

# SHRIRAM PISTONS & RINGS LTD.

Regd. Office: 3<sup>rd</sup> Floor, Himalaya House,  
23, Kasturba Gandhi Marg, New Delhi -110 001  
Tel.: +91 11 2331 5941 Fax: +91 11 2331 1203,  
Website: [www.shrirampistons.com](http://www.shrirampistons.com)  
E-mail: [compliance.officer@shrirampistons.com](mailto:compliance.officer@shrirampistons.com)  
CIN: L29112DL1963PLC004084, PAN: AAACS0229G



## NOTICE OF POSTAL BALLOT

Dear Member(s),

NOTICE is hereby given to the Members of Shriram Pistons and Rings Limited ("**Company**"), pursuant to Section 110 of the Companies Act, 2013 ("**Act**") read with Rule 22 of the Companies (Management and Administration) 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 all other applicable Laws and Regulations, to consider and if thought fit, to pass the **Special Resolutions** appended below by way of Postal Ballot.

Further, in compliance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, and the provisions of Section 108 of the Act read with the relevant rules there under, the Company is also providing the facility of E-Voting for the annexed Special Resolutions.

The Explanatory Statement pursuant to Section 102 of the Act pertaining to the Special Resolutions setting out the material facts and the reasons thereof is annexed hereto along with the Postal Ballot Form for your consideration. In the event the Special Resolutions, as set out in the notice, is assented by the requisite majority by means of Postal Ballot/ E-Voting, it shall be deemed to have been passed at a General Meeting of the Company. The last date of receipt of duly completed Postal Ballot forms or E-Voting i.e. 31<sup>st</sup> March, 2019 shall be considered as the date of passing of the said Special Resolutions.

The Board of Directors of the Company ("**Board**") has appointed Shri Deepak Juneja (Membership No. F 6895), Practicing Company Secretary, as Scrutinizer for conducting the Postal Ballot and E-Voting process in a fair and transparent manner. Members desiring to exercise their vote by Postal Ballot are requested to carefully read the instructions in the Notes in this Notice and return the same duly completed in the self-addressed pre-paid envelope enclosed herein. The duly completed Postal Ballot Form(s) should reach the Scrutinizer not later than 5.00 PM (IST) on Sunday, the 31<sup>st</sup> March, 2019 and any Postal Ballot Form received after the said date and time shall be deemed as not having been received. The Scrutinizer's decision on the validity of Postal Ballot shall be final.

Members desiring to opt for E-Voting as per the facilities arranged by the Company are requested to read the instructions in the Notes in this Notice.

The Scrutinizer after completing the scrutiny of the Postal Ballot Forms and E-Voting will submit his report and the Result of Postal Ballot (including E-Voting) shall be declared by the Chairman of the Company, or in his absence, any person authorized by him, on or before the close of working hours of Tuesday, 2<sup>nd</sup> April, 2019 at the Company's Registered Office at 3<sup>rd</sup> Floor, Himalaya House, 23 Kasturba Gandhi Marg, New Delhi-110001. The results shall also be simultaneously communicated to National Stock Exchange of India Limited and shall also be displayed on the Company's website [www.shrirampistons.com](http://www.shrirampistons.com).

**PROPOSED RESOLUTIONS:**

**1. APPROVAL FOR CONTINUATION OF SHRI C.Y. PAL (DIN: 00106536) AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY:**

To consider and if thought fit, to pass the following resolution as a **Special Resolution:**

“RESOLVED THAT pursuant to applicable provisions of Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 read with applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Nomination and Remuneration Policy of the Company and on the recommendations of Nomination and Remuneration Committee and the Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded for continuation of Directorship of Shri C.Y. Pal (DIN : 00106536), aged about 82 years, as a Non-Executive Independent Director of the Company, up to the expiry of his present term of office i.e. upto 28<sup>th</sup> July, 2019 (as approved by Members in the Annual General Meeting held on 29<sup>th</sup> July, 2014) or upto the conclusion of the 55<sup>th</sup> AGM to be held in the year 2019, whichever is earlier.

**2. APPROVAL FOR CONTINUATION OF SHRI RAVINDER NARAIN (DIN: 00059197) AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY:**

To consider and if thought fit, to pass with or without modification, the following resolution as a **Special Resolution:**

“RESOLVED THAT pursuant to applicable provisions of Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 read with applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Nomination and Remuneration Policy of the Company and on the recommendations of Nomination and Remuneration Committee and the Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded for continuation of Directorship of Shri Ravinder Narain (DIN: 00059197), aged about 82 years, as a Non-Executive Independent Director of the Company, up to the expiry of his present term of office i.e. upto 28<sup>th</sup> July, 2019 (as approved by Members in the Annual General Meeting held on 29<sup>th</sup> July, 2014) or upto the conclusion of the 55<sup>th</sup> AGM to be held in the year 2019, whichever is earlier.

By the Order of the Board,  
For Shriram Pistons & Rings Ltd.

Sd/-  
(R.SRINIVASAN)  
Company Secretary  
F-4034

3<sup>rd</sup> Floor, Himalaya House,  
23, K.G. Marg, New Delhi-110001

New Delhi  
February 26, 2019

## NOTES:

### I. Voting through Postal Ballot

- (i) The Postal Ballot notice along with Postal Ballot Form is being sent in electronic form to the Members who have registered their e-mail addresses with the Company and with their Depository Participants. Physical copies of the Postal Ballot Notice along with Postal Ballot Form and a self-addressed postage pre-paid envelope are being sent to Members whose e-mail addresses are not registered with the Company.
- (ii) A Member desiring to exercise his/ her vote by Postal Ballot should complete this Postal Ballot Form & sign and send in the enclosed self-addressed postage pre-paid envelope so as to reach the Scrutinizer not later than 5.00 PM on 31<sup>st</sup> March, 2019. Envelopes containing Postal Ballots, if deposited in person or sent by courier at the expenses of the Members will also be accepted. Any Postal Ballot form received after the said time and date will be treated as if the reply from the Member has not been received. Incomplete, un-signed or incorrect Postal Ballot Forms will be rejected.
- (iii) The self-addressed envelope bears the name of the Scrutinizer appointed by the Board of Directors of the Company and the address at which the Postal Ballot Form is to be sent.
- (iv) The Postal Ballot form should be completed and signed by the Members. In the case of joint shareholding, this form should be completed and signed by the first named Member and in his absence by the next named Member(s). Unsigned Postal Ballot Forms will be rejected. The signature on the Postal Ballot Form must tally with the specimen signature registered with the Company.
- (v) Where the Postal Ballot Form has been signed by an Authorized Representative of the body corporate, a certified copy of the relevant authorizations to vote on the Postal Ballot should accompany the Postal Ballot Form. A Member may also sign the form through an Attorney appointed specifically for this purpose, in which case an attested true copy of the Power of Attorney should be attached to the Postal Ballot Form.
- (vi) Any Member who has not received the Postal Ballot Form may write to the Company for obtaining the Postal Ballot Form.
- (vii) A Member can opt for only one mode of voting i.e. either through Postal Ballot or by E-Voting. If a Member cast votes by both modes, then voting done through E-Voting shall prevail and Postal Ballot shall be treated as invalid.
- (viii) Members are requested not to send any other paper along with the Postal Ballot Form in the envelope, as all envelopes will be sent by Members to the address of the Scrutinizer and any extra paper found in such envelope would be destroyed by him.
- (ix) There will be only one Postal Ballot Form for every folio irrespective of the number of joint Member(s).
- (x) A Member need not use all the votes nor does he need to cast all the votes in the same way.
- (xi) The Scrutinizer's decision on the validity of a Postal Ballot will be final and binding.

### II. Voting through E-Voting:

Members can also exercise their vote by using the E-Voting facility in the following manner:

- (i) Log on to the E-Voting website [www.evotingindia.com](http://www.evotingindia.com)
- (ii) Click on "Shareholders" tab
- (iii) Select the "COMPANY NAME" from the drop down menu and click on "SUBMIT"
- (iv) Enter your User ID
  - a) For CDSL: 16 digits beneficiary ID,
  - b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c) Members holding shares in Physical Form should enter their Folio Number registered with the Company.
- (v) Enter the Image Verification as displayed and Click on Login
- (vi) If Members are holding shares in demat form and had logged on to [www.evotingindia.com](http://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 (holding shares in Demat Form or Physical Form), please follow the steps given below to complete the login process:
  - a) 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 8 digits of the sequence number (affixed in this notice) in the PAN Field. In case the sequence number is less than 8 digits, please enter the applicable number of zero's before the number after the first two characters of the name in CAPITAL letters. Eg: If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
  - b) Enter the Date of Birth as recorded in your demat account or in the Company records for the said demat account or folio in dd/mm/yyyy format, OR  
Enter the Dividend Bank Details as recorded in your demat account or in the Company records for the said demat account or folio, OR  
In case the DOB or Dividend Bank Details are not recorded with the Depository or Company, please enter the Folio number/ DP id and Client id 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 the Company selection screen. However, Members holding shares in demat form (who do not have existing password) will now reach 'Password Creation' menu wherein they are required to mandatorily create their 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, and 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 individual details given in the notice can be used only for E-Voting on the resolutions contained in this Notice.
- (xi) Click on the Electronic Voting Sequence Number (EVSN) (affixed in this notice) for Shriram Pistons and 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 out print 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) 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](mailto:helpdesk.evoting@cdslindia.com) and [deepakiuneja111@gmail.com](mailto:deepakiuneja111@gmail.com).
  - c) After receiving the login details they have to create a user 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](mailto: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.

### III. General Guidelines:

- i) E-Voting facility shall remain open from Saturday, 02.03.2019 (10:00 AM) to Sunday, 31.03.2019 (5:00 PM) during which the Members holding shares as on record date (either in demat or in physical form) may cast their vote provided that once the vote on a resolution is cast by the Member, he/ she shall not be allowed to change it subsequently or cast the vote again. No voting will be allowed beyond 5:00 PM on Sunday, 31.03.2019. The E-Voting module shall be disabled by CDSL for voting thereafter.
- ii) Right of voting shall be given to Members holding shares as on cut-off date (i.e. 26.02.2019). Any person who is not a Member as on the cut-off date should treat this Notice for information purposes only.
- iii) Members may cast their vote separately for each business. They may also elect not to vote on some resolution(s).
- iv) In case of joint holders, Login id and password shall be sent to the first holder of the shares. Accordingly, the vote casted using the Login id and password sent to first holder is recognized on behalf of all the joint holders.
- v) Mr. Deepak Juneja, Practicing Company Secretary (Membership No. F 6895), has been appointed as the Scrutinizer to the E-Voting process, who shall unblock the votes in presence of at least two witnesses not in the employment of the Company and prepare and submit its report of the votes cast in favour or against to the Chairman of the Company, or in his absence, any other person authorized by him, on or before the close of working hours of Tuesday, 2<sup>nd</sup> April, 2019.
- vi) The results declared along with Scrutinizer's report shall be placed on the website of Company and CDSL immediately after the result is declared by the Chairman, or in his absence, any other person authorized by him.
- vii) Subject to receipt of sufficient votes, the resolution shall be deemed to be passed on the date of receipt of duly completed Postal Ballot forms or E-Voting i.e. 31<sup>st</sup> March, 2019.
- viii) In case of any query, Members may refer FAQs available at <https://evotingindia.com> or may write to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- ix) Notice of the Postal Ballot is also displayed on [www.shrirampistons.com](http://www.shrirampistons.com) and [www.cdslindia.com](http://www.cdslindia.com)
- x) User manual for electronic voting is available at [www.cdslindia.com](http://www.cdslindia.com).

## **: EXPLANATORY STATEMENT U/S 102 OF THE COMPANIES ACT, 2013**

Securities and Exchange Board of India vide notification dated 9<sup>th</sup> May, 2018 amended Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, whereby no listed entity shall appoint a person or continue the Directorship of any person as a Non-Executive Director who has attained the age of seventy five years unless a Special Resolution is passed to that effect, in which case the Explanatory Statement annexed to the notice for such Resolution shall indicate the justification for appointing/continuing such person. The amendment in this respect shall come into effect from 1<sup>st</sup> April, 2019.

### **Item No. 1**

Shri C.Y. Pal (DIN: 00106536), aged about 82 years, was appointed for a period of 5 years w.e.f. 29<sup>th</sup> July, 2014 up to 28<sup>th</sup> July, 2019 as Non-Executive Independent Director of the Company, by passing Ordinary Resolutions in the 50<sup>th</sup> Annual General Meeting held on 29<sup>th</sup> July, 2014.

Shri C.Y. Pal possesses relevant expertise and vast experience and his continued association would be of immense benefit to the Company and it is desirable to avail his services as Non-Executive Independent Director of the Company.

Thus, in view of his rich experience and contributions throughout his tenure and meeting the criteria of Independence and on the basis of the recommendation of the Nomination & Remuneration Committee, the Board of Directors have approved the continuation of Shri C.Y. Pal, as Non-Executive Independent Directors of the Company, as mentioned in the Resolutions set out under Item No. 1 of the Notice.

None of the Directors or Key Managerial Personnel (KMP) or relatives of Directors and KMP, except Shri C.Y. Pal and his relatives, are concerned or interested in the Resolution at Item No. 1 of the Notice.

Continuation of Shri C.Y. Pal as Non-Executive Independent Director for a term upto 28<sup>th</sup> July, 2019, or conclusion of 55<sup>th</sup> Annual General Meeting, whichever is earlier, is for Members' approval.

The disclosures prescribed under the applicable provisions of the Listing Regulations read with the provisions of Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India are annexed.

The Board recommends the Special Resolution set out at Item No. 1 of the Notice for approval by the Members.

### **Item No. 2**

Shri Ravinder Narain (DIN: 00059197), aged about 82 years, had been appointed for a period of 5 years w.e.f. 29<sup>th</sup> July, 2014 up to 28<sup>th</sup> July, 2019 as Non-Executive Independent Director of the Company, by passing Ordinary Resolutions in the 50<sup>th</sup> Annual General Meeting held on 29<sup>th</sup> July, 2014.

Shri Ravinder Narain possesses relevant expertise and vast experience and his continued association would be of immense benefit to the Company and it is desirable to avail his services as Non-Executive Independent Director of the Company.

Thus, in view of his rich experience and contributions throughout his tenure and meeting the criteria of Independence and on the basis of the recommendation of the Nomination & Remuneration Committee, the Board of Directors have approved the continuation of Shri Ravinder Narain, as Non-Executive Independent Directors of the Company, as mentioned in the Resolutions set out under Item No. 2 of the Notice.

None of the Directors or Key Managerial Personnel (KMP) or relatives of Directors and KMP, except Shri Ravinder Narain and his relatives, are concerned or interested in the Resolution at Item No. 2 of the Notice.

Continuation of Shri Ravinder Narain as Non-Executive Independent Director for a term upto 28<sup>th</sup> July, 2019, or conclusion of 55<sup>th</sup> Annual General Meeting, whichever is earlier, is for Members' approval.

The disclosures prescribed under the applicable provisions of the Listing Regulations read with the provisions of Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India are annexed.

The Board recommends the Special Resolution set out at Item No. 2 of the Notice for approval by the Members.

## **: INSPECTION**

Documents pertaining to accompanying notice are open for inspection at the Registered Office of the Company on any working day between 10:00 am to 12:00 noon.

By the Order of the Board,  
For Shriram Pistons & Rings Ltd.  
Sd/-

(R. SRINIVASAN)  
Company Secretary  
F-4034

3<sup>rd</sup> Floor, Himalaya House,  
23, K.G. Marg, New Delhi-110001

New Delhi  
February 26, 2019

**DETAILS OF SHRI C.Y. PAL AND SHRI RAVINDER NARAIN**

<b>Name of the Director</b>	<b>Shri C.Y. Pal</b>	<b>Shri Ravinder Narain</b>
<b>Date of Birth</b>	06.03.1937	15.05.1937
<b>Nationality</b>	Indian	Indian
<b>Date of first appointment in the Board of the Company</b>	16.05.2003	31.01.2008
<b>Number of Board Meetings attended during last year (17-18)</b>	6 out of 6	6 out of 6
<b>Occupation/ Expertise in Functional Area</b>	<ul style="list-style-type: none"> <li>- Ex- Chairman of Mondelez India Foods Ltd. (formerly known as Cadbury India Ltd. ) Was associated with this Company for 36 years</li> <li>- Worked with Hindustan Unilever Ltd. for over 18 Years in various senior positions.</li> </ul>	<ul style="list-style-type: none"> <li>- An eminent Lawyer practicing in Supreme Court and High Court</li> <li>- Actively associated with leading Constitutional, Taxation and Commercial Cases</li> <li>- Was appointed by the Ministry of Finance, Government of India as a Member of the High Level Committee set up to review and suggest simplification of the Central Excise and Customs Laws</li> </ul>
<b>Directorships held in other Companies</b>	<ul style="list-style-type: none"> <li>- United Breweries Ltd.</li> <li>- Maya Entertainment Ltd.</li> <li>- Infiloom India Pvt. Ltd.</li> <li>- Renfro India Pvt. Ltd.</li> <li>- Innovative Textile Enterprise Pvt. Ltd.</li> </ul>	<ul style="list-style-type: none"> <li>- DCM Shriram Industries Ltd.</li> </ul>
<b>Chairman/ Member of the Committee(s) of the Board of Directors of the Company</b>	<p><b><u>Member:</u></b></p> <ul style="list-style-type: none"> <li>- Audit Committee</li> <li>- Nomination &amp; Remuneration Committee</li> <li>- Risk Management Committee</li> </ul>	<p><b><u>Chairman:</u></b></p> <ul style="list-style-type: none"> <li>- Nomination &amp; Remuneration Committee</li> </ul> <p><b><u>Member:</u></b></p> <ul style="list-style-type: none"> <li>- Audit Committee</li> </ul>
<b>Chairman/ Member of the Committee(s) of the Board of Directors of other Companies in which he is a Director</b>	<p><b><u>Chairman:</u></b></p> <p><b>United Breweries Ltd.</b></p> <ul style="list-style-type: none"> <li>- Audit Committee</li> </ul> <p><b><u>Member:</u></b></p> <p><b>United Breweries Ltd:</b></p> <ul style="list-style-type: none"> <li>- Nomination &amp; Remuneration Committee</li> <li>- Risk Management Committee</li> <li>- Special Committee</li> <li>- Independent Director</li> </ul>	<p><b><u>Member:</u></b></p> <p><b>DCM Shriram Industries Ltd.:</b></p> <ul style="list-style-type: none"> <li>- Stakeholders' Relationship Committee</li> <li>- Nomination &amp; Remuneration Committee</li> </ul>
<b>No. of Shares held by the Director of the Company</b>	NIL	NIL
<b>Relationship between Directors inter-se</b>	NIL	NIL