

**BALLOT FORM – 23rd AGM**

Ballot No: \_\_\_\_\_

1. Name(s) of member(s) :  
(including joint holders, if any)
2. Registered address of the sole/first :  
named member
3. Registered Folio / DPID / CID No(s) :
4. Number of Shares held :
5. I/We hereby exercise my/our vote in respect of the Resolutions to be passed through ballot for the business stated in the notice of the 23rd Annual General Meeting (AGM) of the Company by sending my/our assent or dissent to the said Resolutions by placing the (✓) mark at the appropriate box below.

Sl. No.	Description	No. of shares	Assent (FOR)	Dissent (AGAINST)
1.	Adoption of Financial Statements for the year ended 31 <sup>st</sup> March 2014			
2.	Re-appointment of Dr.N Gowrishanagr, Director, who retires by rotation			
3.	Re-appointment of Mr. Masaaki Otani, Director, who retires by rotation			
4.	Appointment of M/s.RGN Price & Co., Chartered Accountants as Auditors			
5.	Appointment of Mr.P.M.Venkatasubramanian as an Independent Director			
6.	Appointment of Mr.S R Srinivasan as an Independent Director			
7.	Appointment of Mr.S Ramachandra as an Independent Director			
8.	Appointment of Dr R Natarajan as an Independent Director			
9.	Waiver of Recovery of Excess Managerial Remuneration to Dr N Gowrishankar, Whole Time Director			
10.	Waiver of Recovery of Excess Managerial Remuneration to Mr A Venkataramani, Managing Director			
11.	Borrowing Powers of the Company			
12.	Powers to Charge the Assets of the Company			
13.	Ratification of Donations made during the year 2013-14			
14.	Ratification of remuneration of Cost Auditors for the financial year 2014-2015			
15.	Remuneration to Mr.A. Venkataramani, Managing Director under Schedule V			

Place:

Date:

Signature of the Member

EVEN	USER ID	PASSWORD / PIN

**PROXY FORM (Form No. MGT-11)**

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration), Rules, 2014]

Name of the Member(s) : .....

Registered Address: : .....

E-mail ID : .....

Folio/DP ID – Client ID No. : .....

I/We being the member(s) of IP Rings Ltd. holding ..... shares, hereby appoint :

(1) Name : .....

Address : .....

Email-Id : ..... Signature ..... (or failing him)

(2) Name : .....

Address : .....

Email-Id : ..... Signature ..... (or failing him)

(3) Name : .....

Address : .....

Email-Id : ..... Signature .....

as my / our proxy to attend and vote (on a Poll) for me / us and on my / our behalf at the 23rd AGM of the Company, to be held on Thursday, 31st July 2014 at 10.15 a.m. at the Registered Office of the Company and at any adjournment thereof in respect of such Resolutions as are indicated overleaf :

P.T.O



**ATTENDANCE SLIP  
23<sup>rd</sup> ANNUAL GENERAL MEETING**

I/we hereby record my/our presence at the 23rd Annual General Meeting of the Company at D-11/12, Industrial Estate, Maraimalai Nagar-603 209 on Thursday the 31st July 2014 at 10.15 a.m.

Member's Folio / DPID-Client ID No.	Member's/Proxy's name in Block Letters	Member's/Proxy's Signature
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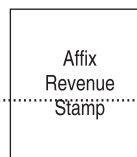
Sl. No.	DESCRIPTION OF RESOLUTIONS	Optional	
		For	Against
1.	Adoption of Financial Statements for the year ended 31 <sup>st</sup> March 2014		
2.	Re-appointment of Dr.N Gowrishanagr, Director, who retires by rotation		
3.	Re-appointment of Mr. Masaaki Otani, Director, who retires by rotation		
4.	Appointment of M/s.RGN Price & Co., Chartered Accountants as Auditors		
5.	Appointment of Mr.P.M.Venkatasubramanian as an Independent Director		
6.	Appointment of Mr.S R Srinivasan as an Independent Director		
7.	Appointment of Mr.S Ramachandra as an Independent Director		
8.	Appointment of Dr R Natarajan as an Independent Director		
9.	Waiver of Recovery of Excess Managerial Remuneration to Dr N Gowrishankar, Whole Time Director		
10.	Waiver of Recovery of Excess Managerial Remuneration to Mr A Venkataramani, Managing Director		
11.	Borrowing Powers of the Company		
12.	Powers to Charge the Assets of the Company		
13.	Ratification of Donations made during the year 2013-14		
14.	Ratification of remuneration of Cost Auditors for the financial year 2014 - 2015		
15.	Remuneration to Mr. A. Venkataramani, Managing Director under Schedule V		

## INSTRUCTIONS

1. A member desiring to exercise vote by ballot may complete this Ballot Form and send it to the Scrutinizer in the attached self-addressed envelope (which carries the address of the Scrutinizer appointed by the Board of Directors of the Company). Postage will be borne and paid by the company. However, envelopes containing ballot, if sent by courier / Speed Post / hand delivery at the expense of the registered member will also be accepted
2. This form should be completed and signed by the member. In the case of joint holding, the form should be completed and signed (as per the specimen signature registered with the company) by the first named member and in his/her absence, by the next named member.
3. Incomplete, incorrect or unsigned Ballot Form will be rejected.
4. Duly completed Ballot Form should reach the Scrutinizer not later than the close of working hours on Tuesday the 29th July 2014. Ballot Form received after this date will be strictly treated as if the reply from the member has not been received.
5. Voting rights shall be reckoned on the paid-up value of shares registered in the name(s) of the member(s) as on 4th July 2014.
6. A member need not use all his votes nor does he need to cast all his votes in the same way.
7. Where the Ballot Form has been signed by an authorized representative of a body corporate, a certified copy of the relevant authorization should accompany the Ballot Form.
8. In case the Ballot Form is signed by a Power of Attorney (POA) holder, POA registration number should be mentioned.
9. A member may request for a duplicate Ballot Form, if required. However the duly filled in duplicate Ballot Form should reach the Scrutinizer not later than the date specified at item 4 above.
10. Members are requested not to send any other paper along with the Ballot Form in the enclosed self-addressed envelope.

Signed this ..... day of July 2014

Signature of the Shareholder(s) .....



- Notes: 1) This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.
- 2) It is optional to put a "X" mark in the appropriate column against the resolutions indicated in the Box. If you leave the "For" and "Against" column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.