

**//Online submission//
July 28, 2025**

IPR/SE/012/2025-26

To
BSE Limited,
P.J. Towers, Dalal Street,
Mumbai- 400001.

Stock Code: 523638

Dear Sir/Madam,

Sub: Notice of the 34th Annual General Meeting to be held on August 21, 2025.

We are pleased to inform that the **34th Annual General Meeting (“AGM”)** of the Company will be held on **Thursday, the August 21, 2025 at 11.30 A.M. (IST)** through Video Conference/ Other Audio Visual Means (“**VC/OAVM**”)

We herewith submit the Notice of the 34th AGM for your reference.

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

Information at glance:

Particulars	Details
Time and date of AGM	11.30 A.M. (IST), Thursday, August 21,2025
Mode	VC/OAVM
Cut-off date for e-voting	Thursday, August 14, 2025
E-voting start time and date	9.00 A.M. IST, Monday, August 18, 2025
E-voting end time and date	5.00 P.M. IST, Wednesday, August 20, 2025
E-voting website of NSDL	https://www.evoting.nsdl.com/
NSDL helpdesk/ toll free no.	1800 1020 990 and 1800 22 44 30

We request you to take the above on record as compliance with relevant regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and disseminate to the stakeholders.

Thanking you,

Yours faithfully,

For **IP Rings Limited**

M. Sathyanarayanan
Company Secretary

Encl: As above

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the **34th ANNUAL GENERAL MEETING** of IP Rings Limited will be held on **Thursday, August 21, 2025 at 11.30 A.M** [Indian Standard Time (IST)] through Video Conferencing/ Other Audio Visual Means to transact the following business:

ORDINARY BUSINESS:

- To consider and adopt the Audited Financial Statement of the company for the year ended March 31, 2025 together with the reports of the Board of Directors and the Auditor thereon.**

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

- “RESOLVED THAT** the Standalone Audited Financial Statement of the Company for the year ended March 31, 2025 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.
- RESOLVED THAT** the Consolidated Audited Financial Statement of the Company for the year ended March 31, 2025 together with the report of the Auditor thereon, as circulated to the members and presented to the meeting be and are hereby adopted.”

- To appoint a director in place of Mr. Muthalagu Govindarajan (DIN: 09264840) 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. Muthalagu Govindarajan (DIN: 09264840), who retires by rotation under article 41(a) of the Articles of Association of the Company and being eligible, offers himself for re-appointment be and is hereby re-appointed as a Director of the Company.”

SPECIAL BUSINESS:

- To Approve the appointment of Secretarial Auditors of the Company**

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

“RESOLVED THAT in accordance with the provisions of section 204 of the Companies Act, 2013 read with rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force) and based on the recommendation of the Board of Directors, Mr. R. Mukundan, Practicing Company Secretary, (Membership no. ACS 7876) be and is hereby appointed as the Secretarial Auditor of the company, to hold office for a term of Five consecutive years from the conclusion of this 34th Annual General Meeting till the conclusion of the 39th Annual General Meeting to be held in the year 2030 on such remuneration as may be mutually agreed upon between the Board of Directors and the Secretarial Auditor.”

- To approve the re-appointment of Mr. A. Venkataramani (DIN: 00277816) as Managing Director and his remuneration thereof.**

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

“RESOLVED THAT in accordance with the provisions of Section 196, 197, 198 and 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment

and Remuneration of Managerial Personnel) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR), (including any statutory modification(s) or re-enactment thereof for the time being in force), Articles of Association of the Company, the approval of the members of the Company be and is hereby accorded for the re-appointment of Mr. A. Venkataramani (DIN:00277816) as the Managing Director of the Company, within the meaning of Section 2(54) of the Act for a period of three years with effect from July 01, 2025 to June 30, 2028 on the terms and conditions including remuneration as set out in the explanatory statement annexed to the Notice convening this meeting.

RESOLVED FURTHER THAT any one of the Board of Directors or Key Managerial Personnel be and is hereby authorised to do all such acts, deeds, matters and things and take such steps as may be necessary, proper or expedient to give effect to this resolution.”

5. **To Adopt new set of Articles of Association.**

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

“**RESOLVED THAT** pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof, for the time being in force) (“Act”), the approval of the members of the company be and is hereby accorded to the alteration of the existing Articles of Association of the Company by adoption of a new set of Articles of Association in substitution, and to the entire exclusion of the regulations contained in the existing Articles of Association of the Company.

RESOLVED FURTHER THAT the Mr. A. Venkataramani, Managing Director, Mr. R. Janakiraman, Chief Financial Officer and Mr. M. Sathyanarayanan, Company Secretary of the Company be and are hereby severally authorised to take all such steps and do all such acts, deeds and things as may be considered necessary, expedient, usual, proper or incidental in relation to the said matter and take such actions and give such directions as they may consider necessary or desirable to give effect to this Resolution.”

6. **To ratify remuneration of Cost Auditors for Financial Year 2025-26.**

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. 1,65,000/- p.a. (Rupees One Lakh Sixty Five 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, who was re-appointed as Cost Auditor of the Company for the financial year 2025-26 by the Board of Directors of the Company, as recommended by the Audit Committee be and is hereby ratified and confirmed.

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
May 29, 2025

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

**On Behalf of the Board of Directors
For IP Rings Limited**

A. Venkataramani
Managing Director

EXPLANATORY STATEMENT

(PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013)

Item No. 3

The members of the Company are requested to note that in terms of SEBI Circular No. SEBI/LAD-NRO/GN/2024/218, dated December 12, 2024, read with regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, every Listed Company on the basis of recommendation of Board of Directors, shall appoint an individual as Secretarial Auditor for not more than one term of five consecutive years; or a Secretarial Audit firm as Secretarial Auditor for not more than two terms of five consecutive years, with the approval of its shareholders in its Annual General Meeting.

The Directors of the Company at their meeting held on May 29, 2025, have recommended the appointment of Mr. R. Mukundan, Practicing Company Secretary, as a Secretarial Auditor of the Company for a period of 5 years from the conclusion of this Annual General Meeting till the conclusion of the 39th Annual General Meeting to be held in the year 2030 on the following terms:

- A. Term of appointment:** For a term of 5 consecutive years from 2025-26 until the financial year 2029-30 till the conclusion of the Annual General Meeting to be held during the year 2030.
- B. Proposed Fees:** The remuneration proposed to be paid at the time of appointment is Rs.1,00,000/- (Rupees One Lakh only) per annum in addition to reimbursement of travelling and out-of-pocket expenses actually incurred by them in connection with the audit. It is proposed to delegate powers to the Board of Directors to vary or modify the terms and conditions of appointment including the remuneration payable, subject to compliance with applicable laws, during the tenure of appointment. The fee shall be determined based on the knowledge, expertise, industry experience, time and efforts required to be put in by them. The fees for services in the nature of certifications / other professional work will be in addition to the secretarial audit fee as detailed above.
- C. Scope of Audit:** The scope of audit shall be as prescribed under SEBI (LODR) Regulations, 2015 and the Companies Act, 2013, as may be amended from time to time.
- D.** The recommendations are based on the fulfilment of the eligibility criteria and qualification prescribed under the LODR Regulations read with guidelines issued by the Institute of Company Secretaries of India (ICSI), with regard to the experience of the firm, capability, independent assessment, audit experience and also based on the evaluation of the quality of audit work done by them in the past.

Mr R Mukundan is a Company Secretary and a Cost Accountant by profession with more than 40 years of overall experience in the field of Secretarial and Accounting. He is an expert in Corporate Law, Securities Laws, Legal Due Diligence, Mergers and Acquisitions, Capital Market Transactions. He is closely associated as an advisor to a number of Start up Companies and advises on capital restructuring, stock options, seed and angel investments.

Mr. R. Mukundan has provided his Consent to act as Secretarial Auditor and has confirmed that he has not been disqualified for the proposed appointment in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 or Company Secretary Auditing standard (CSAS) issued by Institute of Company Secretaries of India.

In view of the above, the approval of the members is requested by way of ordinary resolution for appointment of Mr. R. Mukundan, Practicing Company Secretary, as a Secretarial Auditor of the Company for a period of 5 years from the conclusion of this Annual General Meeting till the conclusion of the 39th Annual General Meeting to be held in the year 2030.

None of the Directors or KMP of the Company and their relatives are concerned or interested, financial or otherwise in this resolution.

The Board recommends passing the resolution as set out in item no.3 as an ordinary resolution.

Item No:4

The members of the Company at the thirty first Annual General Meeting held on August 08, 2022 had re-appointed Mr. A. Venkataramani as the Managing Director for a period three years from July 01, 2022 till June 30, 2025.

Mr. A. Venkataramani joined the Company in 2010. He has successfully led the Company during the period of economic slowdown towards strengthening management and leadership capabilities. He is currently focused on leveraging the foundation of operational excellence and cost cutting towards driving growth. He also plays pivotal role to expand the market with new products and diversify into new geographical areas.

Considering his immense experience, technical, management expertise and leadership skills and based on the recommendations of the Nomination and Remuneration Committee, the Board of Directors at the meeting held on May 29, 2025, have re-appointed Mr. A. Venkataramani as the Managing Director for a period of three years with effect from July 01, 2025, on the following terms and conditions, subject to approval of shareholders.

Salary	Basic Salary of INR 6,76,000/- per month with increments, as may be decided by the Board of Directors on the recommendation of the Nomination and Remuneration Committee
Special Allowance	INR 4,24,000/- per month
Performance Allowance	Upto an amount of INR 60,00,000/- p.a. as decided by the Board of Directors on the recommendation of the Nomination and Remuneration Committee
Perquisites	
(i) Housing	Either Free furnished residential accommodation, owned or leased out by the Company. Or House Rent Allowance subject to a ceiling of 60% of the Salary. Reimbursement of gas and electricity, water and furnishing shall be borne by the Company
(ii) Medical Reimbursement	Reimbursement of expenses incurred for self and family up to one month's basic salary
(iii) Leave Travel Assistance	One month's basic salary per annum
(iv) Club Membership	Fees of Clubs subject to a maximum of two clubs.
(v) Personal Accident Insurance	Personal Accident Insurance – Premium at Actuals.
(vi) Entertainment Expenses	Reimbursement of entertainment expenses actually and properly incurred for the business of the Company.
(vii) Other Perquisites	Company's contribution towards Provident Fund as per the Rules of the Company. Gratuity at one half monthly's salary for each completed year of service Company's contribution towards Superannuation Fund as per the Rules of the Company
(viii) Income Tax	All the above perquisites shall be evaluated as per Income Tax Rules, 1962, wherever applicable. In the absence of any such rule, perquisites shall be evaluated at actuals.

(ix) Leave	One month's annual privilege leave for every eleven months. Leave accumulated shall be encashable at the end of the tenure.
(x) Telephone & Car	Provision of telephone at residence. Provision of Mobile Phone and other communication facilities. Facility of Cars with Drivers.
(xi) Minimum Remuneration	In the event of loss or inadequacy of profit, in any financial year, the Managing Director shall be paid remuneration by way of Salary, Performance Allowance and perquisites as specified above
(xii) Termination	Either party may terminate the Agreement by giving to the other party six months' notice or six months' salary in lieu thereof.

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	2022-23	2023-24	2024-25
Gross Income	32,663.79	31,925.43	30,604.18
Profit Before Tax	238.62	(279.31)	(450.02)
Profit After Tax	173.60	(273.14)	(319.79)
Net worth	11,098.60	10,659.41	10315.21

II. Information about the Appointee under Secretarial Standard – 2 and Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

INFORMATION ABOUT THE APPOINTEE

Name of the Director	Mr. A. Venkataramani
DIN	00277816
Father's Name	Mr. N. Venkataramani
Date of Birth	March 19, 1968
Age	57 Years
Educational Qualifications	Mechanical Engineering & MBA

Experience	Mr. A. Venkataramani is a British national who joined the Company in 2010 and has been instrumental in steering the Company in terms of Digitization, Business Strategy and renewed Mission. He has been at the forefront of the company's efforts in successfully implementing systems and procedures based on TPM, TQM & Lean manufacturing in all locations. He plays a vital role in Madras Management Association, ACM and various other forums.
Past Remuneration (2024-25)	INR 1.95 Cr.,
Recognition / Awards	President of the Auto Component Manufacturers Association (ACMA), The Madras Chamber of Commerce (MCCI) and Madras Management Association
Job Profile and his suitability	Overall management of the Company. Given his qualification and experience, Mr. A. Venkataramani is considered well suited for the position.
Remuneration Proposed	As detailed in the resolution. The proposed remuneration is commensurate with the responsibilities of the appointee and is in line with the remuneration practices in the auto component industry.
Comparative remuneration profile with respect to the industry	The proposed remuneration package of the appointee is in line with the prevailing standards in the industry, size of the Company, profile of the position, etc.
Pecuniary Relationship and relationship with the managerial personnel	Apart from receiving remuneration and corporate benefits as a shareholder of the Company, he has no other pecuniary relationship. Mr. A. Venkataramani is not related to any other Managerial Personnel of the Company.
Nature of expertise in specific functional area	Total Productive Maintenance (TPM) and Total Quality Management (TQM), Leadership, Business Development, Operations and Corporate Governance.
Date of First appointment on the Board	October 27, 2010
Terms and conditions of Appointment	Re-appointment as a Managing Director for a period of 3 years.
Other Directorships	<ol style="list-style-type: none"> 1. Shanthi Gears Limited 2. LMW Limited 3. George Oakes Limited 4. India Pistons Limited 5. Amalgamations Repco Limited 6. Parry Enterprises India Limited 7. Edutech NTTF India Private Limited 8. Amalgamations Private Limited 9. Avalon Technologies Limited 10. Wallace Cartwright & Company Limited 11. WJ Groom & Company Limited

Committee Memberships	<p>Member - Audit Committee</p> <ol style="list-style-type: none"> 1. Shanthi Gears Limited 2. Avalon Technologies Limited 3. Amalgamations Repco Limited 4. George Oakes Limited 5. Parry Enterprises India Limited <p>Member – Nomination and Remuneration Committee</p> <ol style="list-style-type: none"> 1. Shanthi Gears Limited 2. Amalgamations Repco Limited 3. George Oakes Limited 4. Parry Enterprises India Limited <p>Member - Stakeholders’ Relationship Committee</p> <ol style="list-style-type: none"> 1. IP Rings Limited <p>Member - Corporate Social Responsibility Committee</p> <ol style="list-style-type: none"> 1. IP Rings Limited 2. LMW Limited
Listed entities from which Director has resigned in the past three years	Nil
Number of meetings of the Board attended during the year (FY 2024-2025)	Five (5)
Number of equity shares held including joint holdings	33,120 Equity shares

III. Other Information:

(i) Reasons for inadequate profits:

The Company’s primary revenue stream is from engine and transmission components. The year 2024-25 was a challenging year for the Company due to low demand in U.S. Light Vehicle Markets which account for a major export sales. The Company has taken various cost reduction measures to overcome the situation. The Company uses this low demand situation to shift one of its plant to a spacious factory building to accommodate new machines for the new business from the European market. 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 several initiatives including Total Productivity Management, cost reduction programs, rationalization of Job work, improvement in the layout , to improve the all-round efficiency and effectiveness across all parameters.

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

The Company has taken several 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 2024-25.

Mr. A. Venkataramani is interested in this resolution as it pertains to his 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 members are requested to note that the existing Articles of Association (“AOA”) is based Companies Act, 1956. With the coming into force of Companies Act, 2013, several clauses of the existing AOA requires alteration. In view of this, the Board has decided to adopt new set of Articles of Association, primarily based on Table F as set out under Schedule I of the Companies Act, 2013. The Board has approved the said adoption at their meeting held on May 29, 2025.

Pursuant to the provisions of section 14 of the Companies Act, 2013, a special resolution has to be passed by the members of the Company for adoption of amended AOA.

Accordingly, the approval of members is sought by way of special resolution, for the proposed adoption of new set of Articles of Association.

A copy of the amended AOA of the Company would be available for inspection at the Registered Office of the Company during the business hours on working day(s) up to the date of AGM.

None of the Directors or KMP of the Company and their relatives are concerned or interested, financial or otherwise in this resolution.

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

Item No:6

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 at their meeting held on May 29, 2025, had approved the appointment of M/s. A N Raman & Associates, Practicing Cost Accountant, having Membership No. 5359 for the financial year 2025-2026 on a remuneration of Rs. 1,65,000/- (Rupees One Lakh Sixty Five Thousand only) 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 Companies (Audit and Auditors) Rules, 2014.

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 in item no. 6 of this notice as an ordinary resolution.

Annexure to the Notice dated May 29, 2025

Information about Director(s) seeking appointment / re-appointment of the notice convening

INFORMATION IN TERMS OF SECRETARIAL STANDARD- 2 AND REGULATION 36(3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

Name of the Director	Mr. M. Govindarajan
DIN	09264840
Father's Name	Mr. S. Muthalagu
Date of Birth	October 27, 1962
Age	62 Years
Educational Qualifications	Mechanical Engineer from College of Engineering, Guindy, Chennai, PGDBA from Loyola Institute of Business Administration and M.S in Technological Operation from BITS Pilani.BE., MBA., M.S.
Experience	40 Years of Experience
Past Remuneration (2024-25)	INR 1,35,000
Relationship with the managerial personnel	Mr. M. Govindarajan is not related to any other Managerial Personnel of the Company.
Nature of expertise in specific functional area	An expert in TQM, TPM, Lean Management, 6 Sigma Application, and Cell Layout manufacturing. Expert in Production, Technological operations, and ESG Governance,. Good as a business unit Head at turning around a loss-making unit to profit.
Date of First appointment on the Board	August 02, 2021
Terms and conditions of Appointment	Non-executive Director, liable to retire by rotation.
Other Directorship	Nil
Committee Membership	Nil
Listed entities from which Director has resigned in the past three years	Nil
Number of meetings of the Board attended during the year (FY 2024-2025)	Five (5)
Number of equity shares held including joint holdings	Nil
Number of equity shares held as Beneficial holders	Nil

Chennai
May 29, 2025
Registered Office: D 11/12, Industrial Estate
Maraimalai Nagar, 603 209
CIN: L28920TN1991PLC020232
www.iprings.com

**On Behalf of the Board of Directors
For IP Rings Limited**

A. Venkataramani
Managing Director

NOTES

1. The 34th AGM of the Company is being conducted through VC/OAVM facility, in compliance with General Circular No. 09/2024 dated September 19, 2024 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 34th 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 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.
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. 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.
7. In compliance with the aforesaid MCA Circular dated September 19, 2024 and SEBI circular dated October 17, 2024, the Notice of the AGM along with the Annual Report 2025 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 2025 will also be available on the Company's website www.iprings.com, websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com and on the website of NSDL 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

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. SEBI vide Circular Nos. SEBI/HO/OIAE/OIAE_IAD-1/P/ CIR/2023/131 dated July 31, 2023, and SEBI/HO/OIAE/OIAE_IAD 1/P/CIR/2023/135 dated August 4, 2023, read with Master Circular No. SEBI/HO/OIAE/OIAE_IAD-1/P/ CIR/2023/145 dated July 31, 2023 (updated as on August 11, 2023), has established a common Online Dispute Resolution Portal ('ODR Portal') for resolution of disputes arising in the Indian Securities Market. Pursuant to above-mentioned circulars, post exhausting the option to resolve their grievances with the RTA / Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal at <https://smartodr.in/login>
11. Information pursuant to regulation 36 (3) of SEBI LODR and Secretarial Standards 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.
12. Since the AGM will be held through VC / OAVM, the route map is not annexed in this notice.
13. 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) M/s Francis Pavithra & Associates LLP, have 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 and on the website of NSDL 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 ARE AS UNDER:

1. Pursuant to General Circular No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs (MCA) and circular issued by SEBI vide circular no. SEBI/ HO/ CFD/ CFDPoD-2/ P/ CIR/ 2024/ 133

dated October 3, 2024 (“SEBI Circular”) and other applicable circulars and notifications issued (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time, companies are allowed to hold EGM/AGM through Video Conferencing (VC) or other audio visual means (OAVM), without the physical presence of members at a common venue. In compliance with the said Circulars, EGM/AGM shall be conducted through VC / OAVM.

3. 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.
4. 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.
5. 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.
6. 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 from time to time, 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.
7. 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. 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 Companies Act, 2013 read with MCA circular(s) issued from time to time.

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

The remote e-voting period begins on, Monday, August 18, 2025 at 09:00 A.M. and ends on Wednesday, August 20, 2025 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 14, 2025, 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 14, 2025.

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

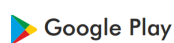
A) LOGIN METHOD FOR E-VOTING AND JOINING VIRTUAL MEETING FOR INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE

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"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/ Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1. 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 www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. 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 & 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. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be 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.
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 evoting@nsdl.com 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 helpdesk.evoting@cdslindia.com 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.
 - 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.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 francis.acs@csfrancisandassociates.com with a copy marked to 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 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 or call on: 022 - 4886 7000 or send a request to (Elango) at 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).
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). 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 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. Members 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. 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, 2025 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. Only those requests as received from the members on the aforementioned email addresses on or before August 19, 2025 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 sending an e-mail at cs@iprings.com from Friday the August 15, 2025 to Sunday August 17, 2025 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 14, 2025 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
May 29, 2025

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

On Behalf of the Board of Directors
For IP Rings Limited

A. Venkataramani
Managing Director