

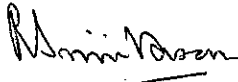
**SUMMARY OF VOTING AT THE 54TH ANNUAL GENERAL MEETING OF  
SHRIRAM PISTONS & RINGS LTD. HELD ON 10.07.2018**


Resolution No.	Total No. of Votes casted	Total No. of Invalid Votes	No. of Valid Votes	Votes casted in Favour of Resolution		Votes casted against the Resolution		Voting Result
				No. of Votes	% of votes	No. of Votes	% of votes	
1	2,07,14,153	-	2,07,14,153	2,07,14,148	99.99998	5	0.00002	Passed
2	2,07,14,153	-	2,07,14,153	2,07,14,148	99.99998	5	0.00002	Passed
3	2,07,14,153	-	2,07,14,153	2,07,14,033	99.999	120	0.001	Passed
4	2,07,14,153	1,06,47,531*	1,00,66,622	1,00,66,502	99.999	120	0.001	Passed
5	2,07,14,153	-	2,07,14,153	2,07,14,033	99.999	120	0.001	Passed
6	2,07,14,153	-	2,07,14,153	2,07,14,033	99.999	120	0.001	Passed
7	2,07,14,153	-	2,07,14,153	2,07,14,033	99.999	120	0.001	Passed
8	2,07,14,153	-	2,07,14,153	2,07,14,033	99.999	120	0.001	Passed

Note: \*Votes casted by the Related Parties.

11th July, 2018  
New Delhi

  
(Deepak Juneja)  
Scrutinizer

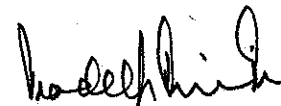
  
(R. Srinivasan)  
Company Secretary

  
(Pradeep Dinodia)  
Chairman  
11/7/2018

Shri R. Srinivasan, Company Secretary, is hereby authorised to announce the voting results and to arrange to get the same uploaded on the website of the Company and forward the same to National Stock Exchange.

11th July, 2018  
New Delhi



  
(Pradeep Dinodia)  
Chairman  
11/7/2018

**DEEPAK JUNEJA**  
Company Secretaries

C-54, Nizamuddin East,  
New Delhi – 110013  
Tel: 9810047686, 41684236  
E-mail: deepak\_juneja@yahoo.com

July 11, 2018

**COMBINED SCRUTINIZER REPORT FOR E-VOTING AND POLL FOR  
SHRIRAM PISTONS & RINGS LTD**

To,  
The Chairman  
M/s Shriram Pistons and Rings Limited  
3<sup>rd</sup> Floor, Himalaya House,  
23, Kasturba Gandhi Marg,  
**New Delhi-110001**

**Sub.: Passing of Resolution through electronic voting and poll conducted at the 54<sup>th</sup> Annual  
General Meeting (AGM) of Shriram Pistons & Rings Ltd (The Company) held on 10<sup>th</sup> July,  
2018**

Dear Sir,

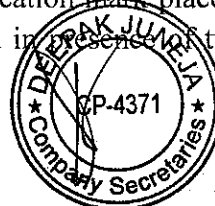
The Board of Directors of M/s Shriram Pistons and Rings Limited, at its meeting held on 22<sup>nd</sup> May, 2018, has appointed me as the Scrutinizer for the Remote E-Voting process and poll held at the venue of AGM pursuant to section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014.

The Company had availed the E-Voting facility offered by Central Depository Services (India) Limited (CDSL) for conducting E-voting by the members of the Company.

At the venue of the 54<sup>th</sup> AGM of the Company held on 10<sup>th</sup> July, 2018, the facility to vote through Ballot Papers had been provided to facilitate those members present in the meeting but could not participate in the Remote E-voting to record their votes.

On 10<sup>th</sup> July, 2018, Remote E-voting facility was duly unblocked by me in the presence of Ms. Aakriti Agarwal and Ms. Shraddha Basnet who acted as the witnesses as prescribed in Sub Rule 4(xii) of the said Rule 20 of Companies (Management and Administration) Rules, 2014.

After the voting at the AGM was conducted, 1 (One) ballot box kept for the purpose of casting of votes was locked in my presence with due identification mark placed by me. The locked ballot box was subsequently opened in my presence and in presence of two witnesses, as mentioned



above, and ballot papers were diligently scrutinized. The ballot papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the authorizations/proxies lodged with the Company.

Thereafter, I as a Scrutinizer duly compiled details of Poll and Remote E-voting (Please refer to my report on E-voting received from the shareholder dated 11<sup>th</sup> July, 2018) and voting through poll held at the venue of the AGM (Please refer to my report MGT-13 dated 11<sup>th</sup> July, 2018)

**The result of e-voting together with that of the Poll is as under:**

**I. Resolution No.1:-**

**To consider and adopt the annual financial statements (standalone and consolidated) of the company for the financial year ended March 31, 2018 and the Report of Directors' and Auditors' thereon – as an ordinary resolution**

(i) Voted in favour of the resolution:

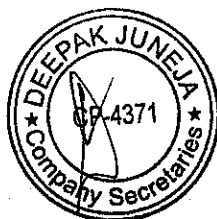
	Numbers of members voted	Numbers of Votes casted (Shares)	% of the total number of valid votes casted
E-Voting	32	1,60,17,737	100
Poll	31	46,96,411	100
<b>Total</b>	<b>63</b>	<b>2,07,14,148</b>	

(ii) Voted against the resolution:

	Numbers of members voted	Numbers of Votes casted (Shares)	% of the total number of valid votes casted
E-Voting	NIL	NIL	NIL
Poll	5	5	0.0001
<b>Total</b>	<b>5</b>	<b>5</b>	

(iii) Invalid Votes:

	Total Number of members whose votes were declared invalid	Total number of votes casted (Shares)
E-Voting	NIL	NIL
Poll	NIL	NIL
<b>Total</b>	<b>NIL</b>	<b>NIL</b>



## II. Resolution No. 2:-

### To declare dividend on Equity Shares – as an ordinary resolution

(i) Voted in favour of the resolution:

	Numbers of members voted	Numbers of Votes casted (Shares)	% of the total number of valid votes casted
E-Voting	32	1,60,17,737	100
Poll	31	46,96,411	100
<b>Total</b>	<b>63</b>	<b>2,07,14,148</b>	

(ii) Voted against the resolution:

	Numbers of members voted	Numbers of Votes casted (Shares)	% of the total number of valid votes casted
E-Voting	NIL	NIL	NIL
Poll	5	5	0.0001
<b>Total</b>	<b>5</b>	<b>5</b>	

(iii) Invalid Votes:

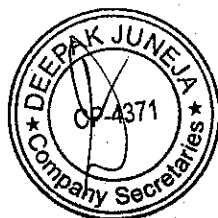
	Total Number of members whose votes were declared invalid	Total number of votes casted (Shares)
E-Voting	NIL	NIL
Poll	NIL	NIL
<b>Total</b>	<b>NIL</b>	<b>NIL</b>

## III. Resolution No. 3:-

### To appoint a Director in place of Shri Hari S. Bhartia (DIN 00010499), who retires by rotation and being eligible, offers himself for re-appointment – as an ordinary resolution

(i) Voted in favour of the resolution:

	Numbers of members voted	Numbers of Votes casted (Shares)	% of the total number of valid votes casted
E-Voting	32	1,60,17,737	100
Poll	30	46,96,296	99.997
<b>Total</b>	<b>62</b>	<b>2,07,14,033</b>	



(ii) Voted against the resolution:

	Numbers of members voted	Numbers of Votes casted (Shares)	% of the total number of valid votes casted
E-Voting	NIL	NIL	NIL
Poll	6	120	0.003
<b>Total</b>	<b>6</b>	<b>120</b>	

(iii) Invalid Votes:

	Total Number of members whose votes were declared invalid	Total number of votes casted (Shares)
E-Voting	NIL	NIL
Poll	NIL	NIL
<b>Total</b>	<b>NIL</b>	<b>NIL</b>

#### IV. Resolution No. 4:-

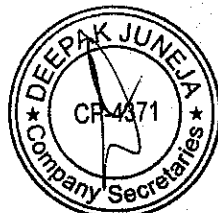
**To appoint a Director in place of Shri Luv D. Shriram (DIN 00051065), who retires by rotation and being eligible, offers himself for re-appointment – as an ordinary resolution**

(i) Voted in favour of the resolution:

	Numbers of members voted	Numbers of Votes casted (Shares)	% of the total number of valid votes casted
E-Voting	24	53,70,206	100
Poll	30	46,96,296	99.997
<b>Total</b>	<b>54</b>	<b>1,00,66,502</b>	

(ii) Voted against the resolution:

	Numbers of members voted	Numbers of Votes casted (Shares)	% of the total number of valid votes casted
E-Voting	NIL	NIL	NIL
Poll	6	120	0.003
<b>Total</b>	<b>6</b>	<b>120</b>	



(iii) Invalid Votes:

	Total Number of members whose votes were declared invalid	Total number of votes casted (Shares)
E-Voting	8*	1,06,47,531*
Poll	NIL	NIL
<b>Total</b>	<b>8*</b>	<b>1,06,47,531*</b>

\*Votes casted by the Related Parties.

**V. Resolution No. 5:-**

**“RESOLVED THAT pursuant to the provisions of section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder, as amended from time to time, the re-appointment of M/s Deloitte Haskins & Sells, Chartered Accountants, (Firm Registration No. 015125N), as Statutory Auditors of the Company till the conclusion of 59th Annual General Meeting (AGM) to be held in the year 2023, at such remuneration plus applicable taxes and out of pocket expenses, as shall be fixed by the Board of Directors of the Company” – as an ordinary resolution**

(i) Voted in favour of the resolution:

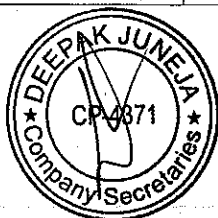
	Numbers of members voted	Numbers of Votes casted (Shares)	% of the total number of valid votes casted
E-Voting	32	1,60,17,737	100
Poll	30	46,96,296	99.997
<b>Total</b>	<b>62</b>	<b>2,07,14,033</b>	

(ii) Voted against the resolution:

	Numbers of members voted	Numbers of Votes casted (Shares)	% of the total number of valid votes casted
E-Voting	NIL	NIL	NIL
Poll	6	120	0.003
<b>Total</b>	<b>6</b>	<b>120</b>	

(iii) Invalid Votes:

	Total Number of members whose votes were declared invalid	Total number of votes casted (Shares)
E-Voting	NIL	NIL
Poll	NIL	NIL
<b>Total</b>	<b>NIL</b>	<b>NIL</b>



**VI. Resolution No. 6:-**

**“RESOLVED THAT M/s Chandra Wadhwa & Co., Cost Accountants, (Firm Registration No. 00239) appointed by the Board of Directors as Cost Auditors of the Company for the financial year ending March 31, 2019 be paid remuneration of Rs. 2.9 lacs plus applicable taxes” – as an ordinary resolution**

(i) Voted in favour of the resolution:

	Numbers of members voted	Numbers of Votes casted (Shares)	% of the total number of valid votes casted
E-Voting	32	1,60,17,737	100
Poll	30	46,96,296	99.997
<b>Total</b>	<b>62</b>	<b>2,07,14,033</b>	

(ii) Voted against the resolution:

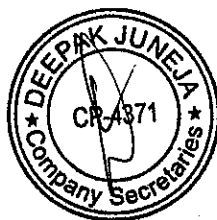
	Numbers of members voted	Numbers of Votes casted (Shares)	% of the total number of valid votes casted
E-Voting	NIL	NIL	NIL
Poll	6	120	0.003
<b>Total</b>	<b>6</b>	<b>120</b>	

(iii) Invalid Votes:

	Total Number of members whose votes were declared invalid	Total number of votes casted (Shares)
E-Voting	NIL	NIL
Poll	NIL	NIL
<b>Total</b>	<b>NIL</b>	<b>NIL</b>

**VII. Resolution No.7:-**

**“RESOLVED THAT pursuant to the provisions of Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”), and rules framed thereunder read with Schedule IV of the Act, as amended from time to time, Shri Kiyoto Tone (DIN applied for), a Non-Executive Independent Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as a Non-Executive Independent Director of the Company w.e.f. 22.05.2018 upto 28.07.2019, in the casual vacancy caused due to resignation of Shri Toru Suzuki” – as an ordinary resolution**



(i) Voted in favour of the resolution:

	Numbers of members voted	Numbers of Votes casted (Shares)	% of the total number of valid votes casted
E-Voting	32	1,60,17,737	100
Poll	30	46,96,296	99.997
<b>Total</b>	<b>62</b>	<b>2,07,14,033</b>	

(ii) Voted against the resolution:

	Numbers of members voted	Numbers of Votes casted (Shares)	% of the total number of valid votes casted
E-Voting	NIL	NIL	NIL
Poll	6	120	0.003
<b>Total</b>	<b>6</b>	<b>120</b>	

(iii) Invalid Votes:

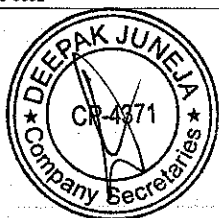
	Total Number of members whose votes were declared invalid	Total number of votes casted (Shares)
E-Voting	NIL	NIL
Poll	NIL	NIL
<b>Total</b>	<b>NIL</b>	<b>NIL</b>

#### VIII. Resolution No. 8:-

**“RESOLVED THAT Dr. Peter Neu (DIN 00324469), who was appointed by the Board as a “Director in casual vacancy” with effect from 22.05.2018 and who holds office upto the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 (“Act”), and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing his candidature for the office of a Director of the Company, be and is hereby appointed a Director of the Company” – as an ordinary resolution**

(i) Voted in favour of the resolution:

	Numbers of members voted	Numbers of Votes casted (Shares)	% of the total number of valid votes casted
E-Voting	32	1,60,17,737	100
Poll	30	46,96,296	99.997
<b>Total</b>	<b>62</b>	<b>2,07,14,033</b>	





(ii) Voted against the resolution:

	Numbers of members voted	Numbers of Votes casted (Shares)	% of the total number of valid votes casted
E-Voting	NIL	NIL	NIL
Poll	6	120	0.003
Total	6	120	

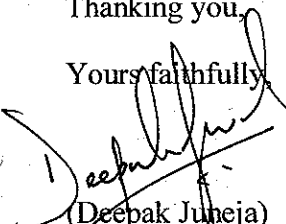
(iii) Invalid Votes:

	Total Number of members whose votes were declared invalid	Total number of votes casted (Shares)
E-Voting	NIL	NIL
Poll	NIL	NIL
<b>Total</b>	<b>NIL</b>	<b>NIL</b>

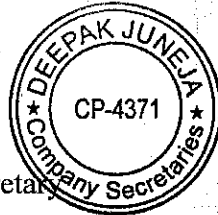
I hereby confirm that the registers received from the service provider and other relevant records relating to the remote e-voting and poll are under my safe custody and will be handed over to the Company Secretary for preserving safely after the Chairman considers, approves and signs the minutes of the AGM.

Thanking you,

Yours faithfully,

  
(Deepak Juneja)

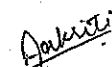
Practising Company Secretary  
FCS: 6895 CP: 4371

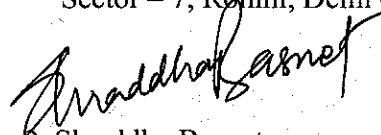


Dated: 11<sup>th</sup> July 2018

Place: New Delhi

Witnesses to the unblocking of votes:

  
1. Aakriti Agarwal  
D/o Mr. Deepak Agarwal  
G-22, House No. 8,  
Sector - 7, Rohini, Delhi -110085

  
2. Shradha Basnet  
D/o Mr. Puran Basnet  
House No.205, Block E-1  
Sector - 11, Rohini, Delhi -110085

**DEEPAK JUNEJA**  
Company Secretaries

C-54, Nizamuddin East,  
New Delhi – 110013  
Tel: 9810047686, 41684236  
E-mail: deepak\_juneja@yahoo.com

July 11, 2018

To,  
The Chairman  
Shriram Pistons & Rings Limited  
3<sup>rd</sup> Floor, Himalaya House,  
23, Kasturba Gandhi Marg,  
New Delhi-110001

Dear Sir,

**Sub: Scrutinizer's Report on e-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended**

I, Deepak Juneja, Practising Company Secretary, had been appointed as the scrutinizer by the Board of Directors of Shriram Pistons & Rings Limited in their meeting held on 22<sup>nd</sup> May, 2018, pursuant to Section 108 of the Companies Act, 2013, to conduct the electronic voting process in respect of the below mentioned resolutions to be passed at the 54<sup>th</sup> Annual General Meeting (AGM) of the Company to be held on 10<sup>th</sup> July, 2018.

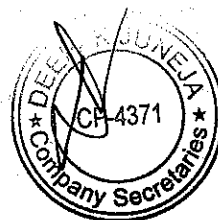
The Notice dated May 31, 2018 convening Annual General Meeting (AGM) of the Company along with Statement setting out material facts under Section 102 of the Act were sent to the Shareholders in respect of the below mentioned resolutions to be passed at the said AGM of the Company to be held on 10<sup>th</sup> July, 2018.

The Company has availed the e-voting facility offered by Central Depository Services (India) Limited (CDSL) for conducting e-voting by the shareholders of the Company.

The Shareholders of the Company holding shares as on "the cut-off" date i.e. 03<sup>rd</sup> July, 2018, were entitled to vote on the proposed resolutions as set out at Items Nos. 1 to 8 in the Notice of the 54<sup>th</sup> AGM of Shriram Pistons & Rings Limited.

The voting period for e-voting commenced on Saturday, July 07, 2018 (10:00 AM) and ended on Monday, July 09, 2018 (5:00 PM) and the CDSL e-voting platform was blocked thereafter and the votes casted under e-voting facility were then unblocked in the presence of two witnesses who were not in the employment of the company.

I have scrutinized and reviewed the voting through electronic means and votes tendered therein based on the data downloaded from the CDSL, e-voting system received.



I now submit my Report as under on the result of the voting through electronic means in respect of the said Resolutions.

**I. Resolution No.1:-**

**To consider and adopt the annual financial statements (standalone and consolidated) of the Company for the financial year ended March 31, 2018 and the Report of Directors' and Auditors' thereon – as an ordinary resolution**

(i) Voted in favour of the resolution:

	Numbers of members voted	Numbers of Votes casted (Shares)	% of the total number of valid votes casted
E-Voting	32	1,60,17,737	100%
Postal Ballot	Not Applicable	Not Applicable	Not Applicable
<b>Total</b>	32	1,60,17,737	100%

(ii) Voted against the resolution:

	Numbers of members voted	Numbers of Votes casted (Shares)	% of the total number of valid votes casted
E-Voting	NIL	NIL	NIL
Postal Ballot	Not Applicable	Not Applicable	Not Applicable
<b>Total</b>	NIL	NIL	NIL

(iii) Invalid Votes:

	Total Number of members whose votes were declared invalid	Total number of votes casted (Shares)
E-Voting	NIL	NIL
Postal Ballot	Not Applicable	Not Applicable
<b>Total</b>	Not Applicable	Not Applicable

**II. Resolution No. 2:-**

**To declare dividend on Equity Shares – as an ordinary resolution**

(i) Voted in favour of the resolution:

	Numbers of members voted	Numbers of Votes casted (Shares)	% of the total number of valid votes casted
E-Voting	32	1,60,17,737	100%
Postal Ballot	Not Applicable	Not Applicable	Not Applicable
<b>Total</b>	32	1,60,17,737	100%

(ii) Voted against the resolution:

	Numbers of members voted	Numbers of Votes casted (Shares)	% of the total number of valid votes casted
E-Voting	NIL	NIL	NIL
Postal Ballot	Not Applicable	Not Applicable	Not Applicable
<b>Total</b>	NIL	NIL	NIL



(iii) Invalid Votes:

	Total Number of members whose votes were declared invalid	Total number of votes casted (Shares)
E-Voting	NIL	NIL
Postal Ballot	Not Applicable	Not Applicable
<b>Total</b>	Not Applicable	Not Applicable

**III. Resolution No. 3:-**

**To appoint a Director in place of Shri Hari S. Bhartia (DIN 00010499), who retires by Rotation and being eligible, offers himself for re-appointment – as an ordinary resolution**

(i) Voted in favour of the resolution:

	Numbers of members voted	Numbers of Votes casted (Shares)	% of the total number of valid votes casted
E-Voting	32	1,60,17,737	100%
Postal Ballot	Not Applicable	Not Applicable	Not Applicable
<b>Total</b>	32	1,60,17,737	100%

(ii) Voted against the resolution:

	Numbers of members voted	Numbers of Votes casted (Shares)	% of the total number of valid votes casted
E-Voting	NIL	NIL	NIL
Postal Ballot	Not Applicable	Not Applicable	Not Applicable
<b>Total</b>	NIL	NIL	NIL

(iii) Invalid Votes:

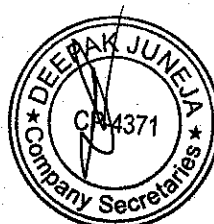
	Total Number of members whose votes were declared invalid	Total number of votes casted (Shares)
E-Voting	NIL	NIL
Postal Ballot	Not Applicable	Not Applicable
<b>Total</b>	Not Applicable	Not Applicable

**IV. Resolution No. 4:-**

**To appoint a Director in place of Shri Luv D. Shriram (DIN 00051065), who retires by rotation and being eligible, offers himself for re-appointment – as an ordinary resolution**

(i) Voted in favour of the resolution:

	Numbers of members voted	Numbers of Votes casted (Shares)	% of the total number of valid votes casted
E-Voting	24	53,70,206	100%
Postal Ballot	Not Applicable	Not Applicable	Not Applicable
<b>Total</b>	24	53,70,206	100%



(ii) Voted against the resolution:

	Numbers of members voted	Numbers of Votes casted (Shares)	% of the total number of valid votes casted
E-Voting	NIL	NIL	NIL
Postal Ballot	Not Applicable	Not Applicable	Not Applicable
<b>Total</b>	NIL	NIL	NIL

(iii) Invalid Votes:

	Total Number of members whose votes were declared invalid	Total number of votes casted (Shares)
E-Voting	8*	1,06,47,531*
Postal Ballot	Not Applicable	Not Applicable
<b>Total</b>	8*	1,06,47,531*

**\*Votes casted by the related parties.**

**V. Resolution No. 5:-**

**“RESOLVED THAT pursuant to the provisions of section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder, as amended from time to time, the re-appointment of M/s Deloitte Haskins & Sells, Chartered Accountants, (Firm Registration No. 015125N), as Statutory Auditors of the Company till the conclusion of 59<sup>th</sup> Annual General Meeting (AGM) to be held in the year 2023, at such remuneration plus applicable taxes and out of pocket expenses, as shall be fixed by the Board of Directors of the Company” – as an ordinary resolution**

(i) Voted in favour of the resolution:

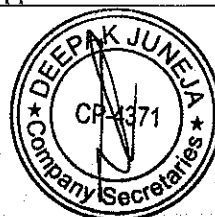
	Numbers of members voted	Numbers of Votes casted (Shares)	% of the total number of valid votes casted
E-Voting	32	1,60,17,737	100%
Postal Ballot	Not Applicable	Not Applicable	Not Applicable
<b>Total</b>	32	1,60,17,737	100%

(ii) Voted against the resolution:

	Numbers of members voted	Numbers of Votes casted (Shares)	% of the total number of valid votes casted
E-Voting	NIL	NIL	NIL
Postal Ballot	Not Applicable	Not Applicable	Not Applicable
<b>Total</b>	NIL	NIL	NIL

(iii) Invalid Votes:

	Total Number of members whose votes were declared invalid	Total number of votes casted (Shares)
E-Voting	NIL	NIL
Postal Ballot	Not Applicable	Not Applicable
<b>Total</b>	Not Applicable	Not Applicable



**VI. Resolution No.6:-**

**“RESOLVED THAT M/s Chandra Wadhwa & Co., Cost Accountants, (Firm Registration No. 00239) appointed by the Board of Directors as Cost Auditors of the Company for the financial year ending March 31, 2019 be paid remuneration of Rs. 2.9 lacs plus applicable taxes” – as an ordinary resolution**

(i) Voted in favour of the resolution:

	Numbers of members voted	Numbers of Votes casted (Shares)	% of the total number of valid votes casted
E-Voting	32	1,60,17,737	100%
Postal Ballot	Not Applicable	Not Applicable	Not Applicable
<b>Total</b>	32	1,60,17,737	100%

(ii) Voted against the resolution:

	Numbers of members voted	Numbers of Votes casted (Shares)	% of the total number of valid votes casted
E-Voting	NIL	NIL	NIL
Postal Ballot	Not Applicable	Not Applicable	Not Applicable
<b>Total</b>	NIL	NIL	NIL

(iii) Invalid Votes:

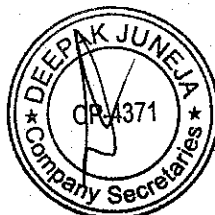
	Total Number of members whose votes were declared invalid	Total number of votes casted (Shares)
E-Voting	NIL	NIL
Postal Ballot	Not Applicable	Not Applicable
<b>Total</b>	Not Applicable	Not Applicable

**VII. Resolution No.7:-**

**“RESOLVED THAT pursuant to the provisions of Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”), and rules framed thereunder read with Schedule IV of the Act, as amended from time to time, Shri Kiyoto Tone (DIN 08154738), a Non-Executive Independent Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as a Non-Executive Independent Director of the Company w.e.f. 22.05.2018 upto 28.07.2019, in the casual vacancy caused due to resignation of Shri Toru Suzuki” – as an ordinary resolution**

(i) Voted in favour of the resolution:

	Numbers of members voted	Numbers of Votes casted (Shares)	% of the total number of valid votes casted
E-Voting	32	1,60,17,737	100%
Postal Ballot	Not Applicable	Not Applicable	Not Applicable
<b>Total</b>	32	1,60,17,737	100%



(ii) Voted against the resolution:

	Numbers of members voted	Numbers of Votes casted (Shares)	% of the total number of valid votes casted
E-Voting	NIL	NIL	NIL
Postal Ballot	Not Applicable	Not Applicable	Not Applicable
<b>Total</b>	NIL	NIL	NIL

(iii) Invalid Votes:

	Total Number of members whose votes were declared invalid	Total number of votes casted (Shares)
E-Voting	NIL	NIL
Postal Ballot	Not Applicable	Not Applicable
<b>Total</b>	Not Applicable	Not Applicable

#### VIII. Resolution No.8:-

**“RESOLVED THAT Dr. Peter Neu (DIN 00324469), who was appointed by the Board as a “Director in casual vacancy” with effect from 22.05.2018 and who holds office upto the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 (“Act”), and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing his candidature for the office of a Director of the Company, be and is hereby appointed a Director of the Company” – as an ordinary resolution**

(i) Voted in favour of the resolution:

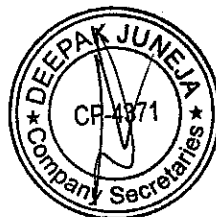
	Numbers of members voted	Numbers of Votes casted (Shares)	% of the total number of valid votes casted
E-Voting	32	1,60,17,737	100%
Postal Ballot	Not Applicable	Not Applicable	Not Applicable
<b>Total</b>	32	1,60,17,737	100%

(ii) Voted against the resolution:

	Numbers of members voted	Numbers of Votes casted (Shares)	% of the total number of valid votes casted
E-Voting	NIL	NIL	NIL
Postal Ballot	Not Applicable	Not Applicable	Not Applicable
<b>Total</b>	NIL	NIL	NIL

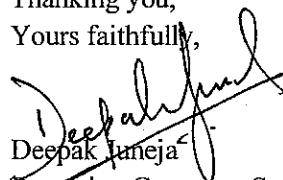
(iii) Invalid Votes:

	Total Number of members whose votes were declared invalid	Total number of votes casted (Shares)
E-Voting	NIL	NIL
Postal Ballot	Not Applicable	Not Applicable
<b>Total</b>	Not Applicable	Not Applicable



The Register, all other papers and relevant records relating to electronic voting and physical mode shall remain in my safe custody until the Chairman considers, approves and signs the minutes aforesaid of the Annual General Meeting and the same shall be handed over to the Company Secretary for safe keeping.

Thanking you,  
Yours faithfully,



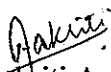
Deepak Juneja  
Practising Company Secretary  
FCS: 6895 CP: 4371

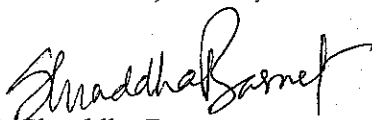


Date: 11<sup>th</sup> July, 2018

Place: New Delhi

Witnesses to the unblocking of votes:

  
1. Aakriti Agarwal  
D/o Mr. Deepak Agarwal  
G-22, House No. 8,  
Sector - 7, Rohini, Delhi -110085

  
2. Shradha Basnet  
D/o Mr. Puran Basnet  
House No.205, Block E-1  
Sector - 11, Rohini, Delhi -110085



**DEEPAK JUNEJA**  
Company Secretaries

C-54, Nizamuddin East,  
New Delhi – 110013  
Tel: 9810047686, 41684236  
E-mail: deepak\_juneja@yahoo.com

July 11, 2018

**FORM NO. MGT – 13**  
**REPORT OF SCRUTINIZER:**  
[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the Companies  
(Management and Administration) Rules, 2014, as amended]

To  
The Chairman  
M/s Shriram Pistons and Rings Limited  
3<sup>rd</sup> Floor, Himalaya House,  
23, Kasturba Gandhi Marg,  
**New Delhi-110001**

**Sub.: 54<sup>th</sup> Annual General Meeting of the Equity Shareholders of Shriram Pistons & Rings Limited held on Tuesday, 10<sup>th</sup> July, 2018 at PHD Chamber of Commerce and Industry, PHD House 4/2, Siri Institutional Area, August Kranti Marg, New Delhi- 110016**

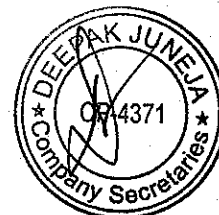
Dear Sir,

I, Deepak Juneja, Practicing Company Secretaries, Membership No- FCS no- 6895 and Certificate of Practice No- 4371, appointed as Scrutinizer(s) for the purpose of the poll taken on the below mentioned resolution(s), at the Annual General meeting of the Equity Shareholders of Shriram Pistons & Rings Limited, held on 10<sup>th</sup> July 2018 at PHD Chamber of Commerce and Industry, PHD House 4/2, Siri Institutional Area, August Kranti Marg, New Delhi-110016, submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, the ballot box kept for polling was locked in my presence with due identification marks placed by me.
2. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company/ Registrar and Transfer Agents of the Company and the authorizations/ proxies lodged with the Company.
3. There were no poll papers which were incomplete and/or which were otherwise invalid.
4. **The result of the Poll as under:**

**I. Resolution No.1:-**

**To consider and adopt the annual financial statements (standalone and consolidated) of the Company for the financial year ended March 31, 2018 and the Report of Directors' and Auditors' thereon – as an ordinary resolution**



(i) Voted in favour of the resolution:

Numbers of members voted through Poll.	Numbers of Votes casted (Shares)	% of the total number of valid votes casted
31	46,96,411	100

(ii) Voted against the resolution:

Numbers of members voted through Poll.	Numbers of Votes casted (Shares)	% of the total number of valid votes casted
5	5	0.0001

(iii) Invalid Votes:

Total Number of members whose votes were declared invalid	Total number of votes casted (Shares)
NIL	NIL

## II. Resolution No. 2:-

### To declare dividend on Equity Shares – as an ordinary resolution

(i) Voted in favour of the resolution:

Numbers of members voted through Poll.	Numbers of Votes casted (Shares)	% of the total number of valid votes casted
31	46,96,411	100

(ii) Voted against the resolution:

Numbers of members voted through Poll.	Numbers of Votes casted (Shares)	% of the total number of valid votes casted
5	5	0.0001

(iii) Invalid Votes:

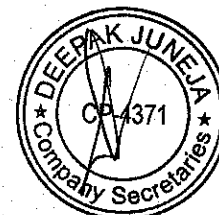
Total Number of members whose votes were declared invalid	Total number of votes casted (Shares)
NIL	NIL

## III. Resolution No. 3:-

### To appoint a Director in place of Shri Hari S. Bhartia (DIN 00010499), who retires by rotation and being eligible, offers himself for re-appointment – as an ordinary resolution

(i) Voted in favour of the resolution:

Numbers of members voted through Poll.	Numbers of Votes casted (Shares)	% of the total number of valid votes casted
30	46,96,296	99.997



(ii) Voted against the resolution:

Numbers of members voted through Poll.	Numbers of Votes casted (Shares)	% of the total number of valid votes casted
6	120	0.003

(iii) Invalid Votes:

Total Number of members whose votes were declared invalid	Total number of votes casted (Shares)
NIL	NIL

#### IV. Resolution No. 4:-

**To appoint a Director in place of Shri Luv D. Shriram (DIN 00051065), who retires by rotation and being eligible, offers himself for re-appointment – as an ordinary resolution**

(i) Voted in favour of the resolution:

Numbers of members voted through Poll.	Numbers of Votes casted (Shares)	% of the total number of valid votes casted
30	46,96,296	99.997

(ii) Voted against the resolution:

Numbers of members voted through Poll.	Numbers of Votes casted (Shares)	% of the total number of valid votes casted
6	120	0.003

(iii) Invalid Votes:

Total Number of members whose votes were declared invalid	Total number of votes casted (Shares)
NIL	NIL

#### V. Resolution No. 5 :-

**“RESOLVED THAT pursuant to the provisions of section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, the re-appointment of M/s Deloitte Haskins & Sells, Chartered Accountants, (Firm Registration No. 015125N), as Statutory Auditors of the Company till the conclusion of 59th Annual General Meeting (AGM) to be held in the year 2023, at such remuneration plus applicable taxes and out of pocket expenses, as shall be fixed by the Board of Directors of the Company” – as an ordinary resolution**



(i) Voted in favour of the resolution:

Numbers of members voted through Poll.	Numbers of Votes casted (Shares)	% of the total number of valid votes casted
30	46,96,296	99.997

(ii) Voted against the resolution:

Numbers of members voted through Poll.	Numbers of Votes casted (Shares)	% of the total number of valid votes casted
6	120	0.003

(iii) Invalid Votes:

Total Number of members whose votes were declared invalid	Total number of votes casted (Shares)
NIL	NIL

#### VI. Resolution No. 6:-

**“RESOLVED THAT M/s Chandra Wadhwa & Co., Cost Accountants, (Firm Registration No. 00239) appointed by the Board of Directors as Cost Auditors of the Company for the financial year ending March 31, 2019 be paid remuneration of Rs. 2.9 lacs plus applicable taxes” – as an ordinary resolution**

(i) Voted in favour of the resolution:

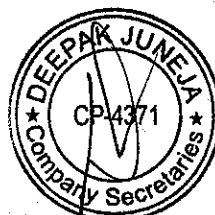
Numbers of members voted through Poll.	Numbers of Votes casted (Shares)	% of the total number of valid votes casted
30	46,96,296	99.997

(ii) Voted against the resolution:

Numbers of members voted through Poll.	Numbers of Votes casted (Shares)	% of the total number of valid votes casted
6	120	0.003

(iii) Invalid Votes:

Total Number of members whose votes were declared invalid	Total number of votes casted (Shares)
NIL	NIL



**VII. Resolution No. 7:-**

**“RESOLVED THAT pursuant to the provisions of Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”), and Rules framed thereunder read with Schedule IV of the Act, as amended from time to time, Shri Kiyoto Tone (DIN 08154738), a Non-Executive Independent Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as a Non-Executive Independent Director of the Company w.e.f. 22.05.2018 upto 28.07.2019, in the casual vacancy caused due to resignation of Shri Toru Suzuki” – as an ordinary resolution**

(i) Voted in favour of the resolution:

Numbers of members voted through Poll.	Numbers of Votes casted (Shares)	% of the total number of valid votes casted
30	46,96,296	99.997

(ii) Voted against the resolution:

Numbers of members voted through Poll.	Numbers of Votes casted (Shares)	% of the total number of valid votes casted
6	120	0.003

(iii) Invalid Votes:

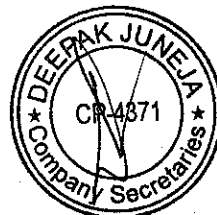
Total Number of members whose votes were declared invalid	Total number of votes casted (Shares)
NIL	NIL

**VIII. Resolution No. 8:-**

**“RESOLVED THAT Dr. Peter Neu (DIN 00324469), who was appointed by the Board as a “Director in casual vacancy” with effect from 22.05.2018 and who holds office upto the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 (“Act”), and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing his candidature for the office of a Director of the Company, be and is hereby appointed a Director of the Company” – as an ordinary resolution**

(i) Voted in favour of the resolution:

Numbers of members voted through Poll.	Numbers of Votes casted (Shares)	% of the total number of valid votes casted
30	46,96,296	99.997



(ii) Voted against the resolution:

Numbers of members voted through Poll.	Numbers of Votes casted (Shares)	% of the total number of valid votes casted
6	120	0.003

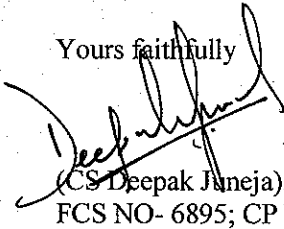
(iii) Invalid Votes:

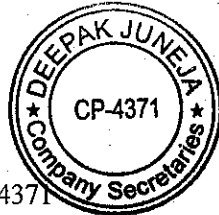
Total Number of members whose votes were declared invalid	Total number of votes casted (Shares)
NIL	NIL

5. A report containing a list of equity shareholders who voted "FOR" and "Against" for each resolution is enclosed. There are no equity shareholders whose votes were declared invalid.
6. I hereby confirm that all relevant records relating to the poll are under my safe custody and will be handed over to the Company Secretary for preserving safely after the Chairman considers, approves and signs the minutes of the AGM.

Thanking you

Yours faithfully

  
(CS Deepak Juneja)  
FCS NO- 6895; CP No- 4371



Dated: 11<sup>th</sup> July, 2018

Place: New Delhi

## ANNEXURE TO FORM MGT-13

S. No.	By Poll	Folio No./ DP ID & Client ID	Resolution No. 1			Resolution No. 2			Resolution No. 3			Resolution No. 4			Resolution No. 5			Resolution No. 6			Resolution No. 7			Resolution No. 8		
			Assent	Dissent	Total	Assent	Dissent	Total	Assent	Dissent	Total	Assent	Dissent	Total	Assent	Dissent	Total	Assent	Dissent	Total	Assent	Dissent	Total	Assent	Dissent	Total
1	M/s Riken Corporation Through Proxy	170	46,92,057	-	46,92,057	46,92,057	-	46,92,057	46,92,057	-	46,92,057	46,92,057	-	46,92,057	46,92,057	-	46,92,057	46,92,057	-	46,92,057	46,92,057	-	46,92,057	46,92,057	-	46,92,057
2	Kiran Ghai	1201410000021007	1	-	1	1	-	1	1	-	1	1	-	1	1	-	1	1	-	1	1	-	1	1	-	1
3	Ram Juneja	IN301143/10689583	1	-	1	1	-	1	1	-	1	1	-	1	1	-	1	1	-	1	1	-	1	1	-	1
4	Mahesh Jain	363	4	-	4	4	-	4	4	-	4	4	-	4	4	-	4	4	-	4	4	-	4	4	-	4
5	Sneh Mohnot	IN300708/10012329	80	-	80	80	-	80	80	-	80	80	-	80	80	-	80	80	-	80	80	-	80	80	-	80
6	Sushma Agarwal	IN300118/10088802	1	-	1	1	-	1	1	-	1	1	-	1	1	-	1	1	-	1	1	-	1	1	-	1
7	Ankit Agrawal	IN300118/10088819	1	-	1	1	-	1	1	-	1	1	-	1	1	-	1	1	-	1	1	-	1	1	-	1
8	Gagan Kumar	300206/11044542	1	-	1	1	-	1	1	-	1	1	-	1	1	-	1	1	-	1	1	-	1	1	-	1
9	Deepak Juneja	355	4	-	4	4	-	4	4	-	4	4	-	4	4	-	4	4	-	4	4	-	4	4	-	4
10	Kamla Devi Through Proxy	522	2	-	2	2	-	2	2	-	2	2	-	2	2	-	2	2	-	2	2	-	2	2	-	2
11	Jatin Ahuja	IN301549/53695915	1500	-	1500	1500	-	1500	1500	-	1500	1500	-	1500	1500	-	1500	1500	-	1500	1500	-	1500	1500	-	1500
12	Harjeet Singh	IN300940/10389271	1	-	1	1	-	1	1	-	1	1	-	1	1	-	1	1	-	1	1	-	1	1	-	1
13	Toni Bhatia	492	288	-	288	288	-	288	288	-	288	288	-	288	288	-	288	288	-	288	288	-	288	288	-	288
14	Rakesh Gupta	220	48	-	48	48	-	48	48	-	48	48	-	48	48	-	48	48	-	48	48	-	48	48	-	48
15	Toni Bhatia	IN302365/10914664	1777	-	1777	1777	-	1777	1777	-	1777	1777	-	1777	1777	-	1777	1777	-	1777	1777	-	1777	1777	-	1777
16	Jai Bhagwan Gupta	100300468/10013090	1	-	1	1	-	1	1	-	1	1	-	1	1	-	1	1	-	1	1	-	1	1	-	1
17	Sarveet Singh	1201910102090517	1	-	1	1	-	1	1	-	1	1	-	1	1	-	1	1	-	1	1	-	1	1	-	1
18	A.K Jain	433	401	-	401	401	-	401	401	-	401	401	-	401	401	-	401	401	-	401	401	-	401	401	-	401
19	Manjit Singh	IN300206/10907641	1	-	1	1	-	1	1	-	1	1	-	1	1	-	1	1	-	1	1	-	1	1	-	1
20	Shripal Singh Mohnot	IN300708/10012312	1	-	1	1	-	1	1	-	1	1	-	1	1	-	1	1	-	1	1	-	1	1	-	1
21	Harmohan Singh Sawhney	IN300118/11508900	1	-	1	1	-	1	1	-	1	1	-	1	1	-	1	1	-	1	1	-	1	1	-	1
22	Sanjay Kathpal	IN301565/10000416	1	-	1	1	-	1	1	-	1	1	-	1	1	-	1	1	-	1	1	-	1	1	-	1
23	Virpal Singh	IN300394/13008295	15	-	15	15	-	15	15	-	15	15	-	15	15	-	15	15	-	15	15	-	15	15	-	15
24	Satish Agarwal	IN300589/10070571	50	-	50	50	-	50	50	-	50	50	-	50	50	-	50	50	-	50	50	-	50	50	-	50
25	Ramesh Ajit Vaswani	IN300214/1813243	48	-	48	48	-	48	48	-	48	48	-	48	48	-	48	48	-	48	48	-	48	48	-	48
26	Surender Kumar Arora	IN300118/11485891	1	-	1	1	-	1	1	-	1	1	-	1	1	-	1	1	-	1	1	-	1	1	-	1
27	Rakesh Kumar	120140000010225	1	-	1	1	-	1	1	-	1	1	-	1	1	-	1	1	-	1	1	-	1	1	-	1
28	Sunil Bahadur Mathur	1208160000859360	3	-	3	3	-	3	3	-	3	3	-	3	3	-	3	3	-	3	3	-	3	3	-	3
29	Ankur Chanda	IN302365/10914729	-	1	1	-	1	1	-	1	1	-	1	1	-	1	1	-	1	1	-	1	1	-	1	1
30	Nirmal Kumar	1201410000027689	1	-	1	1	-	1	1	-	1	1	-	1	1	-	1	1	-	1	1	-	1	1	-	1
31	Ramesh Babu Sharma	342	4	-	4	4	-	4	4	-	4	4	-	4	4	-	4	4	-	4	4	-	4	4	-	4
32	Ratnesh Kumar Dubay	IN300118/10941808	115	-	115	115	-	115	115	-	115	115	-	115	115	-	115	115	-	115	115	-	115	115	-	115
33	Himanshu Chadha Through Proxy	3001181/11404807	-	1	1	-	1	1	-	1	1	-	1	1	-	1	1	-	1	1	-	1	1	-	1	1
34	Chefan Chadha	IN300118/10826627	-	1	1	-	1	1	-	1	1	-	1	1	-	1	1	-	1	1	-	1	1	-	1	1
35	Krishan Lal Chadha	1201410000010073	-	1	1	-	1	1	-	1	1	-	1	1	-	1	1	-	1	1	-	1	1	-	1	1
36	Sunita Chadha Through Proxy	IN300206/10895862	-	1	1	-	1	1	-	1	1	-	1	1	-	1	1	-	1	1	-	1	1	-	1	1
<b>Total</b>			<b>46,96,411</b>	<b>5</b>	<b>46,96,416</b>	<b>46,96,411</b>	<b>5</b>	<b>46,96,416</b>	<b>46,96,296</b>	<b>120</b>	<b>46,96,416</b>	<b>46,96,296</b>	<b>120</b>	<b>46,96,416</b>	<b>46,96,296</b>	<b>120</b>	<b>46,96,416</b>	<b>46,96,296</b>	<b>120</b>	<b>46,96,416</b>	<b>46,96,296</b>	<b>120</b>	<b>46,96,416</b>	<b>46,96,296</b>	<b>120</b>	<b>46,96,416</b>
<b>%age of assent/ dissent of votes casted</b>			<b>100</b>	<b>0.0001</b>		<b>100</b>	<b>0.0001</b>		<b>99.997</b>	<b>0.003</b>		<b>99.997</b>	<b>0.003</b>		<b>99.997</b>	<b>0.003</b>		<b>99.997</b>	<b>0.003</b>		<b>99.997</b>	<b>0.003</b>		<b>99.997</b>	<b>0.003</b>	

