



IP Rings Ltd.

Registered Office: 51/24, College Road, Chennai 600 006

POSTAL BALLOT NOTICE

(PURSUANT TO SECTION 192A OF THE COMPANIES ACT, 1956)

Dear Member(s)

Notice is hereby given that the Company is seeking the approval of the shareholders of the Company, by way of Special Resolution, for shifting the Registered Office of the Company from 51/24, College Road, Chennai 600 006 to D 11/12, Industrial Estate, Maraimalai Nagar 603 209, Tamilnadu with effect from April 01, 2013, as per the draft enclosed.

As per Section 192A of the Companies Act, 1956 read with Companies (Passing of the Resolution by Postal Ballot) Rules, 2011, consent of the shareholders for the above purpose is proposed to be obtained by means of a postal ballot. The Board of Directors has appointed Mrs. Lalitha Kannan of M/s. K Padmanabhan & Associates, Practicing Company Secretaries, Chennai as scrutinizer at its meeting held on 31st January 2013, for conducting the postal ballot process in a fair and transparent manner.

The postal ballot form is enclosed. You may kindly refer to the text of the Special Resolution reproduced below along with the explanatory statement annexed hereto. You are also requested to carefully read the instructions printed in the postal ballot form and return the form duly completed, in the attached self addressed postage prepaid envelope, so as to reach the scrutinizer not later than 5.30 P.M. on 11th March 2013.

The scrutinizer will submit her report to the Chairman after completion of the scrutiny of postal ballot forms. The result of the postal ballot will be announced by Mr. N Venkataramani, Chairman of the Company or in his absence any person authorised by the Chairman at the Registered Office of the Company at 51/24, College Road, Chennai 600 006, on 12th March 2013. The date of declaration of the results of the postal ballot will be taken to be the date of passing of the Special Resolution by the Shareholders.

Members requiring any clarification may contact Mrs S Priyamvatha, Company Secretary of the Company at the above address or through e-mail viz., psl@iprings.com

SPECIAL BUSINESS:

SPECIAL RESOLUTION:

Item No: 1

Shifting of Registered Office:

To consider, and if thought fit, to pass with or without modification(s) the following Resolution as a Special Resolution through Postal Ballot:

*RESOLVED that pursuant to provisions of Section 146 and other applicable provisions, if any, of the Companies Act, 1956, the Registered Office of the Company be shifted from 51/24, College Road, Chennai 600 006 to D 11/12, Industrial Estate, Maraimalai Nagar - 603 209, Tamilnadu with effect from 1st April 2013.

RESOLVED FURTHER that the Board of Directors of the Company be and is hereby authorized severally to do all acts and deeds as may be necessary, incidental or consequential to give effect to this Resolution."

By order of the Board
For IP Rings Ltd.

(SPRIYAMVATHA)
Company Secretary

Chennai
31st January 2013

Encl: (1) Explanatory Statement
(2) Postal ballot form & self-addressed postage pre-paid envelope

Annexure to the Notice of Postal Ballot dated 31st January 2013

EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956

At present the Registered Office of the Company is situated at 51/24, College Road, Chennai -600 006 on a rented premise. The manufacturing facilities is situated at D 11/12, Industrial Estate, Maraimalai Nagar 603 209, Tamilnadu.

The Board has now decided to shift the Registered Office to the Factory Premise at D 11/12, Industrial Estate, Maraimalai Nagar 603 209 with effect from April 01, 2013 as they are of the view that it will be advantageous and they can carry out the business more economically and efficiently.

Pursuant to the provisions of the Companies Act, 1956, shifting of Registered Office from one city, town or village to another city, town or village within the same State requires approval of Members by passing a Special Resolution.

Pursuant to the provisions of Section 192A of the Companies Act, 1956 read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011, consent of the shareholders is proposed to be obtained through Postal Ballot.

The Board of Directors of your Company recommends the Special Resolution for approval.

None of the Directors are interested in the Resolution except to the extent of shares held by them.

By order of the Board
For IP Rings Ltd.

(SPRIYAMVATHA)
Company Secretary

Chennai
31st January 2013

INSTRUCTIONS

1. A member desiring to exercise vote by postal ballot may complete this Postal Ballot Form in all respects and send it to the scrutinizer in the attached self-addressed envelope. Postage will be borne and paid by the Company. However envelopes containing postal ballots, if sent by courier at the expense of the shareholder will also be accepted.
2. The self-addressed envelope bears the address of the scrutinizer appointed by the Board of Directors of the Company.
3. This form should be completed and signed by the shareholder. In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the Company) by the first named shareholder and in his absence, by the next named shareholder.
4. In the case of shares held by bodies corporate, the duly completed postal ballot form should be accompanied by a certified true copy of the relevant resolution/authorization.
5. In case of Corporate members, Trusts, Societies etc, the Postal Ballot Form has to be signed by any of the Authorized signatories, whose signatures are already registered with the company. If the Postal Ballot form is signed by any other person, a specific Board/ Management committee resolution authorizing the new signatory is necessary.
6. Incomplete, incorrectly filled or Unsigned Postal Ballot Form will be summarily rejected.
7. A shareholder need not use all his votes nor he need to cast all his votes in the same way.
8. Duly completed Postal Ballot Forms should reach the Company not later than the close of working hours of 11th March 2013. Postal Ballot Forms received after this date will be strictly treated as if the reply from the member has not been received.
9. Shareholders are requested not to send any other paper along with the Postal Ballot Form in the enclosed self-addressed postage prepaid envelope, as such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
10. In case of Postal Ballot Form signed by the holder of Power of Attorney, reference of Power of Attorney registration by the company should be mentioned in the Postal Ballot form.
11. Voting rights shall be reckoned on the paid-up value of the shares registered in the name of the members on the date of dispatch of notice.
12. A shareholder may request for a duplicate postal ballot form, if so required.



POSTAL BALLOT FORM

(Please read the instructions printed overleaf carefully before completing this form)

1. Name(s) of Member(s) :
(including joint holders if any) &
address

2. Registered Folio No. :
(applicable to members holding
Shares in physical form)

3. DP ID No. & Client ID No. :
(applicable to members holding
Shares in dematerialized form)

4. Number of shares held :

I/We hereby exercise my/our vote in respect of the Special Resolution to be passed through postal ballot for the business stated in the postal ballot notice of the Company. I/We have marked my/our assent or dissent to the said resolution by placing the mark (✓) at the appropriate box below:

Item	No. of Shares	I/We assent to the resolution (FOR)	I/We dissent to the resolution (AGAINST)
Special Resolution under section 146 and all other applicable provisions of the Companies Act 1956 to shift the Registered Office of the Company to D11/12, Industrial Estate, Maraimalai Nagar, 603 209 with effect from 01.04.2013, as set out in the Notice dated 31 st January 2013 as circulated to the members.			