

R Mukundan

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REPORT OF SCRUTINIZER

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(4)(xii) of the Companies (Management and Administration) Rules, 2014]

The Managing Director
IP Rings Ltd.
Maraimalai Nagar 603 209

Re: 31st Annual General Meeting (AGM) of IP Rings Ltd. held on Monday, August 08, 2022 at 12.30 p.m. through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM') – Report on e-Voting.

- A. I, R Mukundan, Practising Company Secretary, Chennai, appointed as 'Scrutinizer' by the Board of Directors of IP Rings Ltd. (the Company) at their meeting held on 27.05.2022, for the purpose of scrutinizing e-Voting process (both e-voting at the AGM and remote e-Voting), pursuant to Section 108 of the Companies Act, 2013, read with Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014 (Amendment Rules, 2015) in respect of the below mentioned Resolutions proposed at the 31st AGM of the Equity Shareholders of the Company held on Monday, August 08, 2022 at 12.30 p.m. through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM').
- B. Pursuant to the Circular Nos. 14/2020, 17/2020, 20/2020 and 2/2021 dt. 8th April 2020, 13th April 2020, 5th May 2020 and 13th January 2021 respectively issued by the Ministry of Corporate Affairs (MCA Circulars) read with Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May 2020 issued by Securities and Exchange Board of India (SEBI), the notice dt. 21.06.2021, as confirmed by the Company, was sent to the Shareholders in respect of below mentioned resolutions through electronic mode to those Members, whose email addresses are registered with the Company / Depositories.
- C. As per the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014 (Amendment Rules, 2015) as also in accordance with Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided the facility of remote e-voting and e-voting at the AGM to the Shareholders to cast their votes electronically on all the resolutions proposed in the Notice of the 31st AGM.
- D. The Company had appointed M/s. National Securities Depository Limited (NSDL) as Service Provider, who provided the facilities for conducting the remote e-voting for participation by the Shareholders in the AGM through VC / OAVM and e-voting during the said AGM.

- E. The compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder relating to voting through electronic means by the Shareholders on the Resolutions proposed in the Notice of the 31st AGM of the Company is the responsibility of the management. My responsibility as a Scrutinizer is to ensure that the voting process through electronic means is conducted in a fair and transparent manner and render consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Managing Director on the Resolutions, based on the reports generated from the electronic voting platform provided by National Securities Depository Limited (NSDL).
- F. Based on the reports generated from the e-voting portal provided by NSDL, I submit my report on e-voting as under:

1. In accordance with the Notice of the 31st AGM sent to the shareholders, the remote e-voting opened at 9.00 a.m. on August 05, 2022 and remained open up to 5.00 p.m. on August 07, 2022.
2. The Equity Shareholders holding shares as on August 01, 2022, "Cut-off date", were entitled to vote on the Resolutions stated in the Notice of the 31st AGM of the Company.
3. The votes on remote e-Voting were unblocked at around 2.54 pm. on 8th August 2022, after conclusion of e-voting at the AGM and the e-Voting results / list of shareholders who have voted for and against were downloaded from the e-Voting portal of NSDL (<https://www.evoting.nsdl.com>) and the same are being handed over to the Managing Director of the Company.
4. The votes on remote e-Voting were downloaded in the presence of two witnesses who are not the employees of the Company.
5. The total votes cast in favour or against all the Resolutions proposed in the Notice of the 31st AGM are as under:
 - a. Resolution – 1: (Ordinary Resolution)

Audited Financial Statements of the Company and Reports of the Board of Directors and Auditors for the FY ended March 31, 2022

Mode of Voting	Number of Members Voted	Number of Votes cast	Number of Votes for	% to total votes cast	Number of Votes against	% to total votes cast
Remote e-Voting	53	7666270	7666270	99.86	0	0
e-Voting at AGM	3	10954	10954	0.14	0	0
Total	56	7677224	7677224	100.00	0	0

- b. Resolution -2: (Ordinary Resolution)

Declaration of Dividend

Mode of Voting	Number of Members Voted	Number of Votes cast	Number of Votes for	% to total votes cast	Number of Votes against	% to total votes cast
Remote e-Voting	52	7665970	7665968	99.86	2	0
e-Voting at AGM	3	10954	10954	0.14	0	0
Total	55	7676924	7676922	100.00	2	0

c. Resolution – 3: (Ordinary Resolution)

Reappointment of Statutory Auditors for Second Term

Mode of Voting	Number of Members Voted	Number of Votes cast	Number of Votes for	% to total votes cast	Number of Votes against	% to total votes cast
Remote e-Voting	51	7665808	7665693	99.86	115	0
e-Voting at AGM	3	10954	10954	0.14	0	0
Total	54	7676762	7676647	100	115	0

d. Resolution – 4 (Special Resolution)

Re-Appointment of Mr A Venkataramani, Managing Director.

Mode of Voting	Number of Members Voted	Number of Votes cast	Number of Votes for	% to total votes cast	Number of Votes against	% to total votes cast
Remote e-Voting	51	7665808	7665614	99.85	194	0.01
e-Voting at AGM	3	10954	10954	0.14	0	0
Total	54	7676762	7676568	99.99	194	0.01

e. Resolution – 5 (Special Resolution)

Appointment of Mr M Govindarajan as Whole Time Director.

Mode of Voting	Number of Members Voted	Number of Votes cast	Number of Votes for	% to total votes cast	Number of Votes against	% to total votes cast
Remote e-Voting	51	7665808	7665516	99.85	292	0.01
e-Voting at AGM	3	10954	10954	0.14	0	0
Total	54	7676762	7676470	99.99	292	0.01

f. Resolution – 6 (Ordinary Resolution)

Appointment of Mr Ryosuke Hasumi as a Director of the Company.

Mode of Voting	Number of Members Voted	Number of Votes cast	Number of Votes for	% to total votes cast	Number of Votes against	% to total votes cast
Remote e-Voting	51	7665808	7665616	99.85	192	0.01
e-Voting at AGM	3	10954	10954	0.14	0	0
Total	54	7676762	7676570	99.99	192	0.01

g. Resolution – 7 (Ordinary Resolution)

Ratification of Remuneration payable to Cost Auditors

Mode of Voting	Number of Members Voted	Number of Votes cast	Number of Votes for	% to total votes cast	Number of Votes against	% to total votes cast
Remote e-Voting	51	7665808	7665693	99.86	115	0
e-Voting at AGM	3	10954	10954	0.14	0	0
Total	54	7676762	7676647	100	115	0

6. There were no Invalid Votes.

7. All electronic data and relevant physical records of voting generated from NSDL Portal will remain in my custody until the Managing Director (Chairman for 31st AGM) considers, approves and signs the minutes of the 31st AGM and the same shall be handed over thereafter to the Managing Director / Company Secretary for safe keeping.

Thanking you,

Yours faithfully

R MUKUNDAN
Scrutinizer
ACS 7876 / COP 12635
UDIN: A007876D000762806

Place: Chennai
Date: 08/08/2022