

**SUMMARY OF VOTING AT THE 55TH ANNUAL GENERAL MEETING OF  
SHRIRAM PISTONS & RINGS LTD. HELD ON 09.07.2019**

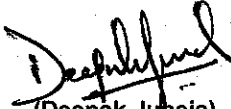
Resolution No.	Total No. of Votes cast	Total No. of Invalid Votes*	No. of Valid Votes	Votes cast in Favour of Resolution		Votes cast against the Resolution		Voting Result
				No. of Votes	% of votes	No. of Votes	% of votes	
1	2,06,57,144		2,06,57,144	2,06,57,014	99.999	130	0.001	Passed
2 <sup>#</sup>	2,06,57,144		2,06,57,144	2,06,57,014	99.999	130	0.001	Passed
3	2,06,57,141		2,06,57,141	2,06,57,014	99.999	127	0.001	Passed
4	2,06,57,144	1,05,94,638	1,00,62,506	1,00,62,376	99.999	130	0.001	Passed
5	2,06,57,144		2,06,57,144	2,06,57,014	99.999	130	0.001	Passed
6	2,06,57,144		2,06,57,144	2,06,57,014	99.999	130	0.001	Passed
7	2,06,57,144		2,06,57,144	2,06,57,014	99.999	130	0.001	Passed
8	2,06,57,144		2,06,57,144	2,06,57,014	99.999	130	0.001	Passed
9	2,06,57,144		2,06,57,144	2,06,57,014	99.999	130	0.001	Passed
10	2,06,57,144		2,06,57,144	2,06,57,014	99.999	130	0.001	Passed
11	2,06,57,144	48	2,06,57,096	2,06,56,966	99.999	130	0.001	Passed
12	2,06,57,144	1,05,94,638	1,00,62,506	1,00,62,376	99.999	130	0.001	Passed
13	2,06,53,908		2,06,53,908	2,06,53,778	99.999	130	0.001	Passed
14	2,06,57,144		2,06,57,144	2,06,57,014	99.999	130	0.001	Passed

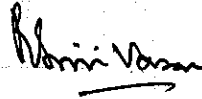
**Notes:**

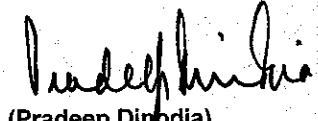
1. \*Votes cast by the Related Parties.

2. <sup>#</sup> In addition to above, 6 Nos. Preference Shareholders holding 23,08,608 (80% of total Preference Share Capital of the Company) had voted (through poll) in favour of this resolution and none of the Preference Shareholder had voted against the resolution. Further, there was no invalid vote(s).

11th July, 2019  
New Delhi

  
(Deepak Juneja)  
Scrutinizer

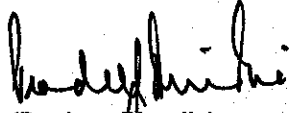
  
(R. Srinivasan)  
Company Secretary

  
(Pradeep Dinodia)  
Chairman

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, 2019  
New Delhi



  
(Pradeep Dinodia)  
Chairman

**DEEPAK JUNEJA**  
Company Secretaries

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

July 11, 2019

**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 55<sup>th</sup> Annual  
General Meeting (AGM) of Shriram Pistons & Rings Ltd (The Company)  
held on 09<sup>th</sup> July, 2019**

Dear Sir,

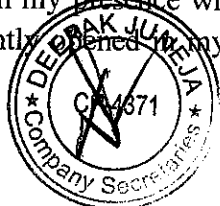
The Board of Directors of M/s Shriram Pistons and Rings Limited, at its meeting held on 10<sup>th</sup> May, 2019, has appointed me as the Scrutinizer for the Remote E-Voting process and poll held at the venue of AGM pursuant to section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (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 55<sup>th</sup> AGM of the Company held on 09<sup>th</sup> July, 2019, 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, 2019, Remote E-voting facility was duly unblocked by me in the presence of Ms. Shraddha Basnet and Mr. Joginder Singh 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, 2019) and voting through poll held at the venue of the AGM (Please refer to my report MGT-13 dated 11<sup>th</sup> July, 2019)

**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, 2019 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	10	8,91,644	100
Poll	54	1,97,65,370	99.999
<b>Total</b>	<b>64</b>	<b>2,06,57,014</b>	<b>99.999</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	130	0.001
<b>Total</b>	<b>6</b>	<b>130</b>	<b>0.001</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 Preference 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	10	8,91,644	100
Poll	54	1,97,65,370	99.999
<b>Total</b>	<b>64</b>	<b>2,06,57,014</b>	<b>99.999</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	130	0.001
<b>Total</b>	<b>6</b>	<b>130</b>	<b>0.001</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>

**Note: In addition to above, 6 Nos. Preference Shareholders holding 23,08,608 (80% of total Preference Share Capital of the Company) had voted (through poll) in favour of this resolution and none of the Shareholder had voted against the resolution. Further, there was no invalid vote(s).**

## III. Resolution No. 3:-

### 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	10	8,91,644	100
Poll	54	1,97,65,370	99.999
<b>Total</b>	<b>64</b>	<b>2,06,57,014</b>	<b>99.999</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	3	127	0.001
<b>Total</b>	<b>3</b>	<b>127</b>	<b>0.001</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 Smt. Meenakshi Dass (DIN 00524865), who retires by rotation and being eligible, offers herself 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	10	8,91,644	100
Poll	45	91,70,732	99.999
<b>Total</b>	<b>55</b>	<b>1,00,62,376</b>	<b>99.999</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	130	0.001
<b>Total</b>	<b>6</b>	<b>130</b>	<b>0.001</b>



(iii) Invalid Votes:

	Total Number of members whose votes were declared invalid	Total number of votes casted (Shares)
E-Voting	NIL	NIL
Poll	9	1,05,94,638
<b>Total</b>	<b>9</b>	<b>1,05,94,638</b>
<b>*Votes cast by the Related Parties.</b>		

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

**To appoint a Director in place of Shri Pradeep Dinodia (DIN 00027995), who retires by rotation and being eligible, offers himself for re-appointment – as an ordinary resolution**

(i) Voted in favour of the resolution:

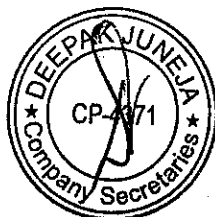
	Numbers of members voted	Numbers of Votes casted (Shares)	% of the total number of valid votes casted
E-Voting	10	8,91,644	100
Poll	54	1,97,65,370	99.999
<b>Total</b>	<b>64</b>	<b>2,06,57,014</b>	<b>99.999</b>

(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	130	0.001
<b>Total</b>	<b>6</b>	<b>130</b>	<b>0.001</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, 2020 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	10	8,91,644	100
Poll	54	1,97,65,370	99.999
<b>Total</b>	<b>64</b>	<b>2,06,57,014</b>	<b>99.999</b>

(ii) Voted against the resolution:

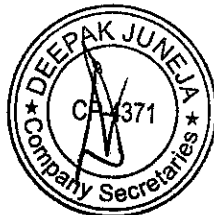
	Numbers of members voted	Numbers of Votes casted (Shares)	% of the total number of valid votes casted
E-Voting	NIL	NIL	NIL
Poll	6	130	0.001
<b>Total</b>	<b>6</b>	<b>130</b>	<b>0.001</b>

(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 Sections 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 Alok Ranjan (DIN 08254398), 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 & Regulation 16 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, and who is eligible for appointment, be and is hereby appointed as a Non-Executive Independent Director of the Company w.e.f. 30.03.2019 upto 29.03.2024 and whose office shall not be liable to retire by rotation”. – 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	10	8,91,644	100
Poll	54	1,97,65,370	99.999
<b>Total</b>	<b>64</b>	<b>2,06,57,014</b>	<b>99.999</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	130	0.001
<b>Total</b>	<b>6</b>	<b>130</b>	<b>0.001</b>

(iii) Invalid Votes:

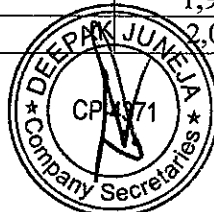
	Total Number of members whose votes were declared invalid	Total number of votes casted (Shares)
E-Voting	NIL	NIL
Poll	NIL	NIL
<b>Total</b>	<b>NIL</b>	<b>NIL</b>

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

**“RESOLVED THAT, pursuant to the provisions of Sections 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, Smt. Ferida Avnish Chopra (DIN 08415847), a Non-Executive Independent Director of the Company, who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act & Regulation 16 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and who is eligible for appointment, be and is hereby appointed as a Non-Executive Independent Director of the Company w.e.f. 30.03.2019 upto 29.03.2024 and whose office shall not be liable to retire by rotation”– 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	10	8,91,644	100
Poll	54	1,97,65,370	99.999
<b>Total</b>	<b>64</b>	<b>2,06,57,014</b>	<b>99.999</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	130	0.001
<b>Total</b>	<b>6</b>	<b>130</b>	<b>0.001</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>

**IX. Resolution No. 9:-**

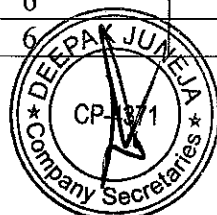
**“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations (“Listing Regulations”), 2015, as amended from time to time, Shri Inderdeep Singh (DIN 00173538), a Non-Executive Independent Director of the Company who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 of Listing Regulations, and who is eligible for re-appointment, be and is hereby re-appointed as a Non-Executive Independent Director of the Company to hold office for the second term of five consecutive years w.e.f. 29.07.2019 upto 28.07.2024 and whose office shall not be liable to retire by rotation”– as a special 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	10	8,91,644	100
Poll	54	1,97,65,370	99.999
<b>Total</b>	<b>64</b>	<b>2,06,57,014</b>	<b>99.999</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	130	0.001
<b>Total</b>	<b>6</b>	<b>130</b>	<b>0.001</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>

**X. Resolution No. 10:-**

**“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations (“Listing Regulations”), 2015, 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 of independence as provided in Section 149(6) of the Act and Regulation 16 of Listing Regulations, and who is eligible for re-appointment, be and is hereby re-appointed as a Non-Executive Independent Director of the Company to hold office for the second term of five consecutive years w.e.f. 29.07.2019 upto 28.07.2024 and whose office shall not be liable to retire by rotation”– as a special 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	10	8,91,644	100
Poll	54	1,97,65,370	99.999
<b>Total</b>	<b>64</b>	<b>2,06,57,014</b>	<b>99.999</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	130	0.001
<b>Total</b>	<b>6</b>	<b>130</b>	<b>0.001</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>

**XI. Resolution No. 11:-**

**“RESOLVED THAT, pursuant to the provisions of Sections 203, 197, 198 and other applicable provisions of the Companies Act, 2013, and Rules framed thereunder, the re-appointment of Shri A.K. Taneja (DIN 00124814) as Managing Director & CEO of the Company for a period of 3 years w.e.f. 01.04.2019 on the terms and remuneration, as set out in the Explanatory Statement attached to this Notice be and is hereby approved”- as a special 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	9	8,91,596	100
Poll	54	1,97,65,370	99.999
<b>Total</b>	<b>63</b>	<b>2,06,56,996</b>	<b>99.999</b>

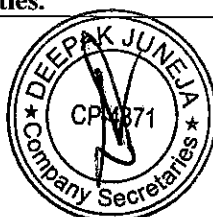
(ii) Voted against the resolution:

	Numbers of members voted	Numbers of Votes casted (Shares)	% of the total number of valid votes casted
E-Voting	NIL	NIL	NIL
Poll	6	130	0.001
<b>Total</b>	<b>6</b>	<b>130</b>	<b>0.001</b>

(iii) Invalid Votes\*:

	Total Number of members whose votes were declared invalid	Total number of votes casted (Shares)
E-Voting	1	48
Poll	NIL	NIL
<b>Total</b>	<b>1</b>	<b>48</b>

**\*Votes cast by the Related Parties.**



**XII. Resolution No. 12:-**

**“RESOLVED THAT, pursuant to the provisions of Sections 196, 197, 198 and other applicable provisions of the Companies Act, 2013, and Rules framed thereunder, the re-appointment of Shri Luv D. Shriram (DIN 00051065) as Wholetime Director of the Company for a period of 5 years w.e.f. 05.05.2019 on the terms and remuneration, as set out in the Explanatory Statement attached to this Notice be and is hereby approved”– 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	10	8,91,644	100
Poll	45	91,70,732	99.999
<b>Total</b>	<b>55</b>	<b>1,00,62,376</b>	<b>99.999</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	130	0.001
<b>Total</b>	<b>6</b>	<b>130</b>	<b>0.001</b>

(iii) Invalid Votes:

	Total Number of members whose votes were declared invalid	Total number of votes casted (Shares)
E-Voting	NIL	NIL
Poll	9	1,05,94,638
<b>Total</b>	<b>9</b>	<b>1,05,94,638</b>
<b>*Votes cast by the Related Parties.</b>		

**XIII. Resolution No. 13:-**

**“RESOLVED THAT, pursuant to the provisions of Sections 197, 198 and other applicable provisions of the Companies Act, 2013, and Rules framed thereunder, the revision in remuneration of Shri R. Srinivasan (DIN 00124760), Joint Managing Director, as set out in the Explanatory Statement attached to this Notice be and is hereby approved”– 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	10	8,91,644	100
Poll	53	1,97,62,134	99.999
<b>Total</b>	<b>63</b>	<b>2,06,53,778</b>	<b>99.999</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	130	0.001
<b>Total</b>	<b>6</b>	<b>130</b>	<b>0.001</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>

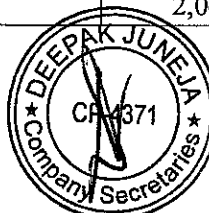
**XIV. Resolution No. 14:-**

**“RESOLVED THAT, pursuant to provisions of Regulation 17(6)(ca) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, Section 197, 198 and Rules made there under and other applicable provisions, if any, of the Companies Act, 2013 and approval given by Shareholders in their meeting held on 26.06.2015 to pay profit commission of upto 1% of net profits of the Company to all Non-Executive Directors calculated in accordance with the provisions of Section 198 of the Companies Act, 2013, approval be and is hereby accorded to payment of remuneration @ 0.6% to Chairman and upto 0.4% to all other Non-Executive Directors of net profits calculated in accordance with the provisions of Section 198 of the Companies Act, 2013” – as a special 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	10	8,91,644	100
Poll	54	1,97,65,370	99.999
<b>Total</b>	<b>64</b>	<b>2,06,57,014</b>	<b>99.999</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	130	0.001
<b>Total</b>	<b>6</b>	<b>130</b>	<b>0.001</b>

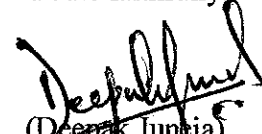
(iii) Invalid Votes:

	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>

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 2019

Place: New Delhi

Witnesses to the unblocking of votes:



1. Shraddha Basnet  
D/o: Mr. Puran Basnet  
R/o: 205, Block E-1  
Sector – 11, Rohini, Delhi -110085



2. Joginder Singh  
S/o: Mr. Balwant Singh  
R/o: 162, Block-E, Sector-11,  
Faridabad, Haryana

**DEEPAK JUNEJA**  
Company Secretaries

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

July 11, 2019

**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.: 55<sup>th</sup> Annual General Meeting of Shriram Pistons & Rings Limited held on Tuesday,  
9<sup>th</sup> July, 2019 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 Secretary, Membership No- F-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 Shriram Pistons & Rings Limited, held on 09<sup>th</sup> July 2019 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, 2019 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 Cast (Shares)	% of the total number of valid votes Cast
54	1,97,65,370	99.999

(ii) Voted against the resolution:

Numbers of members voted through Poll.	Numbers of Votes Cast (Shares)	% of the total number of valid votes Cast
6	130	0.001

(iii) Invalid Votes:

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

## II. Resolution No. 2:-

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

(i) Voted in favour of the resolution:

Numbers of members voted through Poll.	Numbers of Votes Cast (Shares)	% of the total number of valid votes Cast
54	1,97,65,370	99.999

(ii) Voted against the resolution:

Numbers of members voted through Poll.	Numbers of Votes Cast (Shares)	% of the total number of valid votes Cast
6	130	0.001

(iii) Invalid Votes:

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

**Note: In addition to above, 6 Nos. Preference Shareholders holding 23,08,608 (80% of total Preference Share Capital of the Company) had voted in favour of this resolution and none of the Shareholder had voted against the resolution. Further, there was no invalid vote(s).**





### III. Resolution No. 3:-

**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 Cast (Shares)	% of the total number of valid votes Cast
54	1,97,65,370	99.999

(ii) Voted against the resolution:

Numbers of members voted through Poll.	Numbers of Votes Cast (Shares)	% of the total number of valid votes Cast
3	127	0.001

(iii) Invalid Votes:

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

### IV. Resolution No. 4:-

**To appoint a Director in place of Smt. Meenakshi Dass (DIN 00524865), who retires by rotation and being eligible, offers herself for re-appointment – as an ordinary resolution**

(i) Voted in favour of the resolution:

Numbers of members voted through Poll.	Numbers of Votes Cast (Shares)	% of the total number of valid votes Cast
45	91,70,732	99.999

(ii) Voted against the resolution:

Numbers of members voted through Poll.	Numbers of Votes Cast (Shares)	% of the total number of valid votes Cast
6	130	0.001

(iii) Invalid Votes\*:

Total Number of members whose votes were declared invalid	Total number of votes Cast (Shares)
9	1,05,94,638

\* Votes cast by related parties.



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

**To appoint a Director in place of Shri Pradeep Dinodia (DIN 00027995), 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 Cast (Shares)	% of the total number of valid votes Cast
54	1,97,65,370	99.999

(ii) Voted against the resolution:

Numbers of members voted through Poll.	Numbers of Votes Cast (Shares)	% of the total number of valid votes Cast
6	130	0.001

(iii) Invalid Votes:

Total Number of members whose votes were declared invalid	Total number of votes Cast (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, 2020 be paid remuneration of Rs. 2.9 lacs plus applicable taxes” – as an ordinary resolution**

(i) Voted in favour of the resolution:

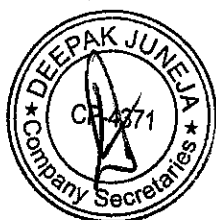
Numbers of members voted through Poll.	Numbers of Votes Cast (Shares)	% of the total number of valid votes Cast
54	1,97,65,370	99.999

(ii) Voted against the resolution:

Numbers of members voted through Poll.	Numbers of Votes Cast (Shares)	% of the total number of valid votes Cast
6	130	0.001

(iii) Invalid Votes:

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



## VII. Resolution No. 7:-

**“RESOLVED THAT, pursuant to the provisions of Sections 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 Alok Ranjan (DIN 08254398), 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 & Regulation 16 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, and who is eligible for appointment, be and is hereby appointed as a Non-Executive Independent Director of the Company w.e.f. 30.03.2019 upto 29.03.2024 and whose office shall not be liable to retire by rotation”. – as an ordinary resolution**

(i) Voted in favour of the resolution:

Numbers of members voted through Poll.	Numbers of Votes Cast (Shares)	% of the total number of valid votes Cast
54	1,97,65,370	99.999

(ii) Voted against the resolution:

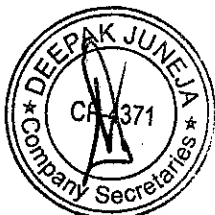
Numbers of members voted through Poll.	Numbers of Votes Cast (Shares)	% of the total number of valid votes Cast
6	130	0.001

(iii) Invalid Votes:

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

## VIII. Resolution No. 8:-

**“RESOLVED THAT, pursuant to the provisions of Sections 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, Smt. Ferida Avnish Chopra (DIN 08415847), a Non-Executive Independent Director of the Company, who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act & Regulation 16 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and who is eligible for appointment, be and is hereby appointed as a Non-Executive**



**Independent Director of the Company w.e.f. 30.03.2019 upto 29.03.2024 and whose office shall not be liable to retire by rotation”– as an ordinary resolution**

(i) Voted in favour of the resolution:

Numbers of members voted through Poll.	Numbers of Votes Cast (Shares)	% of the total number of valid votes Cast
54	1,97,65,370	99.999

(ii) Voted against the resolution:

Numbers of members voted through Poll.	Numbers of Votes Cast (Shares)	% of the total number of valid votes Cast
6	130	0.001

(iii) Invalid Votes:

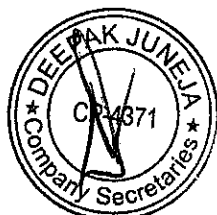
Total Number of members whose votes were declared invalid	Total number of votes Cast (Shares)
NIL	NIL

**IX. Resolution No. 9:-**

**“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations (“Listing Regulations”), 2015, as amended from time to time, Shri Inderdeep Singh (DIN 00173538), a Non-Executive Independent Director of the Company who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 of Listing Regulations, and who is eligible for re-appointment, be and is hereby re-appointed as a Non-Executive Independent Director of the Company to hold office for the second term of five consecutive years w.e.f. 29.07.2019 upto 28.07.2024 and whose office shall not be liable to retire by rotation”– as a special resolution**

(i) Voted in favour of the resolution:

Numbers of members voted through Poll.	Numbers of Votes Cast (Shares)	% of the total number of valid votes Cast
54	1,97,65,370	99.999



(ii) Voted against the resolution:

Numbers of members voted through Poll.	Numbers of Votes Cast (Shares)	% of the total number of valid votes Cast
6	130	0.001

(iii) Invalid Votes:

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

**X. Resolution No. 10:-**

**“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations (“Listing Regulations”), 2015, 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 of independence as provided in Section 149(6) of the Act and Regulation 16 of Listing Regulations, and who is eligible for re-appointment, be and is hereby re-appointed as a Non-Executive Independent Director of the Company to hold office for the second term of five consecutive years w.e.f. 29.07.2019 upto 28.07.2024 and whose office shall not be liable to retire by rotation”– as a special resolution**

(i) Voted in favour of the resolution:

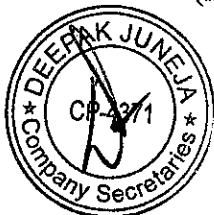
Numbers of members voted through Poll.	Numbers of Votes Cast (Shares)	% of the total number of valid votes Cast
54	1,97,65,370	99.999

(ii) Voted against the resolution:

Numbers of members voted through Poll.	Numbers of Votes Cast (Shares)	% of the total number of valid votes Cast
6	130	0.001

(iii) Invalid Votes:

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



**XI. Resolution No. 11:-**

**“RESOLVED THAT, pursuant to the provisions of Sections 203, 197, 198 and other applicable provisions of the Companies Act, 2013, and Rules framed thereunder, the re-appointment of Shri A.K. Taneja (DIN 00124814) as Managing Director & CEO of the Company for a period of 3 years w.e.f. 01.04.2019 on the terms and remuneration, as set out in the Explanatory Statement attached to this Notice be and is hereby approved”– as a special resolution**

(i) Voted in favour of the resolution:

Numbers of members voted through Poll.	Numbers of Votes Cast (Shares)	% of the total number of valid votes Cast
54	1,97,65,370	99.999

(ii) Voted against the resolution:

Numbers of members voted through Poll.	Numbers of Votes Cast (Shares)	% of the total number of valid votes Cast
6	130	0.001

(iii) Invalid Votes:

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

**XII. Resolution No. 12:-**

**“RESOLVED THAT, pursuant to the provisions of Sections 196, 197, 198 and other applicable provisions of the Companies Act, 2013, and Rules framed thereunder, the re-appointment of Shri Luv D. Shriram (DIN 00051065) as Wholtime Director of the Company for a period of 5 years w.e.f. 05.05.2019 on the terms and remuneration, as set out in the Explanatory Statement attached to this Notice be and is hereby approved”– as an ordinary resolution**



(i) Voted in favour of the resolution:

Numbers of members voted through Poll.	Numbers of Votes Cast (Shares)	% of the total number of valid votes Cast
45	91,70,732	99.999

(ii) Voted against the resolution:

Numbers of members voted through Poll.	Numbers of Votes Cast (Shares)	% of the total number of valid votes Cast
6	130	0.001

(iii) Invalid Votes\*:

Total Number of members whose votes were declared invalid	Total number of votes Cast (Shares)
9	1,05,94,638
* Votes cast by related parties.	

### XIII. Resolution No. 13:-

**“RESOLVED THAT, pursuant to the provisions of Sections 197, 198 and other applicable provisions of the Companies Act, 2013, and Rules framed thereunder, the revision in remuneration of Shri R. Srinivasan (DIN 00124760), Joint Managing Director, as set out in the Explanatory Statement attached to this Notice be and is hereby approved”– as an ordinary resolution**

(i) Voted in favour of the resolution:

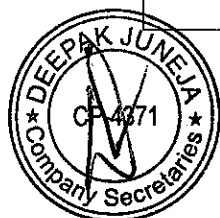
Numbers of members voted through Poll.	Numbers of Votes Cast (Shares)	% of the total number of valid votes Cast
53	1,97,62,134	99.999

(ii) Voted against the resolution:

Numbers of members voted through Poll.	Numbers of Votes Cast (Shares)	% of the total number of valid votes Cast
6	130	0.001

(iii) Invalid Votes:

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



**XIV. Resolution No. 14:-**

**“RESOLVED THAT, pursuant to provisions of Regulation 17(6)(ca) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, Section 197, 198 and Rules made there under and other applicable provisions, if any, of the Companies Act, 2013 and approval given by Shareholders in their meeting held on 26.06.2015 to pay profit commission of upto 1% of net profits of the Company to all Non-Executive Directors calculated in accordance with the provisions of Section 198 of the Companies Act, 2013, approval be and is hereby accorded to payment of remuneration @ 0.6% to Chairman and upto 0.4% to all other Non-Executive Directors of net profits calculated in accordance with the provisions of Section 198 of the Companies Act, 2013”– as a special resolution**

(i) Voted in favour of the resolution:

Numbers of members voted through Poll.	Numbers of Votes Cast (Shares)	% of the total number of valid votes Cast
54	1,97,65,370	99.999

(ii) Voted against the resolution:

Numbers of members voted through Poll.	Numbers of Votes Cast (Shares)	% of the total number of valid votes Cast
6	130	0.001

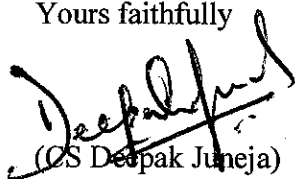
(iii) Invalid Votes:

Total Number of members whose votes were declared invalid	Total number of votes Cast (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

  
(OS Deepak Juneja)

FCS NO- 6895; CP No- 4371

Place: New Delhi









**DEEPAK JUNEJA**  
Company Secretaries

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

July 11, 2019

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 10<sup>th</sup> May, 2019, 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 55<sup>th</sup> Annual General Meeting (AGM) of the Company to be held on 09<sup>th</sup> July, 2019.

The Notice dated May 10, 2019 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 09<sup>th</sup> July, 2019.

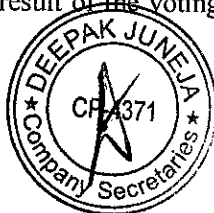
The Company has availed the e-voting facility offered by Central Depository Services (India) Limited (CDSL) for conducting e-voting by the shareholders of the Company.

The Shareholders of the Company holding shares as on "the cut-off" date i.e. 02<sup>nd</sup> July, 2019, were entitled to vote on the proposed resolutions as set out at Items Nos. 1 to 14 in the Notice of the 55<sup>th</sup> AGM of Shriram Pistons & Rings Limited.

The voting period for e-voting commenced on Saturday, July 06, 2019 (10:00 AM) and ended on Monday, July 08, 2019 (5:00 PM) and the CDSL e-voting platform was blocked thereafter and the votes cast 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, 2019 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 Cast (Shares)	% of the total number of valid votes Cast
E-Voting	10	8,91,644	100
Postal Ballot	NA	NA	NA
<b>Total</b>	<b>10</b>	<b>8,91,644</b>	<b>100</b>

(ii) Voted against the resolution:

	Numbers of members voted	Numbers of Votes Cast (Shares)	% of the total number of valid votes Cast
E-Voting	NIL	NIL	NIL
Postal Ballot	NA	NA	NA
<b>Total</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>

(iii) Invalid Votes:

	Total Number of members whose votes were declared invalid	Total number of votes Cast (Shares)
E-Voting	NIL	NIL
Postal Ballot	NA	NA
<b>Total</b>	<b>NIL</b>	<b>NIL</b>

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

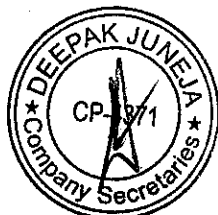
**To declare dividend on Preference Shares – as an ordinary resolution**

(i) Voted in favour of the resolution:

	Numbers of members voted	Numbers of Votes Cast (Shares)	% of the total number of valid votes Cast
E-Voting	10	8,91,644	100
Postal Ballot	NA	NA	NA
<b>Total</b>	<b>10</b>	<b>8,91,644</b>	<b>100</b>

(ii) Voted against the resolution:

	Numbers of members voted	Numbers of Votes Cast (Shares)	% of the total number of valid votes Cast
E-Voting	NIL	NIL	NIL
Postal Ballot	NA	NA	NA
<b>Total</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>



(iii) Invalid Votes:

	Total Number of members whose votes were declared invalid	Total number of votes Cast (Shares)
E-Voting	NIL	NIL
Postal Ballot	NA	NA
<b>Total</b>	<b>NIL</b>	<b>NIL</b>

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

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

(i) Voted in favour of the resolution:

	Numbers of members voted	Numbers of Votes Cast (Shares)	% of the total number of valid votes Cast
E-Voting	10	8,91,644	100
Postal Ballot	NA	NA	NA
<b>Total</b>	<b>10</b>	<b>8,91,644</b>	<b>100</b>

(ii) Voted against the resolution:

	Numbers of members voted	Numbers of Votes Cast (Shares)	% of the total number of valid votes Cast
E-Voting	NIL	NIL	NIL
Postal Ballot	NA	NA	NA
<b>Total</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>

(iii) Invalid Votes:

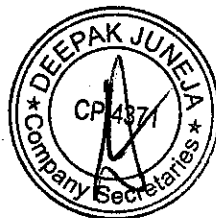
	Total Number of members whose votes were declared invalid	Total number of votes Cast (Shares)
E-Voting	NIL	NIL
Postal Ballot	NA	NA
<b>Total</b>	<b>NIL</b>	<b>NIL</b>

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

**To appoint a Director in place of Smt. Meenakshi Dass (DIN 00524865), who retires by rotation and being eligible, offers herself for re-appointment – as an ordinary resolution**

(i) Voted in favour of the resolution:

	Numbers of members voted	Numbers of Votes Cast (Shares)	% of the total number of valid votes Cast
E-Voting	10	8,91,644	100
Postal Ballot	NA	NA	NA
<b>Total</b>	<b>10</b>	<b>8,91,644</b>	<b>100</b>



(ii) Voted against the resolution:

	Numbers of members voted	Numbers of Votes Cast (Shares)	% of the total number of valid votes Cast
E-Voting	NIL	NIL	NIL
Postal Ballot	NA	NA	NA
<b>Total</b>	NIL	NIL	NIL

(iii) Invalid Votes:

	Total Number of members whose votes were declared invalid	Total number of votes Cast (Shares)
E-Voting	NIL	NIL
Postal Ballot	NA	NA
<b>Total</b>	NIL	NIL

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

**To appoint a Director in place of Shri Pradeep Dinodia (DIN 00027995), 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 Cast (Shares)	% of the total number of valid votes Cast
E-Voting	10	8,91,644	100
Postal Ballot	NA	NA	NA
<b>Total</b>	10	8,91,644	100

(ii) Voted against the resolution:

	Numbers of members voted	Numbers of Votes Cast (Shares)	% of the total number of valid votes Cast
E-Voting	NIL	NIL	NIL
Postal Ballot	NA	NA	NA
<b>Total</b>	NIL	NIL	NIL

(iii) Invalid Votes:

	Total Number of members whose votes were declared invalid	Total number of votes Cast (Shares)
E-Voting	NIL	NIL
Postal Ballot	NA	NA
<b>Total</b>	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, 2020 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 Cast (Shares)	% of the total number of valid votes Cast
E-Voting	10	8,91,644	100
Postal Ballot	NA	NA	NA
<b>Total</b>	<b>10</b>	<b>8,91,644</b>	<b>100</b>

(ii) Voted against the resolution:

	Numbers of members voted	Numbers of Votes Cast (Shares)	% of the total number of valid votes Cast
E-Voting	NIL	NIL	NIL
Postal Ballot	NA	NA	NA
<b>Total</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>

(iii) Invalid Votes:

	Total Number of members whose votes were declared invalid	Total number of votes Cast (Shares)
E-Voting	NIL	NIL
Postal Ballot	NA	NA
<b>Total</b>	<b>NIL</b>	<b>NIL</b>

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

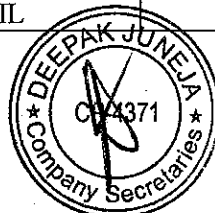
**“RESOLVED THAT, pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”), and Rules framed thereunder read with Schedule IV of the Act, as amended from time to time, Shri Alok Ranjan (DIN 08254398), a Non-Executive Independent Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act & Regulation 16 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, and who is eligible for appointment, be and is hereby appointed as a Non-Executive Independent Director of the Company w.e.f. 30.03.2019 upto 29.03.2024 and whose office shall not be liable to retire by rotation”. – as an ordinary resolution**

(i) Voted in favour of the resolution:

	Numbers of members voted	Numbers of Votes Cast (Shares)	% of the total number of valid votes Cast
E-Voting	10	8,91,644	100
Postal Ballot	NA	NA	NA
<b>Total</b>	<b>10</b>	<b>8,91,644</b>	<b>100</b>

(ii) Voted against the resolution:

	Numbers of members voted	Numbers of Votes Cast (Shares)	% of the total number of valid votes Cast
E-Voting	NIL	NIL	NIL
Postal Ballot	NA	NA	NA
<b>Total</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>



(iii) Invalid Votes:

	Total Number of members whose votes were declared invalid	Total number of votes Cast (Shares)
E-Voting	NIL	NIL
Postal Ballot	NA	NA
<b>Total</b>	<b>NIL</b>	<b>NIL</b>

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

**“RESOLVED THAT, pursuant to the provisions of Sections 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, Smt. Ferida Avnish Chopra (DIN 08415847), a Non-Executive Independent Director of the Company, who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act & Regulation 16 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and who is eligible for appointment, be and is hereby appointed as a Non-Executive Independent Director of the Company w.e.f. 30.03.2019 upto 29.03.2024 and whose office shall not be liable to retire by rotation”– as an ordinary resolution**

(i) Voted in favour of the resolution:

	Numbers of members voted	Numbers of Votes Cast (Shares)	% of the total number of valid votes Cast
E-Voting	10	8,91,644	100
Postal Ballot	NA	NA	NA
<b>Total</b>	<b>10</b>	<b>8,91,644</b>	<b>100</b>

(ii) Voted against the resolution:

	Numbers of members voted	Numbers of Votes Cast (Shares)	% of the total number of valid votes Cast
E-Voting	NIL	NIL	NIL
Postal Ballot	NA	NA	NA
<b>Total</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>

(iii) Invalid Votes:

	Total Number of members whose votes were declared invalid	Total number of votes Cast (Shares)
E-Voting	NIL	NIL
Postal Ballot	NA	NA
<b>Total</b>	<b>NIL</b>	<b>NIL</b>

**IX. Resolution No. 9:-**

**“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-**





enactment thereof for the time being in force) read with Schedule IV of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations (“Listing Regulations”), 2015, as amended from time to time, Shri Inderdeep Singh (DIN 00173538), a Non-Executive Independent Director of the Company who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 of Listing Regulations, and who is eligible for re-appointment, be and is hereby re-appointed as a Non-Executive Independent Director of the Company to hold office for the second term of five consecutive years w.e.f. 29.07.2019 upto 28.07.2024 and whose office shall not be liable to retire by rotation”– as a special resolution

(i) Voted in favour of the resolution:

	Numbers of members voted	Numbers of Votes Cast (Shares)	% of the total number of valid votes Cast
E-Voting	10	8,91,644	100
Postal Ballot	NA	NA	NA
<b>Total</b>	10	8,91,644	100

(ii) Voted against the resolution:

	Numbers of members voted	Numbers of Votes Cast (Shares)	% of the total number of valid votes Cast
E-Voting	NIL	NIL	NIL
Postal Ballot	NA	NA	NA
<b>Total</b>	NIL	NIL	NIL

(iii) Invalid Votes:

	Total Number of members whose votes were declared invalid	Total number of votes Cast (Shares)
E-Voting	NIL	NIL
Postal Ballot	NA	NA
<b>Total</b>	NIL	NIL

**X. Resolution No. 10:-**

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations (“Listing Regulations”), 2015, 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 of independence as provided in Section 149(6) of the Act and Regulation 16 of Listing Regulations, and who is eligible for re-appointment, be and is hereby re-appointed as a Non-Executive Independent Director of the Company to hold office for the second term of five consecutive years w.e.f. 29.07.2019 upto 28.07.2024 and whose office shall not be liable to retire by rotation” as a special resolution



(i) Voted in favour of the resolution:

	Numbers of members voted	Numbers of Votes Cast (Shares)	% of the total number of valid votes Cast
E-Voting	10	8,91,644	100
Postal Ballot	NA	NA	NA
<b>Total</b>	10	8,91,644	100

(ii) Voted against the resolution:

	Numbers of members voted	Numbers of Votes Cast (Shares)	% of the total number of valid votes Cast
E-Voting	NIL	NIL	NIL
Postal Ballot	NA	NA	NA
<b>Total</b>	NIL	NIL	NIL

(iii) Invalid Votes:

	Total Number of members whose votes were declared invalid	Total number of votes Cast (Shares)
E-Voting	NIL	NIL
Postal Ballot	NA	NA
<b>Total</b>	NIL	NIL

#### XI. Resolution No. 11:-

**“RESOLVED THAT, pursuant to the provisions of Sections 203, 197, 198 and other applicable provisions of the Companies Act, 2013, and Rules framed thereunder, the re-appointment of Shri A.K. Taneja (DIN 00124814) as Managing Director & CEO of the Company for a period of 3 years w.e.f. 01.04.2019 on the terms and remuneration, as set out in the Explanatory Statement attached to this Notice be and is hereby approved”– as a special resolution**

(i) Voted in favour of the resolution:

	Numbers of members voted	Numbers of Votes Cast (Shares)	% of the total number of valid votes Cast
E-Voting	9	8,91,596	100
Postal Ballot	NA	NA	NA
<b>Total</b>	10	8,91,596	100

(ii) Voted against the resolution:

	Numbers of members voted	Numbers of Votes Cast (Shares)	% of the total number of valid votes Cast
E-Voting	NIL	NIL	NIL
Postal Ballot	NA	NA	NA
<b>Total</b>	NIL	NIL	NIL



(iii) Invalid Votes\*:

	Total Number of members whose votes were declared invalid	Total number of votes Cast (Shares)
E-Voting	1	48
Postal Ballot	NA	NA
<b>Total</b>	<b>1</b>	<b>48</b>

\*: Votes cast by related party.

**XII. Resolution No. 12:-**

**“RESOLVED THAT, pursuant to the provisions of Sections 196, 197, 198 and other applicable provisions of the Companies Act, 2013, and Rules framed thereunder, the re-appointment of Shri Luv D. Shriram (DIN 00051065) as Wholetime Director of the Company for a period of 5 years w.e.f. 05.05.2019 on the terms and remuneration, as set out in the Explanatory Statement attached to this Notice be and is hereby approved”- as an ordinary resolution**

(i) Voted in favour of the resolution:

	Numbers of members voted	Numbers of Votes Cast (Shares)	% of the total number of valid votes Cast
E-Voting	10	8,91,644	100
Postal Ballot	NA	NA	NA
<b>Total</b>	<b>10</b>	<b>8,91,644</b>	<b>100</b>

(ii) Voted against the resolution:

	Numbers of members voted	Numbers of Votes Cast (Shares)	% of the total number of valid votes Cast
E-Voting	NIL	NIL	NIL
Postal Ballot	NA	NA	NA
<b>Total</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>

(iii) Invalid Votes:

	Total Number of members whose votes were declared invalid	Total number of votes Cast (Shares)
E-Voting	NIL	NIL
Postal Ballot	NA	NA
<b>Total</b>	<b>NIL</b>	<b>NIL</b>

**XIII. Resolution No. 13:-**

**“RESOLVED THAT, pursuant to the provisions of Sections 197, 198 and other applicable provisions of the Companies Act, 2013, and Rules framed thereunder, the revision in**



remuneration of Shri R. Srinivasan (DIN 00124760), Joint Managing Director, as set out in the Explanatory Statement attached to this Notice be and is hereby approved”- as an ordinary resolution

(i) Voted in favour of the resolution:

	Numbers of members voted	Numbers of Votes Cast (Shares)	% of the total number of valid votes Cast
E-Voting	10	8,91,644	100
Postal Ballot	NA	NA	NA
<b>Total</b>	<b>10</b>	<b>8,91,644</b>	<b>100</b>

(ii) Voted against the resolution:

	Numbers of members voted	Numbers of Votes Cast (Shares)	% of the total number of valid votes Cast
E-Voting	NIL	NIL	NIL
Postal Ballot	NA	NA	NA
<b>Total</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>

(iii) Invalid Votes:

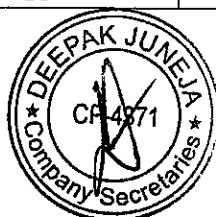
	Total Number of members whose votes were declared invalid	Total number of votes Cast (Shares)
E-Voting	NIL	NIL
Postal Ballot	NA	NA
<b>Total</b>	<b>NIL</b>	<b>NIL</b>

#### XIV. Resolution No. 14:-

**“RESOLVED THAT, pursuant to provisions of Regulation 17(6)(ca) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, Section 197, 198 and Rules made there under and other applicable provisions, if any, of the Companies Act, 2013 and approval given by Shareholders in their meeting held on 26.06.2015 to pay profit commission of upto 1% of net profits of the Company to all Non-Executive Directors calculated in accordance with the provisions of Section 198 of the Companies Act, 2013, approval be and is hereby accorded to payment of remuneration @ 0.6% to Chairman and upto 0.4% to all other Non-Executive Directors of net profits calculated in accordance with the provisions of Section 198 of the Companies Act, 2013”- as a special resolution**

(i) Voted in favour of the resolution:

	Numbers of members voted	Numbers of Votes Cast (Shares)	% of the total number of valid votes Cast
E-Voting	10	8,91,644	100
Postal Ballot	NA	NA	NA
<b>Total</b>	<b>10</b>	<b>8,91,644</b>	<b>100</b>



(ii) Voted against the resolution:

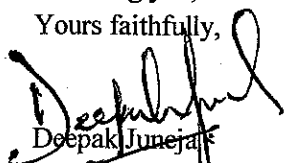
	Numbers of members voted	Numbers of Votes Cast (Shares)	% of the total number of valid votes Cast
E-Voting	NIL	NIL	NIL
Postal Ballot	NA	NA	NA
<b>Total</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>

(iii) Invalid Votes:

	Total Number of members whose votes were declared invalid	Total number of votes Cast (Shares)
E-Voting	NIL	NIL
Postal Ballot	NA	NA
<b>Total</b>	<b>NIL</b>	<b>NIL</b>

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, 2019

Place: New Delhi

Witnesses to the unblocking of votes:



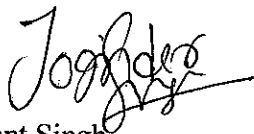
1. Shradha Basnet

D/o: Mr. Puran Basnet

R/o: 205, Block E-1

Sector - 11, Rohini, Delhi -110085

2. Joginder Singh

  
S/o: Mr. Balwant Singh

R/o: 162, Block-E, Sector-11,

Faridabad, Haryana