

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: 32nd Annual General Meeting (AGM) of IP Rings Ltd. held on Saturday, August 12, 2023 at 11.30 a.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 26.05.2023, 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 32nd AGM of the Equity Shareholders of the Company held on Saturday, August 12, 2023 at 11.30 a.m. through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM').
- B. Pursuant to the Circular Nos. 14/2020, 17/2020, 20/2020, 2/2021 and 10/2022 dt. 8th April 2020, 13th April 2020, 5th May 2020, 13th January 2021 and 28th December 2022 respectively issued by the Ministry of Corporate Affairs (MCA Circulars) read with Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 and SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 12th May 2020 and 5th January 2023 respectively issued by Securities and Exchange Board of India (SEBI), the notice dt. 26.05.2023, 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 32nd 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 32nd 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 32nd AGM sent to the shareholders, the remote e-voting opened at 9.00 a.m. on August 09, 2023 and remained open up to 5.00 p.m. on August 11, 2023.
 2. The Equity Shareholders holding shares as on August 05, 2023, "Cut-off date", were entitled to vote on the Resolutions stated in the Notice of the 32nd AGM of the Company.
 3. The votes on remote e-Voting were unblocked at around 3.20 p.m. on 12th August 2023, 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 32nd 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, 2023.

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	38	7485823	7485822	99.99	1	0
e-Voting at AGM	2	202	200	0.01	2	0
Total	40	7486025	7486022	100.00	3	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	38	7485823	7485822	99.99	1	0
e-Voting at AGM	2	202	200	0.01	2	0
Total	40	7486025	7486022	100.00	3	0

c. Resolution – 3: (Ordinary Resolution)

Re-Appointment of Mr Ryosuke Hasumi, 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	38	7485823	7485186	99.98	637	0.01
e-Voting at AGM	2	202	200	0.01	2	0
Total	40	7486025	7485386	99.99	639	0.01

d. Resolution – 4 (Ordinary Resolution)

Change in Designation of Mr M Govindarajan, 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	38	7485823	7485785	99.99	38	0
e-Voting at AGM	2	202	200	0.01	2	0
Total	40	7486025	7485985	100	40	0

e. Resolution – 5 (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	38	7485823	7485785	99.99	38	0
e-Voting at AGM	2	202	200	0.01	2	0
Total	40	7486025	7485985	100	40	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 32nd AGM) considers, approves and signs the minutes of the 32nd 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: A007876E000795839

Peer Review No: 2977/2023

Place: Chennai

Date: 12/08/2023