

**IPR/SECL/EXCH/24-25**

**July 29, 2024**

The Deputy General Manager – Listing  
Department of Corporate Services,  
BSE Limited, P.J. Towers Dalal Street,  
Mumbai-400001  
Stock Code: 523638

Dear Sir/Madam,

**Sub: Notice of the 33<sup>rd</sup> Annual General Meeting to be held on August 22, 2024.**

We are pleased to inform that the **33<sup>rd</sup> Annual General Meeting (“AGM”)** of the Company will be held on **Thursday, the August 22, 2024 at 11.30 a.m. (IST)** through Video Conference/ Other Audio Visual Means (“VC/OAVM”)

We herewith submit the Notice of the 33<sup>rd</sup> AGM for your reference.

The Notice is also available on our website at <https://iprings.com/investors/>

**Information at glance:**

<b>Particulars</b>	<b>Details</b>
Time and date of AGM	11.30 a.m IST, Thursday, August 22, 2024
Mode	VC/OAVM
Cut-off date for e-voting	Friday, August 16, 2024
E-voting start time and date	9.00 a.m. IST, Monday, August 19, 2024
E-voting end time and date	5.00 p.m. IST, Wednesday, August 21, 2024
E-voting website of NSDL	<a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a>
NSDL helpdesk/ toll free no.	1800 1020 990 and 1800 22 44 30

Kindly take the above information on record.

Thanking you,

For **IP Rings Limited**

**M.Sathyanarayanan**  
**Company Secretary**

*Encl: As above*

## NOTICE TO THE SHARE-HOLDERS OF THE 33<sup>rd</sup> ANNUAL GENERAL MEETING

NOTICE is hereby given that the **THIRTY THIRD ANNUAL GENERAL MEETING** of the Members of IP Rings Ltd will be held on **Thursday, August 22, 2024 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 consider and adopt the Audited Financial Statement of the company for the year ended March 31, 2024 together with the reports of the Board of Directors and the Auditor thereon**

To consider passing the following resolution(s) as an **Ordinary Resolution**:

- (i) **"RESOLVED THAT** the Standalone Audited Financial Statement of the Company for the year ended March 31, 2024 together with the reports of the Board of Directors and the Auditor thereon, as circulated to the members and presented to the meeting be and are hereby adopted."
- (ii) **"AND FURTHER RESOLVED THAT** the Consolidated Audited Financial Statement of the Company for the year ended March 31, 2024 together with the report of the Auditor thereon, as circulated to the members and presented to the meeting be and are hereby adopted."

2. **To appoint a director in place of Mr. Ryosuke Hasumi (DIN: 09368134) who retires by rotation and being eligible, offers himself for re-appointment**

To consider passing the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** Mr. Ryosuke Hasumi (DIN: 09368134), who retires by rotation under article 41(a) of the Articles of Association of the Company and being eligible, offers himself for appointment be and is hereby re-appointed as a Director of the Company."

### SPECIAL BUSINESS:

3. **To re-appoint Mr. Vikram Vijayaraghavan (DIN:01944894) as an Independent Director for a second term**

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

**"RESOLVED THAT** pursuant to Section 149, 150, 152, 160 read with Schedule IV and such other applicable provisions of the Companies Act, 2013 (the "Act") and applicable rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. Vikram Vijayaraghavan (DIN:01944894), who was appointed as an Additional Director of the Company, in the category of Independent Director by the Board of Directors with effect from May 16, 2024, on the recommendation of Nomination and Remuneration Committee pursuant to Section 161 of the Act and the Articles of Association of the Company, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation to hold office for a second term of five consecutive years with effect from May 16, 2024 up to May 15, 2029."

4. **To re-appoint Mr. Navin Paul (DIN: 00424944) as an Independent Director for a second term**

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 Sections 149, 150, 152, 160 read with Schedule IV and such other applicable provisions of the Companies Act, 2013 (the "Act") and applicable rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. Navin Paul (DIN:00424944), on the recommendation of Nomination and Remuneration Committee, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five consecutive years with effect from November 07, 2024 up to November 06, 2029."

5. **To appoint Ms. Anandi Iyer (DIN: 03615357) as an Independent Director for first term**

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

**"RESOLVED THAT** pursuant to Section 149, 150, 152, 160 read with Schedule IV and such other applicable provisions of the Companies Act, 2013 (the "Act") and rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) on the recommendation of Nomination and Remuneration Committee Ms. Anandi Iyer (DIN:03615357), be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a consecutive period of five years i.e. with effect from October 01, 2024 up to September 30, 2029."

6. **To appoint Mr. Muthalagu Govindarajan (DIN:09264840) as a Non-Executive Non-Independent Director**

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 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or enactment thereof for the time being in force) (the "Act"), on the recommendation of Nomination and Remuneration Committee and the Board of Directors, Mr. M. Govindarajan (DIN:09264840), in respect of whom the Company has received notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as a Non-Executive Non-Independent Director, of the Company, liable to retire by rotation for a period of 2 years with effect from August 02, 2024 to August 01, 2026."

7. **To Approve payment of minimum remuneration to Non-Executive Directors**

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 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 regulation 17(6) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 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 April 01, 2024 in the event of inadequacy of profits in a financial year.

**RESOLVED FURTHER THAT** this approval is accorded in addition to the approval taken from the shareholders at the 30th Annual General Meeting held on July 29, 2021 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 in the event of inadequacy of profits.

**AND RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds, matters and things including on the manner of paying minimum remuneration and settle all questions or difficulties that may arise with regard to the aforesaid resolution as it may deem fit and to execute any agreements, documents, instructions etc., as may be desirable in connection with or incidental to give effect to the above resolution."

8. **To ratify remuneration of Cost Auditors' for Financial Year 2023-24**

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 148 and other applicable provisions, if any, of the Companies Act, 2013 and 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 Rs. 1,50,000/- p.a. (Rupees One Lakh Fifty Thousand only) excluding applicable taxes, reimbursement of travelling and out

of pocket expenses paid 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 2023-24 by the Board of Directors of the Company, as recommended by the Audit Committee be and is hereby ratified and confirmed”

**AND RESOLVED FURTHER THAT** the Board and/or any person authorised by the Board, be and is hereby severally authorised to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

Chennai  
July 15, 2024

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

On Behalf of the Board of Directors

A. Venkataramani  
Managing Director  
(DIN: 00277816)

**EXPLANATORY STATEMENT  
(PURSUANT TO SECTION 102 OF THE COMPANIES ACT 2013)**

**Item No. 3**

Mr. Vikram Vijayaraghavan joined the Board of the Company on May 16, 2019 as an Independent Director. He is completing his first term of five years at the conclusion of this Thirty Third AGM. The Board of Directors had based on the recommendation of the Nomination and Remuneration Committee (NRC) re-appointed Mr. Vikram Vijayaraghavan (DIN: 01944894) as an Additional Director (in the category of Independent Director) pursuant to the provisions of Sections 149, 150, 152 and 161 read with other relevant provisions of the Companies Act, 2013 (the 'Act'), for a second term of five consecutive years with effect from May 16, 2024.

Mr. Vikram Vijayaraghavan is an Advocate, specialized in Corporate and Taxation litigation and consultant at one of the leading tax firms in South India. He is also a qualified Computer Scientist and is the Co-Founder of one of the fastest growing, funded global startups.

His qualifications and experience in the software and logistics sector serving in various leadership roles and experience on the Board of other companies have been considered to meet the required skills.

Also, considering his rich knowledge, experience and fulfilment of the various criteria for appointment as an Independent Director as specified in the Act, SEBI LODR, policies of the Company and based on the recommendations of the NRC, the Board of Directors recommend to the members that the appointment Mr. Vikram Vijayaraghavan would be beneficial to the Company.

Pursuant to Regulation 17(1C) of SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015, the Company is required to obtain approval of the shareholders for appointment or re-appointment of a person as a Director at the next general meeting or within 3 months from the date of appointment whichever is earlier. Hence, the board recommends to shareholders for considering and approving his appointment in the 33<sup>rd</sup> AGM of the Company, being held within 3 months from his date of appointment.

Mr. Vikram Vijayaraghavan is not disqualified from being appointed as a Director in terms of section 164 of the Act and has given his consent to act as a Director. The Company has received a declaration from him that he also meets with the criteria of independence as prescribed both under Section 149(6) of the Act / provisions of SEBI LODR, has registered with the Independent Director data bank maintained by Indian Institute of Corporate Affairs (IICA) and is exempted from the requisite proficiency test.

In the opinion of Board, Mr. Vikram Vijayaraghavan fulfils the conditions for appointment as an Independent Director as specified in the relevant provisions of the Act and SEBI LODR and he is independent of management of the Company.

Other information relating to his appointment in accordance with Secretarial Standard - SS-2 and Regulation 36(3) of SEBI LODR is annexed to the Notice.

The terms and conditions of appointment as an Independent Director is available for inspection by members at the registered office of the Company between 10:00 hrs (IST) and 12:00 hrs (IST) up to the date of AGM and also on the policies section of the website of the Company [www.iprings.com](http://www.iprings.com). His appointment will also be governed by the policy of the Company applicable to the Board of Directors.

Mr. Vikram Vijayaraghavan is interested in the resolution as it relates to his own appointment. None of the other Directors and KMP of the Company and their relatives are concerned or interested, financial or otherwise in this resolution, except to the extent of their shareholding, if any, in the Company.

The Board recommends passing the resolution as set out in item no.3 as a **special resolution**.

**Item No. 4**

Mr. Navin Paul joined the Board of the Company on November 07, 2019 as an Independent Director. He is completing his first term of five years on November 06, 2024. The Board of Directors had based on the recommendation of the Nomination and Remuneration Committee (NRC) re-appointed Mr. Navin Paul (DIN: 00424944) as an Independent Director pursuant to the provisions of Sections 149, 150, 152 and 161 read with other relevant provisions of the Companies Act, 2013 (the 'Act'), for a term of five consecutive years with effect with effect from November 07, 2024 up to November 06, 2029.

Mr. Navin Paul is a Mechanical Engineer and has a Master Degree in Business Administration from Faculty of Management Studies, Delhi specialized in the field of Marketing. He has over 45 years of rich experience in the field of Trend Monitoring, Technology Roadmaps, Business Enabler, Customer Portfolio Management, Customer Binding and Bonding Strategies.

His qualifications and experience in the automotive and auto components sector serving in various leadership roles and experience on the Board of other companies have been considered to meet the required skills.

Also, considering his rich knowledge, experience and fulfilment of the various criteria for appointment as an Independent Director as specified in the Act, SEBI LODR, policies of the Company and based on the recommendations of the NRC, the Board of Directors recommends to the members that the appointment Mr. Navin Paul would be beneficial to the Company.

Pursuant to Regulation 17(1C) of SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015, the Company is required to obtain approval of the shareholders for appointment or re-appointment of a person as a Director at the next general meeting or within 3 months from the date of appointment whichever is earlier. Hence, the Board recommends to shareholders for considering and approving his appointment in the 33<sup>rd</sup> AGM of the Company, being held within 3 months from his date of appointment.

Mr. Navin Paul is not disqualified from being appointed as a Director in terms of section 164 of the Act and has given his consent to act as a Director. The Company has received a declaration from him that he also meets with the criteria of independence as prescribed both under Section 149(6) of the Act / provisions of SEBI LODR, has registered with the Independent Director databank maintained by Indian Institute of Corporate Affairs (IICA) and is exempted from the requisite proficiency test.

In the opinion of Board, Mr. Navin Paul fulfils the conditions for appointment as an Independent Director as specified in the relevant provisions of the Act and SEBI LODR and he is independent of management of the Company.

Other information relating to his appointment in accordance with Secretarial Standard - SS-2 and Regulation 36(3) of SEBI LODR is annexed to the Notice.

The terms and conditions of appointment as an Independent Director is available for inspection by members at the registered office of the Company between 10:00 hrs (IST) and 12:00 hrs (IST) up to the date of AGM and also on the policies section of the website of the Company [www.iprings.com](http://www.iprings.com). His appointment will also be governed by the policy of the Company applicable to the Board of Directors.

Mr. Navin Paul is interested in the resolution as it relates to his own appointment. None of the other Directors and KMP of the Company and their relatives are concerned or interested, financial or otherwise in this resolution, except to the extent of their shareholding, if any, in the Company.

The Board recommends passing the resolution as set out in item no.4 as a **special resolution**.

#### Item No. 5

The Board of Directors had, based on recommendations of the Nomination and Remuneration Committee (NRC) appointed Ms. Anandi Iyer (DIN:03615357) as a Director (in the category of Independent Director) pursuant to Sections 149, 150, 152 and 161 read with other relevant provisions of the Companies Act, 2013 (the 'Act'), for a term of five consecutive years with effect from October 01, 2024 up to September 30, 2029.

Ms. Anandi Iyer is an Honors graduate from New Delhi and an MBA from Strathclyde Graduate Business School, UK (First Class Degree) specializing in Strategy and Business Communication, and has an advanced qualification in German Language from the Goethe Institute New Delhi. Ms Iyer is presently pursuing her PhD in "Evolution of Innovation Ecosystems in Emerging Markets" from University of Leipzig Germany.

She is the Director & Head of the Fraunhofer Gesellschaft, India Office, since the last 15 years. She was for several years also Special Advisor to the Federal Ministry of Education and Research Govt. of Germany (BMBF), and the Founder Chairperson of the European Business Group Bangalore.

Her qualifications and experience in the Research & Development and Government sectors serving in various leadership roles and experience on the Board of other companies have been considered to meet the required skills.

Also, considering her rich knowledge, experience and fulfilment of the various criteria for appointment as an Independent Director as specified in the Act, SEBI LODR, policies of the Company and based on the recommendations of the NRC, the Board of Directors recommends to the members that the appointment Ms. Anandi Iyer would be beneficial to the Company.

Pursuant to Regulation 17(1C) of SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015, the Company is required to obtain approval of the shareholders for appointment or re-appointment of a person as a Director at the next general meeting or within 3 months from the date of appointment whichever is earlier. Hence, the board recommends to shareholders for considering and approving her appointment in the 33<sup>rd</sup> AGM of the Company, being held within 3 months from her date of appointment.

Ms. Anandi Iyer is not disqualified from being appointed as a Director in terms of section 164 of the Act and has given her consent to act as a Director. The Company has received a declaration from her that she also meets with the criteria of independence as prescribed both under Section 149(6) of the Act / provisions of SEBI LODR.

In the opinion of Board, Ms. Anandi Iyer fulfils the conditions for appointment as an Independent Director as specified in the relevant provisions of the Act and SEBI LODR and she is independent of management of the Company.

Other information relating to his appointment in accordance with Secretarial Standard - SS-2 and Regulation 36(3) of SEBI LODR is annexed to the Notice.

The terms and conditions of appointment as an Independent Director is available for inspection by members at the registered office of the Company between 10:00 hrs (IST) and 12:00 hrs (IST) up to the date of AGM and also on the policies section of the website of the Company [www.iprings.com](http://www.iprings.com). Her appointment will also be governed by the policy of the Company applicable to the Board of Directors.

Ms. Anandi Iyer is interested in the resolution as it relates to her own appointment. None of the other Directors and KMP of the Company and their relatives are concerned or interested, financial or otherwise in this resolution, except to the extent of their shareholding, if any, in the Company.

The Board recommends passing the resolution as set out in item no.5 as a **special resolution**.

#### Item No. 6

Mr. M. Govindarajan was appointed as a Whole Time Director by the Board from August 02, 2021 to August 01, 2024 and the same was approved by the members of the company at the 31<sup>st</sup> AGM held on August 08, 2022. The shareholders, further, at the 32<sup>nd</sup> AGM held on August 12, 2023 approved change in his designation from Whole Time Director to Non-Executive Non Independent Director. On the recommendation of Nomination and Remuneration Committee, the Board of Directors vide a circular resolution dated July 15, 2024 have appointed Mr. M. Govindarajan as an Additional Director (Non-Executive and Non-Independent) for a further period of 2 years from August 02, 2024 to August 01, 2026. As his appointment would be beneficial for the growth of the Company, the Board of Directors recommend the appointment of Mr. M. Govindarajan as a Non-Executive-Non Independent Director liable to retire by rotation.

Mr. M. Govindarajan is interested in the resolution as it relates to his own appointment. None of the other Directors and KMP of the Company and their relatives are concerned or interested, financial or otherwise in this resolution, except to the extent of their shareholding, if any, in the Company.

The Board recommends passing the resolution as set out in item no.6 as an **ordinary resolution**.

#### Item No. 7

The share-holders at the 30th Annual General Meeting held on July 29, 2021 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.

The Board of Directors at their meeting held on May 27, 2024 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 Section 198 of the Companies Act, 2013 for a period of 3 (Three) years from April 01, 2024. 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. None of the other Directors and KMP of the Company and their relatives are concerned or interested, financial or otherwise in this resolution, except to the extent of their shareholding, if any, in the Company.

#### STATEMENT PURSUANT TO SCHEDULE V PART II SECTION II OF THE COMPANIES ACT 2013

##### I. General Information

- (i) Nature of Industry: The Company is engaged in the manufacture of engine and transmission components.
- (ii) Date or expected date of commencement of commercial production: The Company was incorporated on January 30, 1991 and has been operating in the State of Tamilnadu.
- (iii) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not applicable.
- (iv) Financial performance based on given indicators - as per published audited financial results
- (v) Foreign Investments or Collaborations if any: The Company has a Joint venture Agreement with Nippon Piston Ring Co. Ltd.

(Rs. In Lakhs)

Particulars	2021-22	2022-23	2023-24
Gross Income	27,271.49	32,329.56	31,925.43
Profit Before Tax	1,105.03	238.62	(279.31)
Profit After Tax	821.48	173.60	(273.14)
Networth	11,185.39	11,098.60	10,659.41

##### II. Information about the Directors

After getting the resolution passed by the Shareholders, 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".

##### III. Other Information:

###### (i) Reasons for inadequate profits:

The Company has a track record of profit and the Company's primary revenue stream is from engine and transmission components. The year 2023-24 was a challenging year for the Company due to low prices. This coupled with high operation costs adversely affected the financial performance of the Company. The future profitability of the Company depends upon the trend in the sector, the Government policies on Auto component products, the estimated production and availability of auto parts.

###### (ii) Steps taken or proposed to be taken for improvement:

The Company has been focusing on a number of initiatives including Total Productivity Management, cost management especially fixed cost reduction and improvement in all around efficiency and effectiveness across all parameters.

###### (iii) Expected increase in productivity and profits in measurable terms:

The Company has taken up a number of initiatives to improve the operational parameters in several areas.



**(iv) Other Disclosures**

Disclosures relating to remuneration and other terms of appointment are available in the Resolution. The Company has not made any default in repayment of its debts or debentures or interest payable thereon during the preceding financial year 2023-24.

All the non-executive directors are interested in the resolution as it relates to payment of commission to them. None of the other Directors and KMP of the Company and their relatives are concerned or interested, financial or otherwise in this resolution, except to the extent of their shareholding, if any, in the Company.

The Board recommends passing the resolution as set out in item no.7 as a **special resolution**.

**Item No. 8**

In terms of the Companies (Audit and Auditors) Rules, 2014 (the Rules), the Company is required to appoint a Cost Auditor to audit the cost records of the Company. Based on the recommendation of the Audit Committee, the Board of Directors of the Company had approved the appointment of M/s. A N Raman & Associates, Practising Cost Accountant, having Membership No. 5359 for the financial year 2023-24 on a remuneration of Rs. 1,50,000/- per annum excluding applicable taxes, reimbursement of out of pocket expenses incurred, if any, in connection with the cost audit. The remuneration of the Cost Auditor is required to be ratified by the members in accordance with the provisions of the Companies Act, 2013 and Rule 14 of the Rules.

None of the Directors, Key Managerial Personnel and their relatives is concerned or interested in the resolution. Accordingly, the Board recommends passing the resolution as set out at item no. 8 of this notice as an **ordinary resolution**.

**Annexure to the Notice dated July 15, 2024  
Information about Director(s) seeking appointment / re-appointment of the notice convening**

Name of the Director	M Govindarajan	Vikram Vijayaraghavan	Navin Paul	Ryosuke hasumi	Anandilyer
<b>I. Brief Profile</b>					
Age (in years)	58	45	63	52	59
Director Identification Number (DIN)	9264840	01944894	00424944	09368134	03615357
Father's Name	Muthalagu	Vijayaraghavan	N.S.Paul	Hiroshi Hasumi	Anandilyer
Date of Birth	27-10-1962	07-04-1979	24-10-1957	04-06-1972	10-03-1965
Educational Qualifications	B.E., MBA, M.S.	B.E., LLB	B.E., MBA	B.E.	MBA
Experience	35 years	24 years	45 years	27 years	32 years
Nature of Expertise	Production, Technological Operations, Governance	Industrial, Technical, Legal, Governance and other allied disciplines	Trend Monitoring, Technology Road Maps, Business Development	Production, Technical, Business Development	Strategy, Communication, Entrepreneurship and Allied Disciplines
<b>II. Other Details</b>					
Date of first appointment on the Board Terms and Conditions of Appointment	02-08-2021 Appointed as Non-Executive Director for a period of 3 years	16-05-2021 Appointed as Non-Executive Independent Director for 5 years	07-11-2019 Appointed as Non-Executive Independent Director for 5 years	01-11-2021 Appointed as a Non-Executive Non-Independent Director Liable to retire by rotation	01-11-2024 Appointed as Non-Executive Independent Director for 5 years
Last Drawn Reumneration	INR 46.25 Lakhs	Sitting Fees of Rs. 1,00,000	Sitting Fees of Rs. 1,00,000	NA	NA
Remuneration Sought to be paid	NA	NA	NA	NA	NA
Relationship with other Directos/Manager/KMP	NA	NA	NA	NA	NA
Other Directorships:	NA	Murugappa Holdings Limited; Redington (India) Investments Limited; Enthougt Scientific Software Solutions Private Limited; Vulcantech Software India Private Limited; Efficient Frontier Technology India Private Limited; Vulcan Logistics India Private Limited; Dua Software India Private Limited; Amalgamations Repco Limited; Currents Technology Retail (India) Limited; Arvee Consultants Private Limited	Pricol Limited; Amalgamation Repco Limited	NA	Roop Automotives Limited; Induct Solutions Private Limited
Committee Memberships in Other Boards	NA	Amalgamations Repco Limited - Audit Committee and Nomination and	NA	NA	NA

**Annexure to the Notice dated July 15, 2024  
Information about Director(s) seeking appointment / re-appointment of the notice convening**

Name of the Director	M Govindarajan	Vikram Vijayaraghavan	Navin Paul	Ryosuke hasumi	Anandilyer
<b>II. Other Details</b>					
Listed entities from which Director has resigned in the past 3 years	NA	NA	NA	NA	NA
Number of Meetings of the Board attended during the year	5	5	5	5	NA
Number of equity shares held including joint holdings	264	NA	NA	NA	NA
Number of equity shares held as beneficial holders	264	NA	NA	NA	NA

On Behalf of the Board of Directors

Chennai  
July 15, 2024

A. Venkataramani  
Managing Director  
(DIN: 00277816)

**NOTES**

1. The 33<sup>rd</sup> AGM of the Company is being conducted through VC/OAVM facility, in compliance with General Circular No. 09/2023 dated September 25, 2023 read with previous circulars issued by the Ministry of Corporate Affairs ('MCA Circulars') and the provisions of the Act which does not require physical presence of Members at a common venue. The deemed venue for the 33<sup>rd</sup> AGM shall be the Registered Office of the Company. The Company has engaged National Securities Depository Limited for facilitating voting through electronic means i.e. remote e-voting and voting at the AGM.
2. In terms of Section 102 of the Companies Act, 2013 and Secretarial Standard on General Meetings (SS-2), an explanatory statement setting out the material facts concerning business to be transacted at the AGM is annexed and forms part of this Notice.
3. Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his / her behalf and the proxy need not be a member of the Company. **Since this AGM is being held pursuant to the MCA circulars through VC/OAVM, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.**
4. Corporate members intending to send their authorized representatives to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting are requested to send to the Company a certified copy of the board resolution authorizing their representative to the registered email address of the Company i.e. [cs@iprings.com](mailto:cs@iprings.com).
5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business 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 venue voting on the date of the AGM will be provided by NSDL.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at [www.iprings.com](http://www.iprings.com). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://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](http://www.evoting.nsdl.com).
7. In compliance with the aforesaid MCA Circular dated September 25, 2023 and SEBI circular dated October 10, 2023, the Notice of the AGM along with the Annual Report 2024 is being sent only through electronic mode to those Members whose email addresses are registered with the Company / Depositories. Members may note that the Notice and Annual Report 2024 will also be available on the Company's website [www.iprings.com](http://www.iprings.com), websites of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and on the website of NSDL [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
8. Members holding shares in dematerialized form are requested to notify any change in their addresses, bank details or e-mail address with their respective DP and those holding shares in physical form are requested to notify the RTA at the following address:

M/s. Cameo Corporate Services Limited  
SEBI Registration No. INR000003753  
Subramanian Building, 1, Club House Road,  
Anna Salai, Royapettah, Chennai - 600002  
e-mail id: [cameo@cameoindia.com](mailto:cameo@cameoindia.com)  
Phone: 044 - 40020700

9. As per SEBI norms, with effect from January 25, 2022, all transmission/transfer requests including issuance of duplicate share certificates are mandatorily to be processed in dematerialised form only.
10. Information pursuant to regulations 36 (3) of SEBI LODR and Secretarial Standard on General Meeting (SS-2) with respect to the Directors seeking appointment / re-appointment as the case may be, at the AGM are furnished in the Annexure to this Notice. The Directors have furnished the requisite consents / declarations for their appointment / re-appointment.
11. Since the AGM will be held through VC / OAVM, the route map is not annexed in this notice.
12. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 (including amendments thereto) and SEBI LODR, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the AGM by electronic means and the business may be transacted through e-voting services.
  - (i) The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") and for e-voting during the meeting will be provided by National Depository Services Limited (NSDL e-Voting System).
  - (ii) 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 voting at the AGM.
  - (iii) Mr. P. Mukundan, Practicing Company Secretary (ICSI membership no. ACS 7876), has been appointed as the Scrutinizer to scrutinize the 'remote e-voting' process and voting at the AGM, in a fair and transparent manner.
  - (iv) The Results declared along with the report of the Scrutinizer will be available in the investor information section of the website of the Company at [www.iprings.com](http://www.iprings.com) and on the website of NSDL [www.evoting.nsdl.com](http://www.evoting.nsdl.com). immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the stock exchanges where the Company's shares are listed.

**THE INSTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS AREAS UNDER:**

1. Pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 and all other relevant circulars issued from time to time, physical attendance of the Members to the Annual General Meeting (AGM) venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorized representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.
3. The Members can join the AGM in the VC/OAVM mode 15 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.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business 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 venue voting on the date of the EGM/AGM will be provided by NSDL.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at [www.iprings.com](http://www.iprings.com). The Notice can also be accessed from the websites of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://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](http://www.evoting.nsdl.com).

**THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-**

The remote e-voting period begins on, **Monday, August 19, 2024 at 09:00 A.M.** and ends on **Wednesday, August 21, 2024 at 5:00 P.M.** The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. August 16, 2024, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being August 16, 2024.

**How do I vote electronically using NSDL e-Voting system?**

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

**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"> <li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the "<b>Beneficial Owner</b>" icon under "<b>Login</b>" which is available under '<b>IDeAS</b>' 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 "<b>Access to e-Voting</b>" under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> 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 &amp; voting during the meeting.</li> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select "<b>Register Online for IDeAS Portal</b>" or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> 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 <b>e-Voting service provider i.e. NSDL</b> 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 &amp; voting during the meeting.</li> <li>Shareholders/Members can also download NSDL Mobile App "<b>NSDL Speede</b>" facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol>


**NSDL Mobile App is available on**




App Store



Google Play





Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>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 Easi /Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>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 &amp; 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.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; 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.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their depository participants	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.

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**HELPDESK FOR INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE FOR ANY TECHNICAL ISSUES RELATED TO LOGIN THROUGH DEPOSITORY I.E. NSDL AND CDSL.**

Login type	Helpdesk details
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 <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000
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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33



## (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.

### How to Log-in to NSDL e-Voting website?

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. 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.
4. 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***

5. Password details for shareholders other than Individual shareholders are given below:
  - (a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - (b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - (c) How to retrieve your 'initial password'?
    - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - (a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](https://www.evoting.nsdl.com).

- (b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - (c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - (d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
  8. Now, you will have to click on "Login" button.
  9. After you click on the "Login" button, Home page of e-voting will open.

## **STEP 2: CAST YOUR VOTE ELECTRONICALLY AND JOIN GENERAL MEETING ON NSDL E-VOTING SYSTEM.**

### **How to cast your vote electronically and join General Meeting on NSDL e-Voting System?**

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "join meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### **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 to [mukundan@gmail.com](mailto:mukundan@gmail.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
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](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on.: 022 - 4886 7000 or send a request to (Prajakta Pawle) at [evoting@nsdl.com](mailto:evoting@nsdl.com)

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL 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 (self attested scanned copy of PAN card), (self attested scanned copy of Aadhar Card) by email to ([cs@iprings.com](mailto:cs@iprings.com)).
2. 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 (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to ([cs@iprings.com](mailto:cs@iprings.com)). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
4. 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted 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 in the AGM.
3. 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.
4. 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 FOR MEMBERS FOR ATTENDING THE EGM/AGM THROUGH VC/OAVM ARE AS UNDER:**

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of 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.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop 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.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at [cs@iprings.com](mailto:cs@iprings.com). The same will be replied by the company suitably.
6. As the AGM is being conducted through VC / OAVM, members desiring any information relating to the annual accounts for the year ended March 31, 2024 of the Company are requested to send an email to the Company at [cs@iprings.com](mailto: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 August 09, 2024 at 05:00 P.M. (IST) shall be considered and responded to, prior / until the date of the AGM by way of email.
7. 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 Saturday the August 17, 2024 to Monday, August 19, 2024 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 August 16, 2024 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

Chennai  
July 15, 2024

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

On Behalf of the Board of Directors

A. Venkataramani  
Managing Director  
(DIN: 00277816)