

IP Rings Ltd.

Minutes of the Twenty Third Annual General Meeting of the Members of IP Rings Ltd. held on Thursday, July 31, 2014 at 10.15 a.m. at D 11/12, Industrial Estate, Maraimalai Nagar – 603 209.

Present:

Mr N Venkataramani	Chairman
Mr A Venkataramani	Managing Director
Dr N Gowrishankar	Director
Dr R Mahadevan	Director
Mr Masaaki Otani	Director
Mr P M Venkatasubramanian	Director
Dr R Natarajan	Director
Mr S R Srinivasan	Director
Mr S Ramachandra	Director

Shareholders 261 in Person & 146 in Proxy

Mrs S Priyamvatha Company Secretary

Mr N Venkataramani, Chairman, took the Chair and welcomed the Shareholders to the Twenty Third Annual General Meeting.

Mr N Venkataramani, Chairman welcomed Mr Masaaki Otani, to the Annual General Meeting and thanked him for his presence. He also introduced the other Directors, viz., Mr A Venkataramani, Dr N Gowrishankar, Dr R Mahadevan, Mr P M Venkatasubramanian, Dr R Natarajan, Mr S R Srinivasan and Mr S Ramachandra, to the Shareholders.

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

Mrs S Priyamvatha, Company Secretary read the Notice convening the Meeting.

The Chairman requested the Auditors to read the Auditors' Report and Mr S Subramanian, Partner, RGN Price & Company, Chartered Accountants, Chennai read the same.

The Chairman delivered his address to the Members thereafter. The Chairman in his address covered the present status of Indian Auto Components Industry and its future. He was optimistic about the future and informed the Shareholders that the demand for the Company's Products will improve from the second half of 2014-15. He thanked the Collaborators, Promoters, Management, Employees and the Shareholders for their support and confidence.

Thereafter the Chairman requested Mr Masaaki Otani, Director to deliver his address to the shareholders of the Company. Mr Otani conveyed his message to the Shareholders in Japanese and the same was translated by Mr I Fujita of Nippon-Piston Ring Co. Ltd., Japan. Mr Otani in his speech covered the global auto component markets and the future prospects of the industry. He assured the shareholders about the latest technology developments in the industry and the role of NPR to help IP Rings in new technology and new products. He also thanked the shareholders of IP Rings.

**TRUE COPY**

For IP Rings Limited

  
S. Priyamvatha  
Company Secretary

The Chairman informed the Members about the new Provisions of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement, which mandates voting on Resolutions to be passed in General Meetings either by electronic means by the members who have registered their E-mail IDs with the Company or by physical Ballot Forms which were sent through Registered Bulk Mailing / Courier. He also informed that the Company has offered the facility of polling at the venue of this Annual General Meeting to the Shareholders who have not exercised their voting either through e-Voting or Ballot Forms.

He also informed the Members that Mrs. Lalitha Kannan of M/s LK & Associates, Practicing Company Secretaries, who has been appointed as the Scrutinizers for conducting the e-Voting & Ballot Process has submitted her Report on the outcome of E-voting & Ballot Process.

He requested Mrs S Priyamvatha, Company Secretary to read the Scrutinizers Report on E-Voting and Physical Ballot Forms, and the Company Secretary read the same.

Thereafter the Chairman invited clarifications from the Shareholders in respect of the Annual Accounts of the Company.

Two Shareholders Mr R Vidyashankar (1204470005731511) and Mr J Abhishek (IN30163741359155) sought few clarifications in the accounts, annual report, future prospects and about the performance of the Company. The Chairman clarified these issues to the Shareholders.

Thereafter the Chairman moved the business items, viz.,

**ORDINARY BUSINESS:**

**ADOPTION OF ANNUAL ACCOUNTS:**

The Shareholders considered the Audited Balance Sheet as at March 31, 2014 together with the Statement of Profit and Loss Account for the year ended on that date and the Report of the Directors' and of the Auditors thereon.

The following Ordinary Resolution was placed before the Members:

"RESOLVED that the Audited Balance Sheet as at March 31, 2014 together with the Statement of Profit and Loss Account for the year ended on that date and the Report of the Directors and of the Auditors thereon as placed before the Meeting be and are hereby adopted."

**APPOINTMENT OF DIRECTOR – Dr N Gowrishankar (DIN 00124441):**

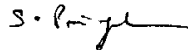
The following Ordinary Resolution was placed before the Members:

"RESOLVED that Dr N Gowrishankar (DIN 00124441), who retires by rotation and being eligible for re-appointment, be and is hereby reappointed as a Director of the Company."

**APPOINTMENT OF DIRECTOR – Mr Masaaki Otani (DIN 02714500):**

The following Resolution was placed before the Members, as on Ordinary Resolution:

**For IP Rings Limited**



**S. Priyamvatha**  
Company Secretary

PHOTOCOPY

"RESOLVED that Mr Masaaki Otani (DIN 02714500), who retires by rotation and being eligible for reappointment, be and is hereby reappointed as a Director of the Company."

**REAPPOINTMENT OF AUDITORS:**

The following Ordinary Resolution was placed before the Members:

"RESOLVED that pursuant to the Provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, Messrs. RGN Price & Co., (Firm Registration No. 002785S) Chartered Accountants, Chennai, be and are hereby re-appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company on such remuneration as may be fixed in this behalf by the Board of Directors of the Company."

**SPECIAL BUSINESS:**

**APPOINTMENT OF MR P.M. VENKATASUBRAMANIAN AS AN INDEPENDENT DIRECTOR:**

The following Resolution was placed before the Members as an Ordinary Resolution:

"RESOLVED that pursuant to the provisions of Section 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr P M Venkatasubramanian (DIN 00124505), Director of the Company, who retires by rotation at the Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term upto March 31, 2019."

**APPOINTMENT OF MR S R SRINIVASAN AS AN INDEPENDENT DIRECTOR:**

The following Resolution was placed before the Members as an Ordinary Resolution:

"RESOLVED that pursuant to the provisions of Section 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr S R Srinivasan (DIN 00446444), Director of the Company, whose period of office is liable to determination by retirement of directors by rotation and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term upto March 31, 2019."

**APPOINTMENT OF MR S RAMACHANDRA AS AN INDEPENDENT DIRECTOR:**

The following Resolution was placed before the Members as an Ordinary Resolution:

**TRUE COPY**

For IP Rings Limited

*S. Priyamvatha*  
S. Priyamvatha  
Company Secretary

"RESOLVED that pursuant to the provisions of Section 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr S Ramachandra (DIN 02613601), Director of the Company, whose period of office is liable to determination by retirement of directors by rotation and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term upto March 31, 2019."

**APPOINTMENT OF DR R NATARAJAN AS AN INDEPENDENT DIRECTOR:**

The following Resolution was placed before the Members as an Ordinary Resolution:

"RESOLVED that pursuant to the provisions of Section 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Dr R Natarajan (DIN 00001638), Director of the Company, whose period of office is liable to determination by retirement of directors by rotation and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term upto March 31, 2019.

**WAIVER OF RECOVERY OF EXCESS REMUNERATION PAID / PAYABLE TO DR N GOWRISHANKAR FOR THE PERIOD 01.04.2013 TO 31.05.2013:**

The following Resolution was placed before the Members as a Special Resolution:

"RESOLVED that subject to the approval of the Central Government, pursuant to the provisions of Section 309 (5), 310, 198 (4) and other applicable provisions of the Companies Act, 1956, consent of the Members be and is hereby accorded for waiver of recovery of excess remuneration of Rs.9,98,831/- paid / payable to Dr N Gowrishankar, Whole Time Director for the period 01.04.2013 to 31.05.2013, notwithstanding the fact that the Company has no profits or inadequate profits and which has been duly recommended by the Nomination & Remuneration Committee.

RESOLVED FURTHER that the Company Secretary be and is hereby authorized to make necessary application to the Central Government for waiver of recovery of excess remuneration paid / payable to the Whole Time Director and to do all such acts, deeds, matters and things as may be deemed necessary to give effect to this Resolution."

**WAIVER OF RECOVERY OF EXCESS REMUNERATION PAID TO MR A VENKATARAMANI FOR THE PERIOD 01.04.2013 TO 31.03.2014:**

The following Resolution was placed before the Members as a Special Resolution:

**TRUE COPY**

For IP Rings Limited

  
S. Priyamvatha  
Company Secretary

"RESOLVED that subject to the approval of the Central Government, pursuant to the provisions of Section 309 (5), 310, 198 (4) and other applicable provisions of the Companies Act, 1956, consent of the Members be and is hereby accorded for waiver of recovery of excess remuneration of Rs.78,21216/- paid to Mr. A Venkataramani, Managing Director for the period 01.04.2013 to 31.03.2014, notwithstanding the fact that the Company has no profits or inadequate profits and which has been duly recommended by the Nomination & Remuneration Committee.

RESOLVED FURTHER that the Company Secretary be and is hereby authorized to make necessary application to the Central Government for waiver of recovery of excess remuneration paid to the Managing Director and to do all such acts, deeds, matters and things as may be deemed necessary to give effect to this Resolution."

#### **BORROWING POWERS:**

The following Special Resolution was placed before the Members:

"RESOLVED that in supersession to the Ordinary Resolution adopted at the 21<sup>st</sup> Annual General Meeting held on 26<sup>th</sup> July 2012 and pursuant to Section 180(1)(c) and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the Company be and is hereby accorded to the Board of Directors to borrow from time to time any sum or sums of money on such terms and conditions and with or without security as the board may think fit, which notwithstanding the fact that the amount borrowed / to be so borrowed (apart from temporary loans obtained / to be obtained in the ordinary course of business), may exceed the aggregate for the time being of the paid up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, by a sum not exceeding Rs.75 Crores (Rupees Seventy Five Crores only)."

#### **POWERS TO CHARGE THE ASSETS:**

The following Special Resolution was placed before the Members:

"RESOLVED that in supersession to the Ordinary Resolution adopted at the 21<sup>st</sup> Annual General Meeting held on 26<sup>th</sup> July 2012 and pursuant to Section 180(1)(a) and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the Company do mortgage and / or charge all or any of the immovable and movable properties of the company, wherever situate, both present and future or the whole or substantially the whole of the undertaking or undertakings of the company in such form and in such manner as the Board of Directors may think fit, for securing any loans and / or advances already obtained or that may be obtained from any financial institutions / Banks / Insurance companies or person or persons, and / or to secure any debentures issued and / or that may be issued and all interests, compound / additional interest, commitment charge, costs, charges, expenses and all other moneys payable by the company to the concerned lenders for the purpose of securing such borrowings up to a limit of Rs.75 Crores in excess of the aggregate of the paid up capital of the Company and its free reserves."

**TRUE COPY**

For IP Rings Limited

*S. Priyamvatha*  
S. Priyamvatha  
Company Secretary

#### **RATIFICATION OF DONATIONS MADE DURING THE YEAR 2013-14:**

The following Resolution was placed before the Members as an Ordinary Resolution:

"RESOLVED that pursuant to the provisions of Section 293 (1) (e) of the erstwhile Companies Act, 1956 and Section 181 of the Companies Act, 2013 and all other applicable provisions, if any, of both the Acts, the Company seeks the consent of the Shareholders for the donations amounting to Rs.1,31,500/- made to charities during the financial year 2013-14."

#### **RATIFICATION OF REMUNERATION OF COST AUDITORS FOR THE FINANCIAL YEAR 2014-15:**

The following Resolution was placed before the Members as an Ordinary Resolution:

"RESOLVED that the remuneration of Rs.1.25 Lakhs in addition to reimbursement of out of pocket expenses payable to M/s Raman & Associates, who were appointed as Cost Auditor of the Company for the year 2014-15 as recommended by the Audit Committee and approved by the Board of Directors of the Company, in terms of Section 148 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 be and is hereby ratified."

#### **REMUNERATION TO MR A VENKATARAMANI, MANAGING DIRECTOR UNDER SCHEDULE V OF THE COMPANIES ACT, 2013:**

The following Resolution was placed before the Members as a Special Resolution:

"RESOLVED that in supersession to the Ordinary Resolution adopted at the 22<sup>nd</sup> Annual General Meeting held on 29<sup>th</sup> July 2013, pursuant to sections 196, 197, Schedule V and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the Company be and is hereby accorded to the payment of managerial remuneration, commission and perquisites to Mr A Venkataramani, Managing Director for the period 01.04.2014 to 31.10.2016 in terms of the Proviso to Section II, Part II of Schedule V of the Companies Act, 2013 with liberty to the Board of Directors (hereinafter referred to as "the Board", which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said remuneration as it may deem fit, subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof.

RESOLVED FURTHER that the Board be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution."

The Chairman informed the Meeting that the complete compiled report on voting details (e-Voting, Ballot Process and Poll at the AGM Venue) is ready and requested the Company Secretary to read the same.

Mrs S Priyamvatha, Company Secretary read the same as per details.

TRUE COPY

For IP Rings Limited

*S. Priyamvatha*  
S. Priyamvatha  
Company Secretary

Sl. No.	Resolution Particulars	No. of Share-holders voted	Dissenting Votes	% to Total Votes Cast	Assenting Votes	% to Total Votes Cast
1	Adoption of Financial Statements for the year ended 31 <sup>st</sup> March 2014	96	20	0.0004	4688429	99.9996
2	Re-appointment of Dr N Gowrishankar, Director, who retires by rotation	99	45	0.0010	4688629	99.9990
3	Re-appointment of Mr. Masaaki Otani, Director, who retires by rotation	99	245	0.0052	4688429	99.9948
4	Re-appointment of RGN Price & Co., Chartered Accountants, as Auditors	99	20	0.0004	4688654	99.9996
5	Appointment of Mr. P. M Venkatasubramanian as an Independent Director	99	45	0.0010	4688629	99.9990
6	Appointment of Mr. S. R. Srinivasan as an Independent Director	99	245	0.0052	4688429	99.9948
7	Appointment of Mr. S. Ramachandra as an Independent Director	98	245	0.0052	4688329	99.9948
8	Appointment of Dr R Natarajan as an Independent Director	99	245	0.0052	4688429	99.9948
9	Waiver of Recovery of excess Managerial Re-muneration to Dr N Gowrishankar, WTD	99	1178	0.0251	4687496	99.9750
10	Waiver of Recovery of excess Managerial Remuneration to A Venkataramani, Managing Director	99	403	0.0086	4688271	99.9915
11	Borrowing Powers of the Company	99	720	0.0154	4687954	99.9846
12	Powers to Charge the Assets of the Company	99	720	0.0154	4687954	99.9846
13	Ratification of Donations made during 2013-14	99	900	0.0192	4687774	99.9809
14	Ratification of Remuneration of Cost Auditors for the Fin. Year 2014-15	99	145	0.0031	4688529	99.9969
15	Remuneration to Mr. A Venkataramani, Managing Director under Schedule V	98	200	0.0043	4688474	99.9958

For IP Rings Limited

*S. Priyamvatha*  
S. Priyamvatha  
Company Secretary

**TRUE COPY**

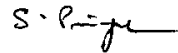
Thereafter the Chairman declared that all the Resolutions, as mentioned in the Notice convening the 23<sup>rd</sup> Annual General Meeting, have been passed with absolute majority.

There being no other business, the Meeting ended with a vote of thanks to the Chair.

Chennai  
August 9, 2014

CHAIRMAN

For IP Rings Limited



**S. Priyamvatha**  
Company Secretary

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