



CIN : L29112DL1963PLC004084
 Name of the Company : Shriram Pistons & Rings Ltd.
 Registered Office : 3rd Floor, Himalaya House, 23, Kasturba Gandhi Marg, New Delhi – 110 001

BEFORE THE HON'BLE NATIONAL COMPANY LAW TRIBUNAL, AT NEW DELHI
COMPANY APPLICATION NO. CA (CAA) 148 (PB) OF 2018

IN THE MATTER OF:

THE SCHEME OF AMALGAMATION OF:

SHRIRAM AUTOMOTIVE PRODUCTS LIMITED having its registered office at 4th Floor, Himalaya House, 23 Kasturba Gandhi Marg, New Delhi-110001.

... **TRANSFEROR COMPANY/ APPLICANT COMPANY NO. 1**

WITH

SHRIRAM PISTONS & RINGS LIMITED having its registered office at 3rd Floor, Himalaya House, 23 Kasturba Gandhi Marg, New Delhi-110001.

... **TRANSFeree COMPANY/ APPLICANT COMPANY NO. 2**

PROXY FORM – EQUITY SHAREHOLDERS

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s):	
Registered Address:	
E-Mail ID:	
Folio No./DP ID & Client ID:	

I/We, being the member(s) of Shriram Pistons and Rings Limited, holding _____ shares of the Company, hereby appoint:

1. Name: _____ 2. Name: _____ 3. Name: _____

Address : _____ Address : _____ Address : _____

E-mail ID: _____ E-mail ID: _____ E-mail ID: _____

Signature: _____ Signature: _____ Signature: _____

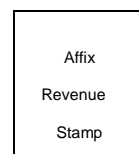
or failing him, or failing him,

as my/our proxy to attend and vote (on a poll) for me/us on my/our behalf at the meeting of Equity Shareholders to be held **on Wednesday, 21st November, 2018 at 11:00 AM** at PHD Chamber of Commerce and Industry, PHD House, No. 4/2, Siri Institutional Area, August Kranti Marg, New Delhi, Delhi 110016 for the purpose of considering and, if thought fit, approving, with or without modification, Scheme of Amalgamation of Shriram Automotive Products Limited (Transferor Company) with Shriram Pistons & Rings Limited (Transferee Company) and at such meeting or at any adjournment thereof.

Signed this ____ day of _____, 2018.

Signature of shareholder:

Signature of proxy holder(s):



NOTES:

- The Proxy need not be a member.
- The Proxy Form duly signed across a revenue stamp of 15 paise should reach the Company's Registered Office at least 48 hours before the time of the meeting.
- A shareholder may vote either 'for' or 'against' the resolution.



POSTAL BALLOT PAPER / POLLING PAPER – EQUITY SHAREHOLDERS

[Pursuant to section 109, 110 and 230(4) of the Companies Act, 2013 read with rule 21(1) (c) of the Companies (Management and Administration) Rules, 2014, Rule 9 of Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and SEBI Circular No. CFD/DIL3/CIR/2017/21 dated 10th March, 2017]

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S. NO.	PARTICULARS	DETAILS
1	Name of the first named shareholder (in block letters)	
2	Postal Address	
3	Registered Folio No./ DP ID and Client ID No*. (Applicable to Investors holding shares in dematerialized form)	
4	Class of Share	Equity

I hereby exercise my vote in respect of resolution for approving, with or without modification, Scheme of Amalgamation of Shriram Automotive Products Limited (Transferor Company) with Shriram Pistons & Rings Limited (Transferee Company) and at such meeting or at any adjournment thereof.

S. No.	Item	No. of shares held by me	I assent to the Resolution (FOR)	I dissent from the Resolution (AGAINST)
1	Approval of Scheme of Amalgamation of Shriram Automotive Products Limited (Transferor Company) with Shriram Pistons and Rings Limited (Transferee Company)			

Place:

Date:

(Signature of the Shareholder/ proxy holder/authorized representative)

FOR OFFICE USE

Equity Shares held by Shareholder Records _____
Date & Time on which Proxy Form, if any, Lodged with the Company _____

Signature of Chairman

Signatures of Scrutinizers

Signature of Alternate Chairman

1

Appointed by the National Company Law Tribunal,
Principal Bench at New Delhi

2

INSTRUCTIONS
INSTRUCTIONS TO MEMBERS OPTING VOTE BY WAY OF POSTAL BALLOT

- i. Shareholders desiring to exercise vote by Postal Ballot should complete and sign this postal Ballot Form and send it to the Scrutinizer, **at the 3rd Floor, Himalaya House, 23 Kasturba Gandhi Marg, New Delhi-110001** in the enclosed postage prepaid self-addressed envelope, Postal Ballot Forms deposited in person or sent by post or courier at the expense of the Shareholder will also be accepted.
- ii. In case of joint holding, this Postal Ballot Form should be completed and signed by the first named shareholder and in his absence by the next named Shareholder.
- iii. In respect of shares held by corporate and institutional shareholders (companies, trusts, societies, etc.) the completed Postal Ballot Form should be accompanied by a certified copy of the relevant Board Resolution/appropriate authorization, with the specimen signature(s) of the authorized signatory(ies) duly attested.
- iv. The signature of the Shareholder on this Postal Ballot Form should be as per specimen signature furnished by National Securities Depository Limited (NSDL)/ Central Depository Services (India)Limited(CDSL) or registered with the Company, in respect of shares held in the dematerialized form or in the physical form, respectively.
- v. Completed Postal Ballot Forms should reach the Scrutinizer not later than the close of working hours i.e. **5:00 PM on Sunday, 18th November, 2018**. Postal Ballot Forms received after this date will be considered invalid.
- vi. Postal Ballot Forms which are incomplete or unsigned or defective in any manner are liable to be rejected. The Scrutinizer's decision in this regard shall be final and binding.
- vii. Shareholders seeking duplicate postal Ballot Form can write to the Company or to the e-mail ID compliance.officer@shrirampistons.com completed and signed duplicate Postal Ballot Forms should, however, reach the Scrutinizer not later than the close of working hours i.e. **5:00 PM on Sunday, 18th November, 2018**.
- viii. Shareholders are requested not to send any other paper along with this Postal Ballot Form.

INSTRUCTION TO MEMBERS OPTING VOTE BY WAY OF E-VOTING

The instructions for the members for voting electronically are as under:-

- (i) Log on the e-voting website: www.evotingindia.com
- (ii) Click on "Shareholders" tab.
- (iii) Now, select the "COMPANY NAME" from the drop down menu and click on "SUBMIT"
- (iv) Now Enter your User ID
 - a) For NSDL: 8 Character DP ID followed by 8 Digits Client ID.
 - b) For CDSL: 16 digit beneficiary ID,
 - c) Members holding shares in Physical Form should enter Folio Number registered with the Company
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any Company, then your existing password is to be used.
- (vii) If you are a first time user, follow the steps given below:

For members holding shares in Demat and Physical form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)
	Members who have not updated their PAN with the Company / Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number (affixed in this notice) in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of zero's before the number after the first two characters of the name in CAPITAL letters. E.g. If your name is Ramesh Kumar with serial number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field.

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then reach directly to the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the Electronic Voting Sequence Number (EVSN) for Shriram Pistons & Rings Limited.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take printout of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders holding multiple folios/ demat account shall choose the voting process separately for each folios/ demat account.
- (xix) Additional instructions for Institutional Shareholders:
 - a) Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
 - b) They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com and tejinder104@yahoo.com.
 - c) After receiving the login details they have to create a user id who would be able to link the account(s) which they wish to vote on.
 - d) The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - e) They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.
- (xx) Members are eligible to cast vote electronically only if they are holding shares as on 3rd August, 2018.
- (xxi) The voting period shall commence at 09:00 A.M.(0900 hours) on 19th October, 2018 and will end at 05:00 P.M. (1700 hours) on 18th November, 2018. The e-voting module shall be disabled by 18th November, 2018 after 05:00 P.M. (1700 hours) and shall not be allowed beyond the said date and time.
- (xxii) In case you have any queries or issues regarding remote e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

GENERAL INFORMATION

- a) There will be one postal Ballot Form/e-voting for every Client ID No./Folio No. irrespective of the number of joint holders.
- b) Shareholders can opt for only one mode of voting i.e. either by Postal Ballot or through e-voting. In Case you are opting for voting by Postal Ballot, then please do not cast your vote by e-voting and vice versa. However, in case equity shareholder(s) cast their vote both via postal ballot and e-voting, then voting validly done through e-voting shall prevail and voting done by postal ballot shall be treated as invalid
- c) Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Shareholder as on Friday, 3rd August, 2018.
- d) Voting rights in the Postal Ballot/e-voting cannot be exercised by a proxy. However, corporate and institutional shareholders shall be entitled to vote through their authorized representatives with proof of their authorization, as stated above.
- e) The date of declaration of the results of Postal Ballot/e-voting, as stated in the Notice i.e. **Friday, 23rd November, 2018**. The results will be declared by the Scrutinizer at the registered office of the Company and will be available on the Company's corporate website www.shrirampistons.com under the link <http://shrirampistons.com/investors-guide.html>. Such results will also be informed to the National Stock Exchange.



SHRIRAM

SHRIRAM PISTONS & RINGS LIMITED

CIN: L29112DL1963PLC004084

Regd. Office: 3rd Floor, Himalaya House, 23, Kasturba Gandhi Marg, New Delhi-110001

ATTENDANCE SLIP

For NCLT Convened Meeting of Equity Shareholders of Shriram Pistons & Rings Limited to be held on 21.11.2018 at PHD Chamber of Commerce and Industry, PHD House, No. 4/2, Siri Institutional Area, August Kranti Marg, New Delhi, Delhi-110016

Proposed Scheme of Amalgamation-Shriram Automotive Products Limited (Transferor Company) with Shriram Pistons & Rings Limited (Transferee Company).

Total no. of Shares:	
Registered Folio No./ DP ID and Client ID No.	
Name of the Equity Shareholders:	
Name of Proxy/Authorized Representative:	
Address:	

I/We hereby record my/our presence at the NCLT Convened meeting of Equity Shareholders of the Company pursuant to the Order dated 3rd October, 2018 in the Company Application No. CA (CAA) 148(PB)/2018 of 2018 on Wednesday, 21st November, 2018.

Signatures:

Equity Shareholder:

Authorized Representative:

First/Sole Proxy Holder

Second Proxy Holder

Third Proxy Holder



SHRIRAM

SHRIRAM PISTONS & RINGS LIMITED

CIN: L29112DL1963PLC004084

Regd. Office: 3rd Floor, Himalaya House, 23, Kasturba Gandhi Marg, New Delhi-110001

ENTRY PASS

**FOR MEETING OF EQUITY SHAREHOLDERS TO BE HELD ON 21.11.2018 AT PHD CHAMBER OF COMMERCE AND INDUSTRY,
PHD HOUSE, NO. 4/2, SIRI INSTITUTIONAL AREA, AUGUST KRANTI MARG, NEW DELHI, DELHI 110016**

(To be retained throughout the Meeting)

Total no. of Shares:	
Registered Folio No./ DP ID and Client ID No.	
Name of the Equity Shareholders:	
Name of Proxy/Authorized Representative:	
Address:	

Signatures:

Equity Shareholder:

Authorized Representative:

First/Sole Proxy Holder

Second Proxy Holder

Third Proxy Holder

Notes for Registration of Attendance and Poll:

1. Equity Shareholders are requested to produce attendance slips duly signed, get their entry pass stamped.
2. Entry pass should be retained throughout the meeting.
3. Poll will be conducted in respect of the NCLT Convened meeting. When the poll is announced by the Chairman of the meeting, the poll sheet will be distributed to all the Equity Shareholders present inside the venue of the meeting as ordered by the NCLT. Shareholders are requested to be seated and the poll sheet will reach them at their seats.
4. Poll sheet is to be signed by the Shareholders or proxy present, exactly as per the specimen signature registered with the Company.
5. The venue is equipped with or has to facilitate any clarifications on Equity Shareholders of the Company.
6. Complete poll sheets in all respects should be deposited in Poll Box kept near the stage of the venue.
7. If the Equity Shareholders wants to vote in favour of the Scheme put "FOR" and in case intend to vote against the Scheme put "AGAINST".
8. Equity Shareholders are requested to bring a photo identity card along with them such proof shall be retained throughout the meeting.