office:

D 11/12, Industrial Estate

Maraimalai Nagar, 603 209

CIN: L28920TN1991PLC020232



By the Order of the Board of Directors



CS V Anantha Subramanian

Company Secretary

ACS: A29770