

SCRUTINIZER'S REPORT

[Pursuant to Section 110 of the Companies Act, 2013 and Rule 22 (9) of the Companies (Management and Administration) Rules, 2014]

To

The Chairman,
IP RINGS LIMITED
D 11/12, INDUSTRIAL ESTATE,
MARAIMALAI NAGAR, TAMILNADU - 603209

Dear Sir,

1. I, Lalitha Kannan of L K & Associates, Company Secretaries was appointed by the Board of Directors of IP Rings Limited (the "Company") at the board meeting held on 27.05.16, as a scrutinizer for the purpose of Scrutinizing the e-voting process along with Ballot forms and ascertaining the requisite majority on e-voting carried out as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 (3)(xi) of the Companies(Management and Administration) Rules, 2014 on the resolutions contained in the notice of the 25thAnnual General Meeting (AGM) of the members of the Company, held on July 28, 2016 at the Registered Office : D-11/12, Industrial Estate, Maraimalai Nagar 603209.
2. The notice dated May 27, 2016 convening the 25thAnnual General Meeting of the company along with explanatory statement as per Section 102 of the Companies Act, 2013 was sent to the shareholders in respect of the resolutions to be passed at the said AGM of the Company to be held on July 28, 2016.
3. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means on the resolutions contained in the Notice to the Annual General Meeting (AGM) of the members of the Company. My responsibility as a scrutinizer for the e-voting process restricted to make a Scrutinizer's report of the votes cast "in favour" or "against" the resolutions stated above and "invalid" votes, based on the reports generated by the e-voting system provided by NSDL and Ballet forms received.



4. Further to the above, I submit my report as under :

- a) The e-voting period remained open from Monday, July 25, 2016 @ 9.30 a.m. to Wednesday, July 27, 2016 @5.00 p.m.
- b) The members of the Company as on the "cut-off" date i.e : July 22, 2016 were entitled to vote on the resolutions as set out in the notice of the 25th Annual General Meeting (AGM) of the Company.
- c) The postal ballot forms were kept under our safe custody in sealed and tamper proof ballot boxes before the scrutiny of such postal ballot forms was commenced.
- d) The postal ballot forms were duly opened in my presence and scrutinized and the shareholding was matched / confirmed with the Register of Members as on July 22, 2016.
- e) All postal ballot forms received up to close of working hours on July 27, 2016 being the last date were considered for the report and no envelope containing postal ballot forms were received after close of working hours on July 27, 2016.
- f) There were no defaced/mutilated ballot papers, which are included in the number of invalid postal ballots.
- g) The e-votes cast were unblocked on Wednesday, July 27, 2016 in the presence of 2 witnesses, Mr. J. Ganesh Kumar and Mr P.A. Prem Kumar, who are not in the employment of the Company.
- h) The details containing the list of Equity Share-holders who "assented" and "dissented" on each of the resolutions were generated from the e-voting website of NSDL i.e : <https://evoting.nsdl.com> and based on such reports generated, the result of the e-voting is annexed. – Annexure A
- i) The detailed report on the ballot forms received is given in Annexure – B.
- j) The consolidated results of e-voting as well as the voting by ballot is given in Annexure – C.

For LK & Associates

Company Secretaries



Lalitha Kannan

COP No: 1894

Date: 29-07-2016

Place: Chennai

ANNEXURE - A

DETAILS OF SHAREHOLDERS VOTING BY ELECTRONIC MODE (e-voting)

S. No.	RESOLUTION	No of shareholders				Total no. of shares voted				Assenting Votes			Dissenting votes		
		No. of shareholders who voted	No. of shareholders Assenting	No. of shareholders Dissenting	No. of Invalid votes	Total no. of shares voted	% of paid-up Capital	Total no. of Assenting votes	% of total votes cast	% of paid-up Capital	Total no. of Dissenting votes	% of total votes cast	% of paid-up Capital		
1	Adoption of Financial Statements for the year ended 31st March 2016	13	13	0	0	2910188	41.32529	2910188	100.00000	41.32529	0	0.00000	0.0000		
2	Re-appointment of Mr. N. Venkataramani, Director, who retires by rotation	13	12	1	0	2910188	41.32529	2910088	99.99556	41.32387	100	0.00344	0.0014		
3	Appointment of M/s. RGN Price & Co., Chartered Accountants as Auditors	13	13	0	0	2910188	41.32529	2910188	100.00000	41.32529	0	0.00000	0.0000		
4	Appointment of Mr. J Shivakumar as an Independent Director	13	12	1	0	2910188	41.32529	2910148	99.99863	41.32473	40	0.00137	0.0006		
5	Appointment of Mr. Y. Onodera as a Director	13	12	1	0	2910188	41.32529	2910148	99.99863	41.32473	40	0.00137	0.0006		
6	Ratification of remuneration of Cost Auditors for the financial year 2016-2017	13	13	0	0	2910188	41.32529	2910188	100.00000	41.32529	0	0.00000	0.0000		
7	Re-appointment of Managing Director	13	12	1	0	2910188	41.32529	2910148	99.99863	41.32473	40	0.00137	0.0006		
8	Re-classification of Authorised Capital & Alteration to Memorandum of Association	13	13	0	0	2910188	41.32529	2910188	100.00000	41.32529	0	0.00000	0.0000		
9	Alteration to Articles of Association	13	13	0	0	2910188	41.32529	2910188	100.00000	41.32529	0	0.00000	0.0000		



ANNEXURE B

DETAILS OF SHAREHOLDERS VOTING BY BALLOT FORMS

S. No.	RESOLUTION	No. of shareholders			Total no. of shares voted			Assenting Votes			Dissenting votes		
		No. of shareholders who voted	No. of shareholders Assenting	No. of shareholders Dissenting	No. of Invalid votes	Total no. of shares voted	% of paid-up Capital	Total no. of Assenting votes	% of total votes cast	% of paid-up Capital	Total no. of Dissenting votes	% of total votes cast	% of paid-up Capital
1	Adoption of Financial Statements for the year ended 31st March 2016	50	49	0	1	1052700	14.9486	1052700	100.0000	14.9486	0	0.0000	0.0000
2	Re-appointment of Mr. N. Venkataramani, Director, who retires by rotation	51	50	0	1	1052900	14.9514	1052900	100.0000	14.9514	0	0.0000	0.0000
3	Appointment of M/s. RGN Price & Co., Chartered Accountants as Auditors	52	49	0	3	1052800	14.9500	1052800	100.0000	14.9500	0	0.0000	0.0000
4	Appointment of Mr. J Shivakumar as an Independent Director	51	50	0	1	1052900	14.9514	1052900	100.0000	14.9514	0	0.0000	0.0000
5	Appointment of Mr. Y. Onodera as a Director	51	50	0	1	1052900	14.9514	1052900	100.0000	14.9514	0	0.0000	0.0000
6	Ratification of remuneration of Cost Auditors for the financial year 2016-2017	51	50	0	1	1052900	14.9514	1052900	100.0000	14.9514	0	0.0000	0.0000
7	Re-appointment of Managing Director	51	50	0	1	1052900	14.9514	1052900	100.0000	14.9514	0	0.0000	0.0000
8	Re-classification of Authorised Capital & Alteration to Memorandum of Association	51	50	0	1	1052900	14.9514	1052900	100.0000	14.9514	0	0.0000	0.0000
9	Alteration to Articles of Association	49	48	0	1	1052700	14.9486	1052700	100.0000	14.9486	0	0.0000	0.0000



ANNEXURE - C

DETAILS OF SHAREHOLDERS VOTING BY ELECTRONIC MODE (e-voting) & BALLOT FORMS

S. No.	RESOLUTION	No of shareholders				Total no. of shares voted				Assenting Votes			Dissenting votes		
		No. of shareholders who voted	No. of shareholders Assenting	No. of shareholders Dissenting	No. of Invalid votes	Total no. of shares voted	% of paid-up Capital	Total no. of Assenting votes	% of Assenting votes to total voted	% of paid-up Capital	Total no. of Dissenting votes	% of Dissenting votes to total voted	% of paid-up Capital		
1	Adoption of Financial Statements for the year ended 31st March 2016	63	62	0	1	3962888	56.27386	3962888	100.00000	56.27386	0	0.00000	0.00000		
2	Re-appointment of Mr. N. Venkataramani, Director, who retires by rotation	64	62	1	1	3963088	56.27670	3962988	99.99748	56.27528	100	0.00252	0.00142		
3	Appointment of M/s. RGN Price & Co., Chartered Accountants as Auditors	65	62	0	3	3962988	56.27528	3962988	100.00000	56.27528	0	0.00000	0.00000		
4	Appointment of Mr. J Shivakumar as an Independent Director	64	62	1	1	3963088	56.27670	3963048	99.99899	56.27613	40	0.00101	0.00057		
5	Appointment of Mr. Y. Onodera as a Director	64	62	1	1	3963088	56.27670	3963048	99.99899	56.27613	40	0.00101	0.00057		
6	Ratification of remuneration of Cost Auditors for the financial year 2016-2017	64	63	0	1	3963088	56.27670	3963088	100.00000	56.27670	0	0.00000	0.00000		
7	Re-appointment of Managing Director	64	62	1	1	3963088	56.27670	3963048	99.99899	56.27613	40	0.00101	0.00057		
8	Re-classification of Authorised Capital & Alteration to Memorandum of Association	64	63	0	1	3963088	56.27670	3963088	100.00000	56.27670	0	0.00000	0.00000		
9	Alteration to Articles of Association	62	61	0	1	3962888	56.27386	3962888	100.00000	56.27386	0	0.00000	0.00000		

