

IPR/SECL/EXCH/20-21

September 03, 2020

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

/Electronic Filing/

Dear Sir,

Sub: Intimation and notice of the 29th Annual General Meeting

Pursuant to Regulation 30 of the SEBI (LODR) Regulations, 2015, we hereby inform that the 29th Annual General Meeting (AGM) of the Company will be held on **Thursday the 24th September, 2020 at 11:30 AM** through the Video Conference/ Other Audio Visual Means (OAVM) mode.

In this connection, please find enclosed the notice (including the notes thereof, instructions of e-voting, etc) of the 29th Annual General Meeting for your records.

Further we confirm that the copy of the same (together with the entire contents of the Annual Report – 2020) is available on the website of the company i.e. www.iprings.com and also in our portal <http://portals.iprings.com/investorquery/AnnualReturn/AnnualReturn2020.pdf>.

Thanking you,

For IP RINGS LIMITED



CS V ANANTHA SUBRAMANIAN
(MEM. NO: A29770)
COMPANY SECRETARY



NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the **TWENTY NINTH ANNUAL GENERAL MEETING** of the Members of **IP Rings Ltd** will be held on Thursday, the 24th September 2020 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, 2020 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, 2020, the Balance Sheet as on that date and annexure thereto, the Cash Flow Statement for the year ended on March 31, 2020, the Reports of Auditors and Directors thereon as circulated to the members and presented to the meeting be and are hereby received and adopted.”

2. To elect a Director in place of Dr R. Mahadevan (DIN 00001690), who retires by rotation and, being eligible, offers himself for re-election and to pass the following Resolution as a Special Resolution:

“RESOLVED that Dr R Mahadevan (DIN 00001690), who retires by rotation and being eligible, offers himself for re-appointment from the Board pursuant to the provisions of Section 152 of the Companies Act, 2013 be and is hereby re-elected as a Director of the Company.”

SPECIAL BUSINESS:

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 Sections 149 read with Schedule IV, 152, 160, 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 Navin Paul (holding DIN 00424944), who was appointed as an Additional Director and Non-Executive Independent Director and who holds office upto the date of this AGM, and

in respect of whom the Company has received a notice in writing from a shareholder under Section 160 of the Act, 2013, consent of members be and is hereby accorded for his appointment as a Non-Executive and Independent Director of the Company, for a term of five consecutive years w.e.f. 07th November 2019 [07th November 2019 to 06th November 2024] and whose office shall not be liable to retire by rotation during the period, and to receive remuneration by way of profit related commission, if any, within the permissible limit in terms of Section 197 of the Act, 2013, as determined by the Board, from time to time including reimbursement of expenses and fees for participation in the meetings of the Board and / or Committees in terms of applicable provisions of the Act, 2013.

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 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 year 2020 – 21 by the Board of Directors of the Company, as recommended by the Audit Committee be and is hereby ratified.”

By order of the Board of Directors

Chennai

June 29, 2020

Registered office:
D-11/12, Industrial Estate,
Maraimalai Nagar – 603 209
CIN: L28920TN1991PLC020232

CS V ANANTHA SUBRAMANIAN

Company Secretary

ACS: A29770

The following Explanatory statement sets out all material facts relating to the special businesses mentioned in the accompanying Notice dated 29th June 2020 and shall be taken as forming part of the Notice.

**Statement of Material Facts (Explanatory Statement) pursuant to Section 102 of the Companies Act, 2013
Item No. 2**

As per the provisions of the Notification No.SEBI/LAD-NRO/GN/ 2018/10 issued by the Securities and Exchanges Board of India (SEBI) on 9th May 2018, it is mandatory to get the approval of the share-holders (by means of special resolutions passed at a general meeting) to re-appoint a non-executive director to the Board who have attained the age of 75 years as on 1st April 2019. Dr R Mahadevan (aged 77 years) is a Non-Executive Director who gets attracted by the provisions of the said notification issued by SEBI. Dr. R. Mahadevan is currently serving the Board as a Non-Executive Director. The Board is confident that his continued contribution at the Board level would benefit the Company.

Memorandum of Interest

Dr. R .Mahadevan (holding 1,080 shares in the Company) is interested in the resolutions to the extent of his share-holding and the remuneration payable to them. No other Director / Key Managerial Personnel and their relatives is concerned or interested in the resolution. He is a member in the following committees in the Company viz. Audit Committee, Nomination & Remuneration Committee and the Chairman of Stakeholders Relationship cum Investors' Grievance Committee. The Directors recommend the resolution for consideration and approval of the members. The details [pursuant to Clause 36(3) of SEBI (LODR) Regulations, 2015] in connection with the re-appointment of Dr. R .Mahadevan, Director are furnished hereunder:

Name & Date of Birth : Dr R Mahadevan – 05th February 1943
 Date of Appointment : 14th July 1995
 Qualifications : Engineering Graduate and holds a Ph.D from IIT, Chennai
 Expertise in specific Functional areas : Technical knowledge in the operations of the Company

He has attended four out of five Board Meetings held during the year 2019 – 20.

Details of his other Directorships and memberships / Chairmanships of Committees are given below:

Sl. No.	Name of the Company	Position Held	Committee Membership
1.	IP Pins & Liners Limited	Director	
2.	India Pistons Limited	Director	
3.	Amco Batteries Limited	Director	
4.	Amalgamations Valeo Clutch Private Limited	Director	

5.	IPL Green Power Limited	Director	
6.	Simpson & Company Limited	Director	Nomination & Remuneration Committee – Member

Details of other Committee memberships

Member in Nomination & Remuneration Committee in M/s Simpson & Co Ltd

Relationship between Directors inter-se : Nil

Item No. 3

Mr Navin Paul was appointed as an Additional Director under the Independent Directors Category on November 07, 2019 by the Board of Directors, subject to the approval of the Members at this Annual General Meeting.

Mr Navin Paul, Non-Executive Director of the Company has given a declaration to the Board that he meets the criteria of independence as provided under Section 149 (6) of the Companies Act, 2013. In the opinion of the Board, he fulfils the conditions specified in the Act and the Rules framed thereunder for appointment as an Independent Director and he is independent of the management.

In compliance with the provisions of Section 149 of the Companies Act, 2013 read with Schedule IV of the Act, the appointment of Mr. Navin Paul as an Independent Director is now being placed before the Members for their approval. He is not holding any shares in the Company.

The Terms and conditions of the appointment of the above Director are open for inspection by the Members at the Registered Office of the Company during normal business hours on any working day.

Mr. Navin Paul, aged 62 years is a Mechanical Engineer, and has a Masters Degree in Business Administration with FMS Delhi specializing in the field of Marketing. He has over 40 years of rich experience in the field of Trend Monitoring, Technology Roadmaps, Business Enabler, Customer Portfolio Management, Customer Binding and Bonding Strategies.

Details of other Directorships/ Committee Memberships held by him:

Directorship	Committee Membership
Automotive Component Manufacturers Association of India	Director
Amalgamations Repco Limited	Director

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

Save and except Mr. Navin Paul, no other Directors / KMPs / their relatives is interested or concerned in the proposed Resolution.

The Directors, therefore, recommend the Ordinary resolution, in relation to appointment of Mr Navin Paul as Non Executive Independent Director for approval of the shareholders, as set out in Item No. 3 of this Notice.

Item No. 4

As recommended by the Audit Committee, the Board at its meeting held on 29th June 2020, 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 2020-21, subject to ratification by the Shareholders of the Company

In terms of Section 148 (3) of the 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.4 of this Notice.

The Directors, therefore, recommend the ordinary resolution, as set out in Item No.4 for ratification of remuneration payable to the Cost Auditor of the Company.

NOTES:

Proxy

1. In view of the outbreak of CoVID-19 pandemic, social distancing norms is being followed and the continuing restriction on movement of persons at several places in the country and pursuant to the Circular No. 14/2020 dated 8th April 2020, Circular No.17/2020 dated 13th April 2020 and Circular No. 20/2020 dated 5th May 2020 issued by the Ministry of Corporate Affairs (MCA) and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020 issued by the Securities and Exchange Board of India ("SEBI") and in compliance with the provisions of the Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), physical attendance of the Members at the AGM venue is not required and AGM can be held through video

conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate at the ensuing AGM through VC/OAVM.

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 17th September 2020 to 24th September 2020 [both days inclusive]. The said closure intimation has been published in Financial Express [Chennai Edition] in English and in Makkal Kural in Tamil Language dated 31st August 2020.
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 and 5th May, 2020 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 16th September 2020 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 21st September 2020 at 9:00 A.M. (IST) and ends on 23rd September 2020 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 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.

Details on Step – 1 is mentioned below:

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 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL e-services i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL e-services 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.	<p>EVEN Number followed by Folio Number registered with the Company</p> <p>For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***</p>

5. Your password details 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 STA, your 'initial password' would be 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 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.
 - b) "Physical User Reset Password?" (If you are holding shares in physical mode) option available on 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.co.in mentioning your DEMAT account number/folio number, your PAN, your name and your registered address.
 - 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.

Details on Step 2 are mentioned below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login as provided in Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After clicking on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of IP Rings Limited for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. 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.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

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 helpdesk@btsindia.co.in.
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 helpdesk@btsindia.co.in.
2. Alternatively member may send an e-mail request to evoting@nsdl.co.in for obtaining User ID and Password by providing 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 2020 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 22nd September 2020 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 Wednesday the 02nd September 2020 to Tuesday the 22nd September 2020 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 31st August 2020 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 2019-20, 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 2019-20 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 helpdesk@btsindia.co.in.
 - b) For Members holding shares in Demat form, please update your email address through your respective Depository Participant/s.
9. In accordance with the provisions of Article 41 of the Articles of Association of the Company, Dr. R Mahadevan will retire by rotation at AGM and being eligible, offer himself for re-appointment; and
 10. 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.