

## SHRIRAM PISTONS: NEW DELHI

### MINUTES OF POSTAL BALLOT PROCEEDINGS HELD THROUGH REMOTE E-VOTING CONCLUDED ON MAY 8, 2024

1. The Board of Directors vide their resolution dated 28.3.2024, approved the postal ballot notice entailing the following resolutions to be considered and approved by the shareholders through remote e-voting: -

S.No.	Particulars
1.	Re-appointment of Ms. Ferida Avnish Chopra (DIN: 08415847) as Non-Executive Independent Director for a second term of five (5) consecutive years commencing from 30.03.2024 to 29.03.2029 (both days inclusive). <b>(Special Resolution)</b>
2.	Re-appointment of Mr. Luv Deepak Shriram (DIN: 00051065) as a Whole-time Director of the Company for a period of five (5) years effective from 05.05.2024 till 04.05.2029 (both days inclusive). <b>(Ordinary Resolution)</b>

2. Accordingly, pursuant to Section 110 read with Section 108, and other applicable provisions of the Companies Act, 2013, 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, and the General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, and subsequent circulars issued in this regard, the latest being 9/2023 dated September 25, 2023, issued by the MCA (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, the Company has issued the postal ballot notice dated April 08, 2024.
3. In accordance with the aforesaid circulars, the postal ballot notice was sent on April 8, 2024, through electronic mode to those members whose e-mail addresses were registered with the Company/ Depositories and whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date April 5, 2024, seeking approval as set out in the postal ballot notice.
4. The Company had engaged the services of NSDL for the purpose of providing e-voting facility and technical services relating to the Postal Ballot to all its members.
5. The Board had 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.

6. The total number of shareholders as of the cut-off date was 36751.
7. Through the newspapers dated April 3, 2024 (pre-dispatch), the Company had requested the members to register their e-mail ids with the RTA or Depositories Participant(s).
8. Pursuant to Rules 20 and 22 of the Companies (Management and Administration Rules) 2014 and other applicable provisions, the Company on Tuesday, April 9, 2024, published the public notice (post-dispatch) by way of an advertisement in the edition of "Financial Express" (in English) and in the edition of "Jansatta" (in Hindi), newspapers.
9. The e-voting commenced on Tuesday, April 9, 2024, at 09:00 a.m. (IST) and ended on Wednesday, May 8, 2024, at 5:00 p.m. (IST).
10. The Scrutinizer unblocked the votes casted under e-voting and downloaded the details at 5:05 PM IST on May 8, 2024 from NSDL portal in the presence of two witnesses.
11. The Scrutinizer then rendered his report.
12. The MD & CEO took the report on record and declared that the resolutions set out in the postal ballot notice dated April 8, 2024 were passed with requisite majority. The details of voting are as below: -

<b>Resolutions</b>	<b>Total shares as on the cut-off date</b>	<b>No. of votes polled</b>	<b>No. of Votes- in favour</b>	<b>% of Votes in favour</b>	<b>No. of Votes- against</b>	<b>% of Votes against</b>
Re-appointment of Ms. Ferida Avnish Chopra (DIN: 08415847) as Independent Director for second term	36751	3,42,52,193	3,42,33,251	99.9447	18,942	0.0553
Re-appointment of Mr. Luv Deepak Shriram (DIN: 00051065) as a Whole- time Director	36751	1,36,58,087	1,36,57,360	99.9947	727	0.0053

Note : - Promoter & Promoter Group members were interested in Resolution No. 2

13. The text of resolutions as set out in the postal ballot notice dated April 8, 2024, that were passed by the shareholders were as follows: -

i) **Resolution 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). (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."

ii) **Resolution 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). (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."

The MD & CEO authorized the Company Secretary to disseminate the results, as required under Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and post the same on the website of the Company.

---

Date : 23.05.2024  
Place: New Delhi

  
(Pradeep Dinodia)  
**Chairman**

---

