

SHRIRAM PISTONS & RINGS LIMITED

Registered Office: 3rd 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
E-mail: compliance.officer@shrirampistons.com
CIN: L29112DL1963PLC004084



NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 read with Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, each as amended]

VOTING STARTS ON	VOTING ENDS ON
Tuesday, April 9, 2024, at 9:00 a.m. (IST)	Wednesday, May 8, 2024, at 5:00 p.m. (IST)

Dear Member(s),

Notice is hereby given pursuant to Section 110 read with Section 108, and other applicable provisions of the Companies Act, 2013, as amended (**"Act"**), read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended (**"the Rules"**), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"SEBI Listing Regulations"**), including any statutory modification(s) or re-enactment(s) thereof for the time being in force, General Circular Nos. 14/2020 dated April 8, 2020, No. 17/2020 dated April 13, 2020, No. 20/2020 dated May 5, 2020, No. 22/2020 dated June 15, 2020, No. 33/2020 dated September 28, 2020, No. 39/2020 dated December 31, 2020, No. 10/2021 dated June 23, 2021, No. 20/2021 dated December 8, 2021, No. 3/2022 dated May 5, 2022, No. 11/2022 dated December 28, 2022, and No. 09/2023 dated September 25, 2023, issued by the Ministry of Corporate Affairs, Government of India, (collectively referred to as **"MCA Circulars"**), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (**"SS-2"**) and any other applicable law, rules, circulars, notifications, and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), to transact the special business as set out hereunder by passing Ordinary/Special Resolutions by way of postal ballot only, by voting through electronic means (**'remote e-voting'**).

The proposed resolution(s) and the Explanatory Statement setting out the material facts and reasons/rationale concerning the said item(s) pursuant to Section 102 and Section 110 of the Act are annexed to this Postal Ballot Notice (**"Notice"**) for your consideration and forms part of this Notice.

In compliance with the MCA Circulars, Shriram Pistons & Rings Limited (**"Company"**) is sending this Notice only in the electronic form to those Members whose e-mail addresses are registered with the Company/Alankit Assignments Limited, Registrar & Transfer Agent (RTA) of the Company (**"Alankit"**) or the Depository Participants and whose name(s)

appear in the Register of Members/List of Beneficial Owners as received from the National Securities Depository Limited (“NSDL”) and the Central Depository Services (India) Limited (“CDSL”) as on Friday, April 5, 2024 (“cut-off date”). Accordingly, a physical copy of the Notice along with the Postal Ballot Form and pre-paid business reply envelope is not being sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would only take place through the remote e-voting system. The detailed procedure for remote e-voting forms part of the ‘Notes’ section to this Notice. This Postal Ballot is accordingly being initiated in compliance with the MCA Circulars.

In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Sections 108, 110, and other applicable provisions of the Act read with the relevant Rules, the MCA Circulars, and SS-2, the Company is providing the remote e-voting facility to all its Members, to enable them to cast their votes electronically. The Company has engaged the services of the National Securities Depository Limited (“NSDL”) for providing the remote e-voting facility to its Members. The instructions for remote e-voting are appended to this Notice. The Notice is also available on the website of the Company at <https://shrirampistons.com/investors-guide-2/>.

The remote e-voting commences on **Tuesday, April 9, 2024, at 9.00 a.m. (IST)** and concludes on **Wednesday, May 8, 2024, at 5.00 p.m. (IST)**. The e-voting module shall be disabled by NSDL for voting thereafter. Members are requested to peruse the proposed resolutions along with their Explanatory Statements and thereafter record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the ‘Notes’ section of this Notice for casting of votes by remote e-voting not later than 5:00 p.m. (IST) on Wednesday, May 8, 2024.

The Resolution(s) proposed to be passed by way of the Postal Ballot and the Statement setting out the material facts and reasons for the proposal are appended below for consideration of the members:

SPECIAL BUSINESS:

ITEM NO. 1

Re-appointment of Ms. Ferida Avnish Chopra (DIN: 08415847) as Non-Executive Independent Director for a second term of 5 (five) consecutive years commencing from 30.3.2024 to 29.3.2029 (both days inclusive).

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

“RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 of the Companies Act, 2013 (“Act”) read with Schedule IV and the Companies (Appointment and Qualifications of Directors) Rules, 2014 (“Rules”) and other applicable provisions of the Act and Regulation 17, 25(2A) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing

Regulations") including any statutory modification(s), amendment(s), or re-enactment(s) thereof for the time being in force, and pursuant to the recommendation of the Nomination & Remuneration Committee and the Board of Directors of the Company, the consent of the members of the Company be and is hereby accorded for the re-appointment of Ms. Ferida Avnish Chopra (DIN: 08415847), and who being eligible for re-appointment as an Independent Director has given her consent along with a declaration that she meets the criteria for independence under Section 149(6) of the Act and the rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing her candidature for the office of Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 5 (five) consecutive years commencing from 30.03.2024 to 29.03.2029 (both days inclusive).

FURTHER RESOLVED THAT the Board of Directors of the Company be and is hereby authorised to settle any question, difficulty, or doubt, that may arise in giving effect to the aforesaid resolution including delegation of all or any of the powers conferred on it to any committee of Board of Directors and/or any other person as it deems fit and to do all such acts and take all such steps as may be considered necessary or expedient to give effect to the aforesaid resolution."

ITEM NO. 2

Re-appointment of Mr. Luv Deepak Shriram (DIN: 00051065) as a Whole-time Director of the Company for a period of 5 (five) years effective from 05.05.2024 till 04.05.2029 (both days inclusive).

To consider and if thought fit, to pass with or without modification(s), the following Resolution(s) as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 ("Rules"), applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 ("SEBI Listing Regulations"), including any statutory modification(s), amendment(s), or re-enactment(s) thereof for the time being in force, and the Articles of Association of the Company and pursuant to the recommendation of the Nomination & Remuneration Committee and the Board of Directors of the Company, consent of the members of the Company be and is hereby accorded for the re-appointment of Mr. Luv Deepak Shriram (DIN: 00051065) as whole-time director of the Company for a period of 5 (five) years effective from 05.05.2024 till 04.05.2029 (both days inclusive) upon the terms and conditions as recommended by the Nomination & Remuneration Committee and approved by the Board of Directors and as set out in the Explanatory Statement annexed to this Postal Ballot Notice.

FURTHER RESOLVED THAT the Board of Directors of the Company be and is hereby authorised to settle any question, difficulty, or doubt, that may arise in giving effect to the aforesaid

resolution including delegation of all or any of the powers conferred on it to any committee of Board of Directors and/or any other person as it deems fit and to do all such acts and take all such steps as may be considered necessary or expedient to give effect to the aforesaid resolution."

By order of the Board of Directors

Shriram Pistons & Rings Limited

Sd/-

Pankaj Gupta

Company Secretary

Membership No. FCS 4647

Place: New Delhi

Date: April 8, 2024

CIN: L29112DL1963PLC004084

Registered Office: 3rd Floor, Himalaya House

23 Kasturba Gandhi Marg, New Delhi 110001, India

Phone: +91 11 2331 5941

Website: www.shrirampistons.com

E-mail: compliance.officer@shrirampistons.com

NOTES:

1. The Explanatory Statement pursuant to the provisions of Section 102 & 110 of the Companies Act, 2013 ("Act") read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, setting out the material facts relating to the proposed resolution(s) and the reasons/rationale thereof, and details in terms of Regulation 36(3) of the SEBI Listing Regulations, is annexed hereto and forms part of this Postal Ballot Notice ("Notice").
2. As per Section 110 and other applicable provisions of the Act read with Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended and guidelines prescribed by the Ministry of Corporate Affairs ("MCA") for holding general meetings/ conducting postal ballot, vide General Circular Nos. 14/2020 dated April 8, 2020, No. 17/2020 dated April 13, 2020, No. 20/2020 dated May 5, 2020, No. 22/2020 dated June 15, 2020, No. 33/2020 dated September 28, 2020, No. 39/2020 dated December 31, 2020, No. 10/2021 dated June 23, 2021, No. 20/2021 dated December 8, 2021, No. 3/2022 dated May 5, 2022, No. 11/2022 dated December 28, 2022, and No. 09/2023 dated September 25, 2023 (hereinafter collectively referred to as "MCA Circulars"), this Notice is being sent only in electronic form (by e-mail) to those Members whose names appear in the Register of Members/List of Beneficial Owners as received by the Company from the Depositories/Alankit Assignments Limited, the Company's Registrar and Transfer Agent ('RTA'), as on **Friday, 5th April 2024 ("cut-off date")** and whose e-mail addresses are registered with the Company/RTA/Depositories/Depository Participants and who will register their e-mail address in accordance with the process outlined in this Notice.
3. Only those Members whose names are appearing in the Register of Members/List of Beneficial Owners as of the Cut-Off Date shall be eligible to cast their votes through postal ballot by remote e-voting. The voting rights of the Members shall be in proportion to their share of the paid-up ordinary equity share capital of the Company as on the Cut-Off Date. A person who is not a Member as of the Cut-Off Date should treat this Notice for information purposes only.

It is however clarified that all Members of the Company as on the Cut-Off Date (including those Members who may not have received this Notice due to non-registration of their e-mail addresses with the Company/RTA/Depositories/Depository Participants) shall be entitled to vote in relation to the aforementioned Resolutions in accordance with the process specified in this Notice.

4. Hence, in accordance with the MCA Circulars, physical copies of the Postal Ballot Notice along with Postal Ballot Forms and pre-paid business reply envelope are not being sent to the shareholders for this Postal Ballot and shareholders are required to communicate their assent or dissent through the remote e-voting system only.
5. The members may note that this Notice will also be available on the Company's website at <https://shrirampistons.com> and the website of the National Stock Exchange

of India Limited ('NSE') at www.nseindia.com respectively and NSDL at <https://www.evoting.nsdl.com>, being the agency providing the remote e-voting facility.

6. The MCA has taken a 'Green Initiative in Corporate Governance' by allowing companies to send documents to their members in electronic mode. To support this green initiative and to receive communication from the Company in electronic mode, members who have not registered their e-mail ID and are holding shares in physical form are requested to contact Alankit Assignments Limited, Registrar & Transfer Agent of the Company ("Alankit") and register their e-mail ID. Members holding equity shares in the de-mat form are requested to contact their respective Depository Participants ('DPs') for the same.
7. Institutional shareholders (i.e. other than Individuals, Hindu Undivided Family, and Non-Resident Indians) are required to send a scanned copy (PDF/JPG Format) of their board resolution/ authority letter/power of attorney, etc., authorizing their representatives to participate through remote e-voting. The said resolution/authority letter/power of attorney, etc. shall be sent to the Scrutinizer(s) by e-mail through their registered e-mail ID at pcs@vkcindia.com.
8. In compliance with the provisions of Sections 108 and 110 of the Act read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, and Regulation 44 of the SEBI Listing Regulations, the Company is pleased to provide remote e-voting facility to its Members, to enable them to cast their votes electronically. The Company has appointed National Securities Depository Limited (NSDL) to facilitate e-voting to enable the members to cast their votes electronically (hereinafter referred to as "remote e-voting"). The detailed procedure with respect to remote e-voting is mentioned in note no. 23 of this Notice.
9. Pursuant to the provisions of Section 110, the MCA Circulars and other applicable provisions, if any, of the Act read with the Companies (Management and Administration) Rules, 2014, assent or dissent of the Members in respect of the resolutions contained in this Notice dated April 8, 2024, is being taken through remote e-voting only. Please note that pursuant to the MCA Circulars, voting by members can only be done through remote e-voting.
10. The voting period commences on **Tuesday, April 9 2024 at 9.00 a.m. (IST)** and concludes on **Wednesday, May 8, 2024, at 5.00 p.m. (IST)**. The e-voting module shall be disabled by NSDL for voting thereafter. During this period, members of the Company holding equity shares either in physical form or in dematerialized form, as on the cut-off date i.e., Friday, April 5, 2024, may cast their vote electronically.
11. The Board of Directors of the Company has appointed CS Vineet K Chaudhary (M.No. FCS 5327 and CP No. 4548), Managing Partner of M/s VKC & Associates, Company Secretaries, and in his absence, CS Mohit K. Dixit (M.No. FCS 12361 and CP No. 17827), Partner of M/s VKC & Associates, Company Secretaries, as the Scrutinizer for conducting

the Postal Ballot process in a fair and transparent manner. The Scrutinizer has communicated his willingness to be appointed for the said purpose.

12. The Scrutinizer will, after the conclusion of remote e-voting, scrutinise the votes cast through remote e-voting, submit his report to the Chairman or any other person authorised by him, who shall countersign the same and declare results of the Postal Ballot/e-voting within two working days from the conclusion of the postal ballot e-voting. The Scrutinizer's decision on the validity of the e-voting will be final.
13. The results declared along with the Scrutinizer's Report shall be placed on the Company's website at <https://shrirampistons.com> and the NSDL's website at www.evoting.nsdl.com immediately after the declaration of results and the same shall be communicated to the Stock Exchange i.e. National Stock Exchange of India Limited (NSE).
14. The Resolution(s) as mentioned in the notice, if passed by the requisite majority through Postal Ballot by remote e-voting, shall be deemed to have been passed on the last date specified for e-voting i.e. **Wednesday, May 8, 2024, at 5.00 p.m. (IST)**. The postal ballot voting results shall also be displayed on the notice board of the Company at its Registered Office on the 3rd Floor, Himalaya House, 23, Kasturba Gandhi Marg, New Delhi- 110001.
15. The vote in this Postal Ballot cannot be exercised through proxy.
16. The relevant details of persons seeking appointment/re-appointment relating to Item Nos. 1 & 2 of this Notice as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard - 2 issued by the Institute of Company Secretaries of India, are annexed hereto and forms part of this Notice.
17. The Securities and Exchange Board of India has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN details to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/RTA.
18. SEBI vide its circular dated January 25, 2022, has mandated that the listed companies shall henceforth issue the securities in dematerialised form only, while processing service requests such as the issue of duplicate share certificates, transmission, transposition, etc. Accordingly, members who still hold shares in physical form are advised to dematerialise their holdings.
19. Pursuant to the SEBI circular dated March 16, 2023, read with SEBI Circular dated September 26, 2023, and November 17, 2023, members holding shares in physical form are advised to update their PAN, KYC details and nomination, etc. in prescribed forms.

The forms can be downloaded from the website of the Company at www.shrirampistons.com. Further, with respect to shares held in electronic/demat form, the members may please contact their respective Depository Participant(s) for PAN/KYC update and also comply with the SEBI Circular dated September 26, 2023, to the extent applicable.

20. SEBI vide its circular dated May 30, 2022, has prescribed Standard Operating Procedures for dispute resolution under the Stock Exchange arbitration mechanism for a dispute between a Listed Company and/or RTA and its Shareholders(s)/investor(s). The said circular is available on the website of the Company at www.shrirampistons.com.
21. SEBI Vide its Circular no. SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/145 dated July 31, 2023 (Updated as of August 4, 2023) had issued "Master Circular for Online Resolution of Disputes in the Indian Securities Market". The said circular is available on the website of the Company at www.shrirampistons.com.
22. Members holding shares in electronic mode, who have not registered their e-mail addresses are requested to register their e-mail addresses with their respective Depository Participant (DP) by following the due procedure

The process for updation of e-mail ID is as under: -

A. For Shareholders holding shares in demat form:

1. Please contact your Depository Participant with whom you are maintaining a demat account and follow the process as advised by them, **or**
2. You may provide the following documents by sending an e-mail to the Company at compliance.officer@shrirampistons.com :
 - i) Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID)
 - ii) Name of the Shareholder
 - iii) Self-attested scanned copy of Client Master or copy of Consolidated Account Statement
 - iv) Self-attested scanned copy of PAN Card
 - v) Self-attested scanned copy of Aadhaar Card

B. Shareholders holding shares in physical form may provide the following documents by sending an e-mail to the Company at compliance.officer@shrirampistons.com :

- i) Folio Number
- ii) Name of the Shareholder
- iii) Scanned copy of the share certificate (front and back)
- iv) Self-attested scanned copy of PAN Card
- v) Self-attested scanned copy of Aadhaar Card

The Company shall co-ordinate with NSDL and provide the login credentials to the above-mentioned Shareholders.

23. INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

The way to vote electronically on the NSDL e-voting system consists of “Two Steps” which are mentioned below:





Step 1: Access to the NSDL e-voting system

A) Login method for e-voting for Individual shareholders holding securities in demat mode

In terms of the SEBI Circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, on the e-voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and e-mail ID in their demat accounts to access the e-voting facility.

The login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"><li data-bbox="603 1014 1452 1585">1. Existing IDeAS users can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under the ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-voting services under value-added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see the e-Voting page. Click on the company name or e-voting service provider i.e. NSDL and you will be redirected to the e-voting website of NSDL for casting your vote during the remote e-voting period.<li data-bbox="603 1608 1452 1798">2. If you are not registered for IDeAS e-Services, the option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp<li data-bbox="603 1821 1452 2049">3. Visit the e-voting website of NSDL. Open the web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of the e-voting system is launched, click on the icon “Login” which is available under the ‘Shareholder/Member’

	<p>section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number held with NSDL), Password/OTP, and a Verification Code as shown on the screen. After successful authentication, you will be redirected to the NSDL Depository site wherein you can see the e-Voting page. Click on the company name or e-voting service provider i.e. NSDL and you will be redirected to the e-voting website of NSDL for casting your vote during the remote e-voting period.</p> <p>4. Shareholders/Members can also download the NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for a seamless voting experience.</p> <div style="text-align: center;"> <p>NSDL Mobile App is available on</p> <p>  App Store  Google Play </p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div> </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Users who have opted for the CDSL Easi / Easiest facility, can login through their existing user ID and password. The option will be made available to reach the e-voting page without any further authentication. The users to login to Easi/Easiest are requested to visit the CDSL website www.cdslindia.com and click on the login icon & New System Myeasi Tab and then use your existing my easi username & password. 2. After successful login, the Easi/Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by the company. On clicking the e-voting option, the user will be able to see the e-voting page of the e-voting service provider for casting your vote during the remote e-voting period. Additionally, there are links provided to access the system of all e-voting Service Providers, so that the user can visit the e-voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, the option to register is available at the CDSL website www.cdslindia.com and click on the login & New System Myeasi Tab and then click on the registration option.

	4. Alternatively, the user can directly access the e-voting page by providing a Demat Account Number and PAN No. from an e-voting link available on the www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & e-mail as recorded in the Demat Account. After successful authentication, the user will be able to see the e-voting option where the e-voting is in progress and also able to directly access the system of all e-voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants (DPs)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for the e-voting facility. Upon logging in, you will be able to see the e-voting option. Click on the e-voting option, you will be redirected to the NSDL/CDSL Depository site after successful authentication, wherein you can see the e-voting feature. Click on the company name or e-voting service provider i.e. NSDL and you will be redirected to the e-voting website of NSDL for casting your vote during the remote e-voting period.

Important note: Members who are unable to retrieve their User ID/ Password are advised to use the Forget User ID and Forget Password option available at the abovementioned website.

[Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.](#)

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact the NSDL helpdesk by sending a request to evoting@nsdl.com or call at 022 - 4886 7000.
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact the CDSL helpdesk by sending a request to helpdesk.evoting@cdslindia.com or contacting at toll-free no. 1800 22 55 33

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to the NSDL e-voting website?

1. Visit the e-voting website of NSDL. Open the web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of the e-voting system is launched, click on the icon "Login"

which is available under the 'Shareholder/Member' section.

3. A new screen will open. You will have to enter your User ID, your Password/OTP, and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log in to NSDL eservices after using your log-in credentials, click on e-voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in a demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in a demat account with CDSL.	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example, if the folio number is 001*** and EVEN is 128264 then the user ID is 128264001***.

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-voting, then you can use your existing password to log in and cast your vote.
- b) If you are using the NSDL e-voting system for the first time, you will need to retrieve the 'initial password' that was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your e-mail ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your e-mail ID. Trace the e-mail sent to you from NSDL from your mailbox. Open the e-mail and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for the NSDL account, the last 8 digits of the client ID for the CDSL

account, or the folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

- (ii) If your e-mail ID is not registered, please follow the detailed procedure with respect to registration of e-mail addresses as mentioned in Notes to this Notice.

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on the "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) Physical User Reset Password?" (If you are holding shares in physical mode) the option is available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by the aforesaid two options, you can send a request to evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name, and your registered address, etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting the check box.
8. Now, you will have to click on the "Login" button.
9. After you click on the "Login" button, the Home page of e-Voting will open.

Step 2: Cast your vote electronically on the NSDL e-voting system

How to cast your vote electronically on the NSDL e-voting system?

1. After a successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and having voting cycle.
2. Select "**EVEN**" of the company which is **128264** for which you wish to cast your vote during the remote e-voting period.
3. Now you are ready for e-voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote, and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for Shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copies (PDF/JPG Format) of the relevant Board Resolution/ Authority letter, etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to pcs@vkcindia.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter, etc. by clicking on the **"Upload Board Resolution / Authority Letter"** displayed under the **"e-Voting"** tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager, National Securities Depository Limited at the designated e-mail ID evoting@nsdl.com to get your grievances on e-voting addressed.

EXPLANATORY STATEMENT

[Pursuant to Section 102 and any other applicable provisions of the Companies Act, 2013, the Rules made thereunder, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“SEBI Listing Regulations”) as amended from time to time, Secretarial Standards on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India and in accordance with the guidelines prescribed/issued by the Ministry of Corporate Affairs (the “MCA”)]

Item No. 1 - Re-appointment of Ms. Ferida Avnish Chopra (DIN: 08415847) as Non-Executive Independent Director for a second term of 5 (five) consecutive years commencing from 30.3.2024 to 29.3.2029 (both days inclusive).

Ms. Ferida Avnish Chopra currently holds the office of Non-Executive Independent Director of the Company. The Members approved her appointment at the 55th Annual General Meeting of the Company held on July 9, 2019, to hold office for a period commencing w.e.f. 30.03.2019 upto 29.03.2024. As per the provisions of Section 149 of the Act, an independent director shall hold office for a term of up to 5 (five) consecutive years on the Board of a company and shall be eligible for re-appointment for a second term of up to 5 (five) consecutive years subject to the approval by the members of the Company by way of passing of a special resolution by the Company.

The Nomination and Remuneration Committee (NRC) after taking into consideration the skills, expertise, knowledge, acumen, experience, and substantial contribution made by Ferida Avnish Chopra during her first tenure and based on the performance evaluation, believed that Ferida Avnish Chopra's continued association as Independent Director of the Company would be beneficial to the Company.

Given the above, the Board of Directors of the Company at its meeting held on March 28, 2024, based on the recommendation of NRC and subject to the shareholder's approval, re-appointed Ms. Ferida Avnish Chopra (DIN: 08415847), as a Non-Executive Independent Director of the Company, for a second term of 5 (five) consecutive years commencing from 30.3.2024 to 29.3.2029 (both days inclusive), not liable to retire by rotation.

The Company has received all statutory disclosures/declarations, including;

- i. Consent in writing to act as director in Form DIR-2, pursuant to Rule 8 of the Appointment Rules;
- ii. Intimation in Form DIR-8 in terms of the Appointment Rules to the effect that she is not disqualified under sub-section (2) of Section 164 of the Act;
- iii. Declaration to the effect that she meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act;
- iv. Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, and NSE Circular No. NSE/ CML/2018/24 dated June 20, 2018, that she has not been debarred from holding the office of a Director by virtue of any Order passed by the Securities and Exchange Board of India or any other such authority,

- v. Confirmation that she is not aware of any circumstance or situation that exists or may be reasonably anticipated that could impair or impact her ability to discharge duties as an Independent Director of the Company, and
- vi. A notice in writing by a member proposing her candidature under Section 160(1) of the Act.
- vii. Confirmation that she had not been a partner of a firm that had transactions during the last three financial years with Shriram Pistons & Rings Limited or its subsidiaries amounting to 10 (ten) percent or more of its gross turnover.

In the opinion of the Board and based on its evaluation, Ms. Ferida Avnish Chopra fulfills the conditions specified in the Act, and Rules made thereunder and SEBI Listing Regulations for her re-appointment as Non-Executive Independent Director of the Company and she is independent of the Management of the Company.

A brief resume of Ms. Ferida Avnish Chopra and details as required under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings (SS-2) of ICSI are annexed as Annexure -1.

A copy of the draft letter of appointment of Ms. Ferida Avnish Chopra, setting out terms and conditions of appointment is available for inspection by the Members of the Company at the Registered Office of the Company between 10.00 a.m. to 12.00 noon, on all working days (except Saturdays, Sundays and Public Holidays), up to the date of the ending of remote e-voting period and shall also be made available for inspection at the Corporate Office of the Company situated at 3rd Floor, Himalaya House, 23, Kasturba Gandhi Marg, New Delhi -110 001, India.

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

Except for Ms. Ferida Avnish Chopra and her relatives to the extent of their shareholding interest, if any, in the Company, none of the other Directors/Key Managerial Personnel of the Company/ their relatives are in any way, concerned or interested, financially or otherwise in the resolution set out at Item No. 1 of the Notice.

Item No. 2 – Re-appointment of Mr. Luv Deepak Shriram (DIN: 00051065) as a Whole-time Director for a period of 5 (five) years effective from 05.05.2024 till 04.05.2029 (both days inclusive)

Mr. Luv Deepak Shriram (DIN: 00051065) has been associated with the Company as Director since 01.04.2009 and was appointed as whole-time director of the Company for 5 years w.e.f. 5.5.2014 and was further re-appointed as whole-time director for a further period of 5 years effective from 05.05.2019 till 04.05.2024. He belongs to the promoter category of the Company.

Based on the recommendation of the Nomination and Remuneration Committee and subject to the approval of shareholders of the Company, the Board of Directors of the Company, in its meeting held on 28.03.2024, have re-appointed Mr. Luv Deepak Shriram as Whole-time Director of the Company for a further period of 5 years effective from 05.05.2024 till 04.05.2029, on the following terms and conditions:-

I	Period of appointment	Effective from 05.05.2024 till 04.05.2029
II	<u>Remuneration</u>	
A.1	Salary	Rs. 4,50,000/- per month in the Pay Scale of Rs. 4,50,000/- to Rs. 7,50,000/- p.m. Revision in salary within the pay scale be decided by the Nomination and Remuneration Committee.
2	Special Pay	Rs. 1,46,000/- per month
3	Commission	0.85% of the annual profits of the Company before depreciation, donation, and taxes. Company shall pay Special Allowance of Rs. 10,62,500/- (Rs. Ten Lac Sixty Two Thousand Five Hundred only) per month, and the payment shall be set off as prior charge from profit commission on the profits of the Company payable at the end of the year, after approval of Accounts. In case the eligible profit commission is lower that the Special Allowance paid on monthly basis, then the Special Allowance so paid during the year shall be treated as the profit commission for the year.
4	Housing Accommodation/ House Rent Allowance	60% of Salary In case no accommodation is provided by the company, a house rent allowance of 60% of the salary would be payable.
5	Gas, Electricity & Water	Up to Rs. 12,500/- per month.
6	House Furnishings	Up to Rs. 6 Lacs.
7	Medical Reimbursement	Up to Rs. 1,80,000/- p.a. for self and family and Mediclaim Insurance for self & family. In addition, premiums towards Mediclaim insurance for self and family will be provided by the company.
8	Leave Travel Concession	Once a year for self and family incurred in accordance with the rules of the Company.
9	Club Membership Fees	Maximum of 2 clubs (excluding Admission and Life membership fees)

10	Personal Accident Insurance	Cover of Rs. 10 Lacs and payment of premium for the same not exceeding Rs. 4,000/- p.a.
B.1	Employer's Contribution to PF	Rs. 125/- per month
2	Leave	Earned/ privilege leave on full pay and allowances as per Company's Rules, but not more than 1 month's leave for every 11 months of service. Leave Encashment at the end of the tenure will not be treated as a perquisite.
C.1	Company Car with Driver	For official use; private usage will be billed by the Company.
2	Telephone	One telephone at the residence. A mobile phone for official use.
III	Commission will be restricted to an amount which together with salary and all perquisites listed above shall not exceed 5% of net profits computed under Section 198 of the Companies Act, 2013. It will further be restricted to 10% of net profits for all Whole time Directors of the Company put together.	
IV	He will be entitled to the salary, special pay, and perquisites excluding commission as minimum remuneration even in the absence or inadequacy of profits, as per the provisions of the Companies Act, 2013.	

Other terms:

1. He will devote whole time and attention to the affairs of the Company and perform such duties and services and exercise such powers as shall, from time to time, be entrusted to him by the Board.
2. He will undertake travel for the Company's official work, in India/abroad as per Company's Rules, as applicable from time to time. The Company may require his wife to also accompany him wherever it is necessary for the furtherance of the Company's business interest. In such case, his wife will travel as per the Company's Rules as applicable from time to time. This would not be treated as an item of remuneration.
3. No sitting fees shall be payable for attending meetings of the Board of Directors or any Committee thereof.
4. The Company shall reimburse all entertainment expenses actually and properly incurred for the business of the Company, subject to a ceiling on such expenses as may be fixed by the Board from time to time. This would not be treated as an item of remuneration for the purpose of the Income Tax/ Companies Act, 2013.
5. He will not, so long as he functions as such, become interested or otherwise concerned directly or through his wife and/or minor children in any selling agency of the Company in the future without prior approval as per the Companies Act, 2013.
6. This appointment may, notwithstanding the period of 5 (five) years mentioned above, be terminated by either party giving the other six months' notice in writing.

7. In the event of termination of the appointment, he will be entitled to receive compensation in accordance with the provisions of the Companies Act, 2013.

The Company has received all statutory disclosures/declarations, including;

- i. Consent in writing to act as director in Form DIR-2, pursuant to Rule 8 of the Appointment Rules,
- ii. Intimation in Form DIR-8 in terms of the Appointment Rules to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act,
- iii. Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, and NSE Circular No. NSE/ CML/2018/24 dated June 20, 2018, that he has not been debarred from holding the office of a Director by virtue of any Order passed by the Securities and Exchange Board of India or any other such authority.

A brief resume of Mr. Luv Deepak Shriram and details as required under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings (SS-2) of ICSI are annexed as Annexure -1.

A copy of the draft letter of appointment of Mr. Luv Deepak Shriram, setting out terms and conditions of his re-appointment is available for inspection by the Members of the Company at the Registered Office of the Company between 10.00 a.m. to 12.00 noon, on all working days (except Saturdays, Sundays and Public Holidays), up to the date of the ending of remote e-voting period and shall also be made available for inspection at the Corporate Office of the Company situated at 3rd Floor, Himalaya House, 23, Kasturba Gandhi Marg, New Delhi -110 001, India.

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

Except Mr. Luv Deepak Shriram and Ms. Meenakshi Dass (sister) and his relatives to the extent of their shareholding interest, if any, in the Company, none of the other Directors / Key Managerial Personnel of the Company/ their relatives, are in any way, concerned or interested, financially or otherwise in the resolution set out at Item No. 2 of the Notice.

By the Order of the Board of Directors

Shriram Pistons & Rings Limited

Sd/-

Pankaj Gupta

Company Secretary

Membership No. FCS 4647

Place: New Delhi

Date: April 8, 2024

CIN: L29112DL1963PLC004084

Registered office: 3rd Floor, Himalaya House
23 Kasturba Gandhi Marg, New Delhi 110001, India

Phone: +91 11 2331 5941

Website: www.shrirampistons.com

E-mail: compliance.officer@shrirampistons.com

Details of Director seeking Re-appointment and Appointment in pursuance of Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and Secretarial Standard on General Meetings (SS-2)

Name of Director	Ms. Ferida Avnish Chopra	Mr. Luv Deepak Shriram
Director Identification Number (DIN)	08415847	00051065
Date of Birth / Age	30-04-1956 / 68 Years	02-08-1972 / 51 Years
Date of appointment in the Board of the Company	March 30, 2019	April 1, 2009
Number of Board Meetings attended during last year	6	6
Brief Resume (Qualification/Experience)	She is a Law graduate from the University of Delhi with a Bachelor's degree in Arts from Delhi University; she practices as an Independent Legal Counsel in the Supreme Court of India, the High Court of Delhi, the Competition Commission of India, and various other Tribunals.	He has obtained a bachelor's degree in commerce from Shriram College of Commerce, University of Delhi. He is an Industrialist with extensive expertise in management and finance. He belongs to the promoter category.
Nature of expertise in specific functional areas	Knowledge of law, management, sales, marketing, finance, administration, research, and corporate governance.	Technical knowledge of the Industry in which the Company operates and has knowledge of finance, law, management, sales, marketing, administration, research, & corporate governance and associated with the company since 2009.
Details of remuneration sought	Sitting fee and Commission based on Profits	Refer to Resolution No. 2 read with the Explanatory Statement.
Remuneration last drawn	Sitting fees: Rs. 2 Mn. Commission: Rs. 3 Mn.	Rs. 52.25 Mn.
Name of listed entities from which the person has resigned in the past three years	-	-
Directorships held in other companies	1. Takahata Precision India Private Limited 2. EMF Innovations Private Limited	1. SPR Engenious Limited 2. Manisha Commercial Private Limited

Name of Director	Ms. Ferida Avnish Chopra	Mr. Luv Deepak Shriram
		3. Shabnam Commercial Private Limited 4. Sarva Commercial Private Limited 5. Sera Com Private Limited 6. Kiki Farms Private Limited 7. Itara Prints Private Limited 8. Shriram Veritech Solutions Private Limited 9. Shriram Marketing Private Limited
Chairman/ Member of the Committee(s) of the Board of Directors of the Company	<ul style="list-style-type: none"> - Audit Committee – Member - Nomination & Remuneration Committee – Chairman - Stakeholders' Relationship Committee – Chairman 	<ul style="list-style-type: none"> - Corporate Social Responsibility Committee – Member - Risk Management Committee - Member
Chairman/ Member of the Committee(s) of the Board of Directors of other Companies in which he/ she is a Director	1. EMF Innovations Private Limited: <ul style="list-style-type: none"> - Audit Committee – Member - Nomination & Remuneration Committee – Chairperson 2. Takahata Precision India Private Limited: <ul style="list-style-type: none"> - Audit Committee – Member - Nomination & Remuneration Committee – Chairperson 	Shriram Veritech Solution Private Limited: <ul style="list-style-type: none"> - CSR Committee - Chairman

Name of Director	Ms. Ferida Avnish Chopra	Mr. Luv Deepak Shriram
No. of Shares held by the Director of the Company	-	<p>66,67,862 Equity Shares [shares held in the capacity of Trustee (First named shareholder) of Deepak Shriram Family Benefit Trust]</p> <p>66,67,862 Equity Shares [shares held in the capacity of Trustee (Second named shareholder) of Deepak Shriram Family Benefit Trust]</p> <p>4 Equity Shares [shares held in the capacity of Trustee (First named shareholder) of Nak Benefit Trust]</p> <p>10,900 Equity Shares of shares held under his name</p>
Disclosure of Relationship between Directors / KMPs inter-se	Not related to any director/KMPs	Sh. Luv Deepak Shriram and Ms. Meenakshi Dass are related to each other and belong to the promoter category.
Skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Knowledge of law, management, sales, marketing, finance, administration, research, and corporate governance.	Technical knowledge of the Industry in which the Company operates and has knowledge of finance, management, sales, marketing, administration, research, and corporate governance.

By Order of the Board of Directors
For **Shriram Pistons & Rings Limited**

Sd/-

Pankaj Gupta
Membership No: 4647
Company Secretary

Date: April 8,, 2024
Place : New Delhi