

IPR/SECL/EXCH/21-22

July 31, 2021

M/s. BSE Limited
(Bombay Stock Exchange)
Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai 400 001

Sub: Proceedings (Outcome) of the 30th Annual General Meeting

The 30th Annual General Meeting of the Company commenced at 11:30 AM on 29th July 2021 [Thursday] by means of Video Conferencing (“VC”)/ Other Audio Visual Means (“OAVM”) on account of outbreak of COVID-19 (Coronavirus) pandemic and in accordance with the relevant circulars issued by the Ministry of Corporate Affairs, Government of India.

As per the provisions of the Articles of Association of the Company, the Managing Director Mr. A. Venkataramani took the Chair. The requisite forum was present at the commencement and also throughout the meeting. The Notice to the 30th Annual General Meeting, the report of the Directors and the Auditors were taken as read.

The Chairman during his speech detailed the performance of the Company for the year under review and the related future prospects. The Chairman also answered to the queries raised by 10 (Ten) Shareholders to their satisfaction.

The resolutions which were detailed in the notice to the 30th Annual General Meeting were subject to e-voting (which was also available during the time of the 30th Annual General Meeting). The results of the e-voting (along with the report of the scrutinizer) will be uploaded in the website of M/s. BSE Limited within 2 working days. Thereafter the voting results will also be uploaded in the Company’s website immediately. The meeting ended at 12:45 PM with a vote of thanks to all the participants. The draft excerpts of the entire proceedings of the 30th AGM have been enclosed herewith for the reference and records.

For **IP RINGS LIMITED**

CS V ANANTHA SUBRAMANIAN
COMPANY SECRETARY
[ACS NO: 29770]



Mr. A Venkataramani, Managing Director, took the Chair and welcomed the shareholders to the Thirtieth Annual General Meeting at 11:30:00 hours. In all 74 members (representing 59.05% of the total Voting power) were present by logging into the AGM portal provided to the Company by NSDL through visual means.

All the relevant Registers and Statements required at the venue of the meeting were kept open and accessible to inspection by members during the meeting.

The Chairman confirmed that the requisite quorum is present and the Meeting is in Order.

The Chairman introduced the other Directors viz. Dr R Mahadevan, Mr. Vikram Vijayaraghavan, Dr Sandhya Shekhar, Mr. Navin Paul and Mr. Yoshitaka Ogawa, and also Mr. MS Murali, Partner, MSK&R, Mr. R Mukundan, Secretarial Auditor and Mr. R Venkataraman, Chief Financial Officer and Mr. CS Anantha Subramanian, Company Secretary to the shareholders.

Mr. A. Venkataramani paid respects to those frontline workers who supported relentlessly during the pandemic and also to those employees who were succumbed to the pandemic and lost their lives. The Board of Directors, Members who attended the meeting and other panelists paid obeisance to the loss of lives during the pandemic.

Excerpts of the Chairman Speech:

The year 2020 witnessed an unwelcome surprise in the form of the COVID 19 pandemic and has brought about an inescapable 'new reality' for many of us as individuals and companies. Both the Global and Indian economies have been reeling under the impact of successive waves of the pandemic. Rating agencies expect de-growth of between 4.7 and 4.1% in the global economy, while the Indian economy is expected to de-grow by 7.3% in FY 21 primarily caused by the pandemic induced lacklustre Q1 and Q2. Timely fiscal and monetary interventions by Central Governments around the world and the perseverance of businesses and people helped with a sharp V shaped recovery in the 2nd half of the year.

The Indian Auto Industry already reeling from the sharp slow-down witnessed in 2019 was further affected by the nationwide and the non-uniform state wise COVID induced lockdowns. Restrictions on movement of people and goods, created labour and supply chain shortages. By the second half of FY 2020 – 21, government restrictions eased, and supply chain issues resolved. The favorable monsoons, pent-up demand, festive season and customers changing relationship with personal mobility caused the demand to return. The year ended with the domestic passenger car segment recovering satisfactorily and reaching almost the same levels (-2.3%) as FY 20. The 2-Wheeler industry reached 85% of FY 20 sales, while the already heavily impacted CV segment registered about 80% of PY sales. The Tractor segment, largely unaffected due to the good monsoon and relative low impact of the pandemic in rural India registered a healthy growth. The 3- Wheeler segment continued to be affected due to changing mobility trends and subdued passenger and goods segment demand.

Demand for the company's products picked up in Q3 and Q4 of FY 20. The Piston Ring Division benefitted from the Auto Industry's transition to BS VI Emission norms. The more stringent emission norms required increasingly higher cost and sophisticated surface treatment like Physical Vapour Deposition (PVD) of special Cr-N alloys on Piston Rings, thus improving the utilization of the expensive PVD furnaces. The contraction in OE volumes therefore translated to a 13.5% reduction in sales turnover for this division. The Precision Forgings, Machined Steel products and Specialty tooling divisions fared better, registering a growth of 7.5 % over PY. This was primarily fuelled by increased demand for the company's near net shaped cold forged products from North America and the domestic passenger car industry. As a result, the company as a whole was able to achieve the same level of sales revenue as the previous year despite 'near zero' activity levels for the first 4 months of the financial year. However, the various austerity measures adopted, and efficiency improvement initiatives undertaken helped the company improve its profitability thus recording a Profit after Tax of Rs 496.81 Lakhs while continuing to invest in technology capabilities, capacities and modernization.

Stringent Emission norms will necessitate the usage of increasingly sophisticated coating technologies on Piston Rings. The company's access to global technologies through its relationship with NPR of Japan and its locally developed innovative design solutions augur well for the future.

With increasing NVH (Noise, Vibration and Harshness) standards and demand for light-weighting, the necessity for near net shaped precision forged components continue to grow in the rapidly changing automotive world. The company's innovative use of the unique Orbital Cold Forming technology places it in a strong position to leverage these opportunities.

The company's fully integrated design, engineering and manufacturing capabilities can be further leveraged to make strategic entries into the growing global opportunities for precision engineered products in the automotive, defence and aerospace segments.

The Indian Automotive Industry continues to be the engine for the Government's 'Make in India' program. The sector is expected to contribute 12% to the Country's GDP and over 40% to India's manufacturing sector. The automotive industry in India is expected to grow at a CAGR of between 12 and 14%. In addition, the Government's PLI [Production Linked Incentive] schemes to promote exports will further enhance the company's competitive position in the global automotive markets.

Continuous focus on technology and business development while keeping a relentless focus on value engineering and customer partnerships will enable the company to meet the shareholders expectations of sustained growth and profitability.

The Chairman placed on record the tremendous support that the company receives from its international technology partner NPR of Japan and from its promoter company India Pistons both of whom play a pivotal role in continued growth in this ever-changing automotive landscape of India.

The Chairman also thanked the customers for their patronage, the Board of Directors for their valued guidance, the bankers for their continued support, the shareholders and promoter Amalgamations Group for their understanding and support and lastly and most importantly the employees for their diligence and loyalty.

He concluded that the company is well placed for the future and the employees are fiercely committed to create a world class manufacturing enterprise following the highest standards of excellence.

Thereafter, the Chairman invited clarifications from the Shareholders in respect of the Annual Accounts of the Company. The following Shareholders spoke on the occasion by logging live into the “speaker-shareholders login” provided by NSDL for the Company for the 30th Annual General Meeting.

Shareholder's Details	Folio No. / DPID – CD	Shares held
Ms Neha Sharaff	1208160039628371	4600
Ms. Srinidhi Bajoria	1204470007882991	1
Ms. Nidhi Kanoi	1201090015889923	50
Ms. Deepshika Pasari	IN30115123498896	1
Ms. Nameeta Mohanka	IN30154937977426	400
Ms. Aditi Tapuriah	IN30210510796795	12
Ms. Paridhi Agarwal	1208250008153420	1310
Mr. Shlok Dave	1208160023214965	1
Mr. Abhishek	IN30163741359155	2
Mr. Anisha P Seth & Mr. Pankaj Seth	IN30154962096439 & 1201370000381127	8055 & 8680

During their speech, they highlighted the profitability, future prospects of the Company, market conditions, Impact of EV Vehicles, impact of the Joint Venture with Eminox and the action plans to improve the Profitability for 2021 – 22.

Thereafter the Chairman satisfactorily answered the queries raised by the members. He further requested Dr R Mahadevan and Mr Navin Paul, Directors to provide the technical capabilities of the Company and industry insight respectively.

The Chairman then took up the business items, viz.

ORDINARY BUSINESS:

1. AUDITED FINANCIAL STATEMENTS OF THE COMPANY AND REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS FOR THE FINANCIAL YEAR ENDED MARCH 31, 2021:

The Shareholders considered the IND-AS compiled Statement of Profit and Loss for the year ended on March 31, 2021, the Balance Sheet as on that date and annexure thereto and the Cash Flow Statement for the year ended on March 31, 2021 and the Reports of the Auditors and Directors' thereon.

The following **Ordinary Resolution** was placed before the Members:

“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. DECLARATION OF DIVIDEND:

The following **Ordinary Resolution** was placed before the Members:

“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. NOT TO FILL THE VACANCY CAUSED BY THE RETIREMENT OF DR R MAHADEVAN, DIRECTOR [DIN: 00001690]

The following **Ordinary Resolution** was placed before the Members:

“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. APPOINTMENT OF MR YOSHITAKA OGAWA, NON-EXECUTIVE DIRECTOR:

The following **Ordinary Resolution** was placed before the Members:

“**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. RATIFICATION OF REMUNERATION PAYABLE TO COST AUDITORS FOR THE FINANCIAL YEAR 2021 – 22:

The following **Ordinary Resolution** was placed before the Members:

“**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. PLACE OF KEEPING THE REGISTER OF MEMBERS AT THE PREMISES OF M /S. CAMEO CORPORATE SERVICES LIMITED:

The following **Special Resolution** was placed before the Members:

“**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. **PAYMENT OF REMUNERATION TO NON-EXECUTIVE DIRECTORS OF THE COMPANY:**

The following **Special Resolution** was placed before the Members:

“**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.”

The Chairman informed the meeting that Mr. V Anantha Subramanian, Company Secretary is authorized to take necessary steps to publish the complete compiled report on voting details (E-Voting and Poll at the AGM) in the website of the Company on or before the time specified as per the Act, after receipt of report from Mr. R Mukundan, Scrutinizer.

The Company has received the report from Mr. R. Mukundan, Scrutinizer. The details of the Voting Results are:

Sl. No.	Resolution Particulars	No. of Votes poled	Assenting Votes	% to Total Votes Cast	Dissenting Votes	% to Total Votes Cast	Invalid Votes
1.	Adoption of Financial Statements for the Year Ended 31 st March 2021	8325828	8325788	99.999	40	0.0004	0
2.	Declaration of Dividend	8325828	8325824	99.999	4	0.000	0
3.	Not to fill the Vacancy caused by the Retirement of Dr R Mahadevan, Director	8325828	8324596	99.984	1232	0.014	0
4.	Appointment of Mr. Yoshitaka Ogawa, Non-Executive Director	8325828	8325596	99.996	232	0.003	0
5.	Ratification of Remuneration payable to Cost Auditors	8325828	8325596	99.996	232	0.003	0
6.	Place of Keeping the Register of Members, etc.,	8325828	8325712	99.998	116	0.001	0

7.	Minimum Remuneration to Non-Executive Directors	8325828	8324596	99.984	1232	0.014	0
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All the above Resolutions as mentioned in the Notice convening the 30th Annual General Meeting have been passed with absolute majority.

