

31

ANNUAL REPORT
2021-22

FINANCIAL HIGHLIGHTS - 10 Years Performance at a Glance										
₹. In Lakhs										
Particulars	2012-13	2013-14	2014-15	2015-16	2016-17	2017-18	2018-19	2019-20	2020-21	2021-22
Sales	9,517.64	9,488.36	11,261.54	13,168.84	19,135.38	20,669.52	21,209.27	19,793.21	19,846.21	27,271.29
PBDIT	554.73	976.91	1,330.47	1,572.38	1,541.03	2,533.38	2,862.79	2,222.91	2,551.70	3,541.50
Profit after Tax	-417.64	-275.56	-48.55	21.35	-144.74	733.34	794.69	110.11	496.81	900.60
Dividend Paid	-	-	-	-	-	-	126.76	-	190.14	190.14
Dividend %	-	-	-	-	-	-	10.00	-	15.00	15.00
Share Capital	704.21	704.21	704.21	704.21	1,267.59	1,267.59	1,267.59	1,267.59	1,267.59	1,267.59
Reserves & Surplus	3,701.82	3,426.26	3,345.92	3,316.65	7,385.62	8,107.64	8,894.80	8,837.49	9271.71	9,950.59
Networth	4,406.03	4,130.47	4,050.13	4,020.86	8,653.21	9,375.23	10,162.39	10,105.08	10,539.30	11,218.18
Gross Fixed Assets	12,938.46	13,886.99	14,637.98	16,526.58	9,947.25	11,744.79	15,010.29	16,213.09	19,910.40	22,063.92
EPS	-5.93	-3.91	-0.69	0.24	-1.64	5.79	6.27	0.87	3.92	7.11
Book Value / Share	62.57	58.65	57.51	57.10	68.27	73.96	80.17	79.72	83.14	88.54
Debt Equity	0.52	0.70	0.81	0.58	0.35	0.39	0.44	0.43	0.50	0.30

BOARD OF DIRECTORS

Mr. A VENKATARAMANI
Mr. M. GOVINDARAJAN
Mr. YOSHITAKA OGAWA
Mr. RYOSUKE HASUMI
Dr. SANDHYA SHEKHAR
Mr. VIKRAM VIJAYARAGHAVAN
Mr. NAVIN PAUL

Managing Director
Whole Time Director [since 02.08.2021]
Non-Executive Director [upto 01.11.2021]
Non-Executive Director [since 01.11.2021]
Independent Director
Independent Director
Independent Director

AUDIT COMMITTEE

Mr. VIKRAM VIJAYARAGHAVAN
Dr. SANDHYA SHEKHAR
Mr. NAVIN PAUL

Chairman
Member
Member [since 19.06.2021]

STAKEHOLDERS' RELATIONSHIP COMMITTEE

Mr. VIKRAM VIJAYARAGHAVAN
Dr. SANDHYA SHEKHAR
Mr. A VENKATARAMANI

Chairman [Since 01.11.2021]
Member
Member

NOMINATION AND REMUNERATION COMMITTEE

Mr. NAVIN PAUL
Dr. SANDHYA SHEKHAR
Mr. VIKRAM VIJAYARAGHAVAN

Chairman [Since 19.06.2021]
Member
Member [Since 02.08.2021]

CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

Dr. SANDHYA SHEKHAR
Mr. NAVIN PAUL
Mr. A VENKATARAMANI

Chairman [Since 01.11.2021]
Member [Since 01.11.2021]
Member

KEY MANGERIAL PERSONNEL

Mr. R VENKATARAMAN
Mr. V ANANTHA SUBRAMANIAN

Chief Financial Officer
Company Secretary

AUDITORS

M.S. Krishnaswami & Rajan
GB, Anand Apartments, JP Avenue
Dr Radhakrishnan Road, 6th Street,
Mylapore, Chennai 600 004
044-42046628

COST AUDITORS

M/s. A N Raman & Associates
No.1, Muthukumara Swamy Salai
Baby Nagar, Velachery,
Chennai 600 042
044-32906831

SECRETARIAL AUDITOR

Mr. R Mukundan [CS in Practice]
215, Velachery Main Road,
Chennai – 600 042
Mobile: +91 98409 70898

BANKERS

Standard Chartered Bank
HDFC Bank Limited
Central Bank of India
AXIS Bank
The Karur Vysya Bank Limited

REGISTERED OFFICE

D 11/12, Industrial Estate
Maraimalai Nagar, Chengalpattu Dist.
Tamil Nadu – 603 209
Chennai – 600 002
Tel: (044) 2745 2816 / 2745 2929
E-mail: iprmnn@iprings.com / investor@iprings.com

LEGAL ADVISORS

S Ramasubramaniam & Associates
6/1, Bishop Wallers Avenue (W),
Chennai 600 004
044-24990069

SHARES LISTED WITH

Bombay Stock Exchange
Mumbai

COMPANY WEBSITE

<https://iprings.com/>

SHARE TRANSFER AGENTS

Cameo Corporate Services Limited
No 1, Club House Road,

Tel: (044) 2556 5121
Fax (044) 2556 5131
E-mail: investor@cameoindia.com

TABLE OF CONTENTS

DIRECTORS' REPORT	22
REPORT ON CORPORATE GOVERNANCE	31
SECRETARIAL AUDIT REPORT	51
STANDALONE INDEPENDENT AUDITOR'S REPORT	55
STANDALONE BALANCE SHEET	66
STANDALONE STATEMENT OF PROFIT AND LOSS	67
STANDALONE CASH FLOW STATEMENT	68
CONSOLIDATED INDEPENDENT AUDITOR'S REPORT	110
CONSOLIDATED BALANCE SHEET	117
CONSOLIDATED STATEMENT OF PROFIT AND LOSS	118
CONSOLIDATED CASH FLOW STATEMENT	119

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the **THIRTY FIRST ANNUAL GENERAL MEETING** of the Members of **IP Rings Ltd** will be held on Monday, the 08th August 2022 at 12:30 P.M [Indian Standard Time (IST)] through Video Conferencing/ Other Audio Visual Means to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements (including consolidated financial statements) of the Company for the year ended on March 31, 2022 together with the Reports of the Directors and the Independent Auditors and to pass the following Resolution as an **Ordinary Resolution**:

"RESOLVED THAT the audited financial statements (including consolidated financial statements) including Statement of Profit and Loss for the year ended on 31 March 2022, the Balance Sheet as on that date, the annexures thereto, the Cash Flow Statement for the year ended on 31 March 2022, the Reports of Independent Auditors and Directors thereon be and are hereby received and adopted."

2. To declare a Dividend for the year ended March 31, 2022 and to consider and if thought fit to pass with or without modification(s) the following Resolution as an **Ordinary Resolution**:

"RESOLVED THAT a Dividend of Rs. 2.00/- per Equity Share of the face value of Rs. 10/- each on the paid up Equity Share Capital of the Company as recommended by the Board of Directors be and is hereby declared for the financial year 2021 – 22."

APPOINTMENT OF STATUTORY AUDITORS:

3. 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 Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013, and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, M/s. M.S. Krishnaswami & Rajan, Chartered Accountants (Firm Registration No. 01554S) be and is hereby re appointed as Statutory Auditors of the Company for a Second Term to hold office from the conclusion of this Thirty First Annual General Meeting ("AGM") till the conclusion of the Thirty Sixth AGM to be held in the year 2027, at such remuneration, as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors."

SPECIAL BUSINESS:

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

"RESOLVED THAT, pursuant to Sections 196, 197 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 (the Act, 2013), the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 (including any statutory

modification(s) or re-enactment thereof for the time being in force) and subject to the approval of the Central Government, if necessary, consent of the Company be and is hereby accorded to the re-appointment and remuneration of Mr. A. Venkataramani [DIN: 02277816], as Managing Director of the Company for a period of three years from **July 01, 2022** to **June 30, 2025** in terms of the Proviso to Section II, Part II of Schedule V of the Companies Act, 2013 on the terms and conditions as set out hereunder:

TERMS & CONDITIONS:

Salary	Basic Salary of INR 5,20,000/- 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 3,25,000/- per month
Performance Allowance	Upto an amount of INR 40 Lakhs 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 shall not exceed INR 30,000/- p.a.
(vi.) Entertainment Expense	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.

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

“RESOLVED THAT, pursuant to Sections 196, 197 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 (the Act, 2013), the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to the approval of the Central Government, if necessary, consent of the Company be and is hereby accorded to the Appointment and remuneration of Mr. M. Govindarajan [DIN: 09264840], as Whole – Time Director of the Company for a period of three years from **August 02, 2021 to August 01, 2024** in terms of the Proviso to Section II, Part II of Schedule V of the Companies Act, 2013 on the terms and conditions as set out hereunder:

TERMS & CONDITIONS:

Salary	Basic Salary of INR 1,00,000/- 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 3,02,300/- per month

- (i) The Whole Time Director shall be entitled to participate in provident fund, gratuity fund or such other schemes for the employees, as per Rules of the Company from time to time.
 - (ii) Leave Travel Allowance for the Whole Time Director and his family once in a year in accordance with the Rules of the Company.
 - (iii) Bonus for the financial year, as decided by the Board of Directors on the recommendation of the Nomination and Remuneration Committee.
6. 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 Sections 149, 152, 161, and other applicable provisions, if any, of the Companies Act, 2013 (the Act, 2013) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mr Ryosuke Hasumi (holding DIN 09368134), who was appointed as an Additional Director

[Non-Executive] and who holds office upto the date of this AGM, consent of members be and is hereby accorded for his appointment as a Director [Non-Executive], who is liable to retire by rotation in terms of applicable provisions of the Act, 2013.”

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

“**RESOLVED THAT** pursuant to Section 148 of the Companies Act, 2013 read with 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 INR 1,50,000/- (Rupees One Lakh Fifty Thousands only) in addition to reimbursement of all applicable taxes, travelling and out-of-pocket expenses, payable to M/s. A N Raman & Associates, Practicing Cost Accountant, holding Membership No. 5359, allotted by the Institute of Cost Accountants of India, who was re-appointed as Cost Auditor of the Company for the financial year 2022 – 23 by the Board of Directors of the Company, as recommended by the Audit Committee be and is hereby ratified.”

Chennai
May 27, 2022
Registered Office:
D 11/12, Industrial Estate
Maraimalai Nagar, 603 209
CIN: L28920TN1991PLC020232

By the Order of the Board of Directors

CS V Anantha Subramanian
Company Secretary
ACS: A29770

STATEMENT OF MATERIAL FACTS (EXPLANATORY STATEMENT) PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The following Explanatory statement sets out all material facts relating to the special businesses mentioned in the accompanying Notice dated 27th May 2022 and shall be taken as forming part of the Notice.

Item No. 3

The Members at the Twenty Sixth Annual General Meeting ("AGM") of the Company held on July 27, 2017, had approved the appointment of M/s. M.S. Krishnaswami & Rajan, Chartered Accountants [hereinafter to be referred as MSKR] (Firm Registration No. 01554S), as Statutory Auditors of the Company, to hold office till the conclusion of the Thirty First AGM.

The Board of Directors of the Company has, based on the recommendation of the Audit Committee, at its meeting held on May 27, 2022, proposed the re-appointment of MSKR, Chartered Accountants (Firm Registration No.: 101248W/W-100022), as the Statutory Auditors of the Company, for a second term of five consecutive years from the conclusion of Thirty First AGM till the conclusion of Thirty Sixth AGM of the Company to be held in the year 2027, at a remuneration as may be mutually agreed between the Board of Directors and Statutory Auditors.

MSKR have consented to their appointment as Statutory Auditors and have confirmed that if appointed, their appointment will be in accordance with Section 139 read with Section 141 of the Act.

The Board recommends the Ordinary Resolution set out at Item No. 3 of the Notice for approval by the Members.

None of the Directors and Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested in the Resolution set out at Item No. 3 of the Notice.

Item No. 4

The Board at its meeting held on 27th May 2022, approved the re-appointment of Mr. A. Venkataramani as Managing Director (MD) for a further period of three years from 1st July 2022 to 30th June 2025, in accordance with the Companies Act, 2013 (the Act, 2013) and the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 (the Listing Regulations, 2015) on such terms and conditions of his re-appointment, as recommended by the Nomination and Remuneration Committee of directors at their meeting held on 27th May 2022. His current tenure as MD will get completed on 31st October 2022.

The said re-appointment and payment of remuneration are further subject to the approval of the shareholders of the Company in terms of Sections 196, 197, 203 read with Schedule V of the Act, 2013 and the Listing Regulations, 2015.

Mr. A. Venkataramani, MD has been playing a pivotal role in the Company's growth. His efforts have helped the Company to develop aspirational products and grow fast including improved exports. He was instrumental in forming the Joint Venture with Eminox Limited, UK.

The Board of Directors considered the contribution by Mr. A. Venkataramani, to the overall progress of the Company and industry remuneration benchmarks, have re-appointed Mr. A. Venkataramani as Managing Director with effect from 1st July 2022 on the terms and conditions as detailed in the resolution:

During his tenure as MD, he will not be paid any sitting fee for attending meetings of the Board or Committees thereof. He attended all the Five board meetings held during the year 2021-22. During the year 2021-22, his remuneration was INR 150.68 Lakhs.

Subject to the control and supervision of the Board of Directors, Mr. A. Venkataramani shall be in charge of the management of the affairs of the Company; and he shall perform such duties and exercise such powers as may be entrusted to him from time to time by the Board and shareholders.

The terms of remuneration payable to MD as specified above are now being placed before the members for their approval by way of a Special resolution, as set out in item no. 4 of this Notice, in compliance with the provisions of Sections 196, 197 and 203 read with Schedule V to the Act, 2013, as recommended by the Nomination and Remuneration Committee and by the Board.

Mr. A. Venkataramani is deemed to be concerned / interested in this resolution, since it relates to his re-appointment and remuneration, as MD.

The Board recommends the Special Resolution set out at Item No. 4 of the Notice for approval by the Members.

Except for the above, none of the Directors and Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested in the Resolution set out at Item No. 4 of the Notice.

The relevant information required to be furnished under Section II of Part II of Schedule-V to the Act are furnished hereunder:

I. General Information

1. Nature of Industry	Auto Ancillary	
2. Date of commercial production	Company was established in 1991	
3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable	
4. Financial Performance based on given indicators:		
[Rs. In Lakhs]		
Particulars	March 31, 2022	March 31, 2021
Revenue from Operations (Net)	27,271.49	19,846.21
Other Income	229.35	99.80
Total	27,500.84	19,946.01
Profit Before Tax	1,105.03	654.01
Profit After Tax	821.48	496.81
Dividend Amount Paid	190.14	-
Dividend Percentage	15.00%	-