

//Online Submission//
July 29, 2024

IPR/SECL/EXCH/24-25

The Deputy General Manager – Listing
Department of Corporate Services,
BSE Limited, P.J. Towers Dalal Street,
Mumbai-400001
Stock Code: 523638

Dear Sir/Madam,

Sub: Annual Report 2023-2024 as per Regulation 34 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI (LODR) Regulations, 2015”)

Pursuant to Regulation 34 of the SEBI (LODR) Regulations, 2015, we are pleased to inform that the **33rd Annual General Meeting (“AGM”)** of the Company will be held on **Thursday, August 22, 2024 at 11.30 a.m. (IST)** through Video Conference/ Other Audio Visual Means (“VC/OAVM”)

We herewith submit the copy of the 33rd Annual Report along the Notice of the 33rd AGM sent to the shareholders for your reference.

The Annual Report is also available on our website at <https://iprings.com/investors/annual-reports/>

Kindly take the above information on record.

Thanking you,

For **IP Rings Limited**

M. Sathyanarayanan
Company Secretary

Encl: As above

THIRTY-THIRD ANNUAL REPORT 2023-24

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FINANCIAL HIGHLIGHTS

10 YEARS PERFORMANCE AT GLANCE

Rs. In Lakhs

| Particulars | 2014 -15 | 2015 -16 | 2016 -17 | 2017 -18 | 2018 -19 | 2019 -20 | 2020 -21 | 2021 -22 | 2022 -23 | 2023 -24 |
|------------------------------|-----------------|-----------------|-----------------|-----------------|------------------|------------------|------------------|------------------|------------------|------------------|
| Sales | 11,261.54 | 13,168.84 | 19,135.38 | 20,669.52 | 21,209.27 | 19,793.21 | 19,846.21 | 27,271.29 | 32,329.56 | 31,671.88 |
| PBDIT | 1,330.47 | 1,572.38 | 1,541.03 | 2,533.38 | 2,862.79 | 2,222.91 | 2,551.70 | 3,541.50 | 2,920.39 | 2,555.21 |
| Profit after Tax | -48.55 | 21.35 | -144.74 | 733.34 | 794.69 | 110.11 | 496.81 | 821.48 | 173.6 | (273.14) |
| Dividend Paid | - | - | - | - | 126.76 | - | 190.14 | 190.14 | 253.52 | - |
| Dividend % | - | - | - | - | 10 | - | 15 | 20 | 10 | - |
| Share Capital | 704.21 | 704.21 | 1,267.59 | 1,267.59 | 1,267.59 | 1,267.59 | 1,267.59 | 1,267.59 | 1,267.59 | 1,267.59 |
| Reserves & Surplus | 3,345.92 | 3,316.65 | 7,385.62 | 8,107.64 | 8,894.80 | 8,837.49 | 9,271.71 | 9,917.80 | 9,831.01 | 9,391.82 |
| Net worth | 4,050.13 | 4,020.86 | 8,653.21 | 9,375.23 | 10,162.39 | 10,105.08 | 10,539.30 | 11,185.39 | 11,098.60 | 10,659.41 |
| Gross Fixed Assets | 14,637.98 | 16,526.58 | 9,947.25 | 11,744.79 | 15,010.29 | 16,213.09 | 19,910.40 | 22,293.25 | 23,767.73 | 24,655.55 |
| EPS | -0.69 | 0.24 | -1.64 | 5.79 | 6.27 | 0.87 | 3.92 | 6.48 | 1.37 | -2.15 |
| Book Value/ Share | 57.51 | 57.1 | 68.27 | 73.96 | 80.17 | 79.72 | 83.14 | 88.24 | 87.56 | 84.09 |
| Debt Equity (Long term Debt) | 0.81 | 0.58 | 0.35 | 0.39 | 0.44 | 0.43 | 0.5 | 0.64 | 0.59 | 0.56 |

| BOARD OF DIRECTORS | |
|---------------------------|------------------------|
| Mr. A VENKATARAMANI | Managing Director |
| Mr. M GOVINDARAJAN | Non-Executive Director |
| Mr. RYOSUKE HASUMI | Non-Executive Director |
| Dr. SANDHYA SHEKHAR | Independent Director |
| Mr. VIKRAM VIJAYARAGHAVAN | Independent Director |
| Mr. NAVIN PAUL | Independent Director |

| AUDIT COMMITTEE | |
|---------------------------|----------|
| Mr. VIKRAM VIJAYARAGHAVAN | Chairman |
| Dr. SANDHYA SHEKHAR | Member |
| Mr. NAVIN PAUL | Member |

| STAKEHOLDERS' RELATIONSHIP COMMITTEE | |
|---|----------|
| Mr. VIKRAM VIJAYARAGHAVAN | Chairman |
| Dr. SANDHYA SHEKHAR | Member |
| Mr. A VENKATARAMANI | Member |

| NOMINATION AND REMUNERATION COMMITTEE | |
|--|----------|
| Mr. NAVIN PAUL | Chairman |
| Dr. SANDHYA SHEKHAR | Member |
| Mr. VIKRAM VIJAYARAGHAVAN | Member |

| CORPORATE SOCIAL RESPONSIBILITY COMMITTEE | |
|--|----------|
| Dr. SANDHYA SHEKHAR | Chairman |
| Mr. NAVIN PAUL | Member |
| Mr. A VENKATARAMANI | Member |

| KEY MANAGERIAL PERSONNEL | |
|---------------------------------|--|
| Mr. A VENKATARAMANI | Managing Director |
| Mr. R. VENKATRAMAN | Chief Financial Officer (up to 10.02.2024) |
| Mr. R. JANAKIRAMAN | Chief Financial Officer (from 10.02.2024) |
| Mr. K. PREMNATHA | Company Secretary (up to 22.06.2023) |
| Mr. AMARNATH TRIPATHY | Company Secretary (up to 30.06.2024) |
| Mr. M. SATHYANARAYANAN | Company Secretary (from 01.07.2024) |

| AUDITORS | COST AUDITORS |
|---|---|
| M.S. Krishnaswami & Rajan GB, Anand Apartments, JP Avenue Dr Radhakrishnan Road, 6 th Street, Mylapore, Chennai 600 004 044-42046628 | M/s. A N Raman & Associates No.1, Muthukumara Swamy Salai Baby Nagar, Velachery, Chennai 600 042 044-32906831 |

| SECRETARIAL AUDITOR | LEGAL ADVISORS |
|--|--|
| Mr. R Mukundan [CS in Practice] 215, Velachery Main Road, Chennai – 600 042 Mobile: +91 98409 70898 | S Ramasubramaniam & Associates 75/39, Century Center. 1 st Floor, TTK Road, Alwarpet, Chennai 600 018 044-24990069 |

| BANKERS | SHARES LISTED WITH |
|--|--|
| Standard Chartered Bank HDFC Bank Limited Central Bank of India AXIS Bank | BSE Limited Mumbai COMPANY WEBSITE https://iprings.com/ |

| REGISTERED OFFICE | SHARE TRANSFER AGENTS |
|--|---|
| D 11/12, Industrial Estate Maraimalai Nagar, Chengalpattu Dist. Tamil Nadu – 603 209 Tel: (044) 2745 2816 / 2745 2929 E-mail: iprmmn@iprings.com investor@iprings.com | Cameo Corporate Services Limited No 1, Club House Road, Tel: (044) 2556 5121 Fax (044) 2556 5131 E-mail: investor@cameoindia.com |

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NOTICE TO THE SHARE-HOLDERS OF THE 33rd ANNUAL GENERAL MEETING

NOTICE is hereby given that the **THIRTY THIRD ANNUAL GENERAL MEETING** of the Members of IP Rings Ltd will be held on **Thursday, August 22, 2024 at 11.30 A.M** [Indian Standard Time (IST)] through Video Conferencing/ Other Audio Visual Means to transact the following business:

ORDINARY BUSINESS:

1. **To consider and adopt the Audited Financial Statement of the company for the year ended March 31, 2024 together with the reports of the Board of Directors and the Auditor thereon**

To consider passing the following resolution(s) as an **Ordinary Resolution**:

- (i) **"RESOLVED THAT** the Standalone Audited Financial Statement of the Company for the year ended March 31, 2024 together with the reports of the Board of Directors and the Auditor thereon, as circulated to the members and presented to the meeting be and are hereby adopted."
- (ii) **"AND FURTHER RESOLVED THAT** the Consolidated Audited Financial Statement of the Company for the year ended March 31, 2024 together with the report of the Auditor thereon, as circulated to the members and presented to the meeting be and are hereby adopted."

2. **To appoint a director in place of Mr. Ryosuke Hasumi (DIN: 09368134) who retires by rotation and being eligible, offers himself for re-appointment**

To consider passing the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT Mr. Ryosuke Hasumi (DIN: 09368134), who retires by rotation under article 41(a) of the Articles of Association of the Company and being eligible, offers himself for appointment be and is hereby re-appointed as a Director of the Company."

SPECIAL BUSINESS:

3. **To re-appoint Mr. Vikram Vijayaraghavan (DIN:01944894) as an Independent Director for a second term**

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

"RESOLVED THAT pursuant to Section 149, 150, 152, 160 read with Schedule IV and such other applicable provisions of the Companies Act, 2013 (the "Act") and applicable rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. Vikram Vijayaraghavan (DIN:01944894), who was appointed as an Additional Director of the Company, in the category of Independent Director by the Board of Directors with effect from May 16, 2024, on the recommendation of Nomination and Remuneration Committee pursuant to Section 161 of the Act and the Articles of Association of the Company, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation to hold office for a second term of five consecutive years with effect from May 16, 2024 up to May 15, 2029."

4. **To re-appoint Mr. Navin Paul (DIN: 00424944) as an Independent Director for a second term**

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 160 read with Schedule IV and such other applicable provisions of the Companies Act, 2013 (the "Act") and applicable rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. Navin Paul (DIN:00424944), on the recommendation of Nomination and Remuneration Committee, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five consecutive years with effect from November 07, 2024 up to November 06, 2029."

5. **To appoint Ms. Anandi Iyer (DIN: 03615357) as an Independent Director for first term**

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

"RESOLVED THAT pursuant to Section 149, 150, 152, 160 read with Schedule IV and such other applicable provisions of the Companies Act, 2013 (the "Act") and rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) on the recommendation of the Nomination and Remuneration Committee Ms. Anandi Iyer (DIN:03615357), be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a consecutive period of five years i.e. with effect from October 01, 2024 up to September 30, 2029."

6. **To appoint Mr. Muthalagu Govindarajan (DIN:09264840) as a Non-Executive Non-Independent Director**

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 Section 152 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or enactment thereof for the time being in force) (the "Act"), on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mr. M. Govindarajan (DIN:09264840), in respect of whom the Company has received notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as a Non-Executive Non-Independent Director, of the Company, liable to retire by rotation for a period of 2 years with effect from August 02, 2024 to August 01, 2026."

7. **To Approve payment of minimum remuneration to Non-Executive Directors**

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

"RESOLVED THAT in conformity with Article 60 & 61 of the Articles of Association the Company and pursuant to the provisions of Section 197 of the Companies Act, 2013 [Including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Act and regulation 17(6) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 approval is accorded to the Board of Directors (with due recommendation of the Nomination and Remuneration Committee) for the payment of minimum remuneration to the Non-executive Directors within the limits specified in Schedule V to the Companies Act, 2013 for each of the Non-Executive Directors for a period of 3 (Three) years from April 01, 2024 in the event of inadequacy of profits in a financial year.

RESOLVED FURTHER THAT this approval is accorded in addition to the approval taken from the shareholders at the 30th Annual General Meeting held on July 29, 2021 whereby the Non-Executive Directors are entitled to receive the maximum of the remuneration calculated as per Section 198 of the Companies Act, 2013 (i.e. the rate of 1% of the net profits calculated as per the provisions of Section 197) when compared to the minimum remuneration calculated in the event of inadequacy of profits.

AND RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things including on the manner of paying minimum remuneration and settle all questions or difficulties that may arise with regard to the aforesaid resolution as it may deem fit and to execute any agreements, documents, instructions etc., as may be desirable in connection with or incidental to give effect to the above resolution."

8. **To ratify remuneration of Cost Auditors' for Financial Year 2023-24**

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 Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and 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 Rs. 1,50,000/- p.a. (Rupees One Lakh Fifty Thousand only) excluding applicable taxes, reimbursement of travelling and out

of pocket expenses paid 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 2023-24 by the Board of Directors of the Company, as recommended by the Audit Committee be and is hereby ratified and confirmed"

AND RESOLVED FURTHER THAT the Board and/or any person authorised by the Board, be and is hereby severally authorised to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution."

Chennai
July 15, 2024

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

On Behalf of the Board of Directors

A. Venkataramani
Managing Director
(DIN: 00277816)

**EXPLANATORY STATEMENT
(PURSUANT TO SECTION 102 OF THE COMPANIES ACT 2013)**

Item No. 3

Mr. Vikram Vijayaraghavan joined the Board of the Company on May 16, 2019 as an Independent Director. He is completing his first term of five years at the conclusion of this Thirty Third AGM. The Board of Directors had based on the recommendation of the Nomination and Remuneration Committee (NRC) re-appointed Mr. Vikram Vijayaraghavan (DIN: 01944894) as an Additional Director (in the category of Independent Director) pursuant to the provisions of Sections 149, 150, 152 and 161 read with other relevant provisions of the Companies Act, 2013 (the 'Act'), for a second term of five consecutive years with effect from May 16, 2024.

Mr. Vikram Vijayaraghavan is an Advocate, specialized in Corporate and Taxation litigation and consultant at one of the leading tax firms in South India. He is also a qualified Computer Scientist and is the Co-Founder of one of the fastest growing, funded global startups.

His qualifications and experience in the software and logistics sector serving in various leadership roles and experience on the Board of other companies have been considered to meet the required skills.

Also, considering his rich knowledge, experience and fulfilment of the various criteria for appointment as an Independent Director as specified in the Act, SEBI LODR, policies of the Company and based on the recommendations of the NRC, the Board of Directors recommend to the members that the appointment Mr. Vikram Vijayaraghavan would be beneficial to the Company.

Pursuant to Regulation 17(1C) of SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015, the Company is required to obtain approval of the shareholders for appointment or re-appointment of a person as a Director at the next general meeting or within 3 months from the date of appointment whichever is earlier. Hence, the board recommends to shareholders for considering and approving his appointment in the 33rd AGM of the Company, being held within 3 months from his date of appointment.

Mr. Vikram Vijayaraghavan is not disqualified from being appointed as a Director in terms of section 164 of the Act and has given his consent to act as a Director. The Company has received a declaration from him that he also meets with the criteria of independence as prescribed both under Section 149(6) of the Act / provisions of SEBI LODR, has registered with the Independent Director data bank maintained by Indian Institute of Corporate Affairs (IICA) and is exempted from the requisite proficiency test.

In the opinion of Board, Mr. Vikram Vijayaraghavan fulfils the conditions for appointment as an Independent Director as specified in the relevant provisions of the Act and SEBI LODR and he is independent of management of the Company.

Other information relating to his appointment in accordance with Secretarial Standard - SS-2 and Regulation 36(3) of SEBI LODR is annexed to the Notice.

The terms and conditions of appointment as an Independent Director is available for inspection by members at the registered office of the Company between 10:00 hrs (IST) and 12:00 hrs (IST) up to the date of AGM and also on the policies section of the website of the Company www.iprings.com. His appointment will also be governed by the policy of the Company applicable to the Board of Directors.

Mr. Vikram Vijayaraghavan is interested in the resolution as it relates to his own appointment. None of the other Directors and KMP of the Company and their relatives are concerned or interested, financial or otherwise in this resolution, except to the extent of their shareholding, if any, in the Company.

The Board recommends passing the resolution as set out in item no.3 as a **special resolution**.

Item No. 4

Mr. Navin Paul joined the Board of the Company on November 07, 2019 as an Independent Director. He is completing his first term of five years on November 06, 2024. The Board of Directors had based on the recommendation of the Nomination and Remuneration Committee (NRC) re-appointed Mr. Navin Paul (DIN: 00424944) as an Independent Director pursuant to the provisions of Sections 149, 150, 152 and 161 read with other relevant provisions of the Companies Act, 2013 (the 'Act'), for a term of five consecutive years with effect with effect from November 07, 2024 up to November 06, 2029.

Mr. Navin Paul is a Mechanical Engineer and has a Master Degree in Business Administration from Faculty of Management Studies, Delhi specialized in the field of Marketing. He has over 45 years of rich experience in the field of Trend Monitoring, Technology Roadmaps, Business Enabler, Customer Portfolio Management, Customer Binding and Bonding Strategies.

His qualifications and experience in the automotive and auto components sector serving in various leadership roles and experience on the Board of other companies have been considered to meet the required skills.

Also, considering his rich knowledge, experience and fulfilment of the various criteria for appointment as an Independent Director as specified in the Act, SEBI LODR, policies of the Company and based on the recommendations of the NRC, the Board of Directors recommends to the members that the appointment Mr. Navin Paul would be beneficial to the Company.

Pursuant to Regulation 17(1C) of SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015, the Company is required to obtain approval of the shareholders for appointment or re-appointment of a person as a Director at the next general meeting or within 3 months from the date of appointment whichever is earlier. Hence, the Board recommends to shareholders for considering and approving his appointment in the 33rd AGM of the Company, being held within 3 months from his date of appointment.

Mr. Navin Paul is not disqualified from being appointed as a Director in terms of section 164 of the Act and has given his consent to act as a Director. The Company has received a declaration from him that he also meets with the criteria of independence as prescribed both under Section 149(6) of the Act / provisions of SEBI LODR, has registered with the Independent Director databank maintained by Indian Institute of Corporate Affairs (IICA) and is exempted from the requisite proficiency test.

In the opinion of Board, Mr. Navin Paul fulfils the conditions for appointment as an Independent Director as specified in the relevant provisions of the Act and SEBI LODR and he is independent of management of the Company.

Other information relating to his appointment in accordance with Secretarial Standard - SS-2 and Regulation 36(3) of SEBI LODR is annexed to the Notice.

The terms and conditions of appointment as an Independent Director is available for inspection by members at the registered office of the Company between 10:00 hrs (IST) and 12:00 hrs (IST) up to the date of AGM and also on the policies section of the website of the Company www.iprings.com. His appointment will also be governed by the policy of the Company applicable to the Board of Directors.

Mr. Navin Paul is interested in the resolution as it relates to his own appointment. None of the other Directors and KMP of the Company and their relatives are concerned or interested, financial or otherwise in this resolution, except to the extent of their shareholding, if any, in the Company.

The Board recommends passing the resolution as set out in item no.4 as a **special resolution**.

Item No. 5

The Board of Directors had, based on recommendations of the Nomination and Remuneration Committee (NRC) appointed Ms. Anandi Iyer (DIN:03615357) as a Director (in the category of Independent Director) pursuant to Sections 149, 150, 152 and 161 read with other relevant provisions of the Companies Act, 2013 (the 'Act'), for a term of five consecutive years with effect from October 01, 2024 up to September 30, 2029.

Ms. Anandi Iyer is an Honors graduate from New Delhi and an MBA from Strathclyde Graduate Business School, UK (First Class Degree) specializing in Strategy and Business Communication, and has an advanced qualification in German Language from the Goethe Institute New Delhi. Ms Iyer is presently pursuing her PhD in "Evolution of Innovation Ecosystems in Emerging Markets" from University of Leipzig Germany.

She is the Director & Head of the Fraunhofer Gesellschaft, India Office, since the last 15 years. She was for several years also Special Advisor to the Federal Ministry of Education and Research Govt. of Germany (BMBF), and the Founder Chairperson of the European Business Group Bangalore.

Her qualifications and experience in the Research & Development and Government sectors serving in various leadership roles and experience on the Board of other companies have been considered to meet the required skills.