

**SUMMARY OF VOTING AT THE 57TH ANNUAL GENERAL MEETING OF
SHRIRAM PISTONS & RINGS LTD. HELD ON 06.07.2021**

| 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 | 21,184,916 | - | 21,184,916 | 21,184,900 | 99.9999 | 16 | 0.0001 | Passed |
| 2 | 21,184,916 | - | 21,184,916 | 21,184,900 | 99.9999 | 16 | 0.0001 | Passed |
| 3 | 21,184,916 | 10,584,400 | 10,600,516 | 10,600,500 | 99.9998 | 16 | 0.0002 | Passed |
| 4 | 21,184,916 | - | 21,184,916 | 21,184,900 | 99.9999 | 16 | 0.0001 | Passed |
| 5 | 21,184,916 | - | 21,184,916 | 21,184,900 | 99.9999 | 16 | 0.0001 | Passed |
| 6 | 21,184,916 | - | 21,184,916 | 21,184,900 | 99.9999 | 16 | 0.0001 | Passed |
| 7 | 21,184,916 | - | 21,184,916 | 21,184,900 | 99.9999 | 16 | 0.0001 | Passed |
| 8 | 21,184,916 | 10,584,400 | 10,600,516 | 9,173,268 | 86.54 | 1,427,248 | 13.46 | Passed |

Notes:

1. *Votes cast by the Related Parties.

8th July, 2021
New Delhi

DEEPAK JUNEJA
(Deepak Juneja)
Scrutinizer

NAVEEN AGARWAL
(Naveen Agarwal)
Alternate Company Secretary

KRISHNAKUMAR SRINIVASAN
(Krishnakumar Srinivasan)
MD & CEO

PRADEEP DINODIA
(Pradeep Dinodia)
Chairman

Shri Naveen Agarwal, Alternate 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.

8th July, 2021
New Delhi

PRADEEP DINODIA
(Pradeep Dinodia)
Chairman

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

Sub.: Consolidated Scrutinizer's Report on remote e-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 read with rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015 at the 57th Annual General Meeting of M/s Shriram Pistons & Rings Ltd ("Company") held on Tuesday, 6th July 2021 at 4:00 p.m. IST through two-way video conferencing ('VC') / other audio visual means ('OAVM')

Dear Sir,

I, Deepak Juneja, Company Secretary in practice, have been appointed as the Scrutinizer by the Board of Directors of M/s Shriram Pistons and Rings Limited pursuant to section 108 of the Companies Act, 2013 ("the Act") read with rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time to conduct the remote E-voting process in respect of the below mentioned resolutions proposed at the 57th Annual General Meeting ("AGM") of M/s Shriram Pistons and Rings Limited on Tuesday, July, 06, 2021 at 4:00 p.m. IST through VC / OAVM.

In view of the outbreak of the COVID-19 pandemic, social distancing norms to be followed and continuing restriction on movement of persons at several places in the Country and pursuant to General Circular Nos. 14/2020, 17/2020, 20/2020 and 2/2021 dated 8th April 2020, 13th April 2020, 5th May 2020 and 13th January, 2021 respectively, issued by the Ministry of Corporate Affairs ("MCA Circulars") and Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 12th May 2020 and 15th January, 2021 respectively issued by the Securities and Exchange Board of India ("SEBI Circulars") and in compliance with the provisions of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the 57th AGM of the Company was conducted through VC/OAVM, which does not require physical presence of members at a common venue. The deemed venue for the 57th AGM is considered to be the Registered Office of the Company i.e. 3rd Floor, Himalaya House, 23 Kasturba Gandhi Marg, New Delhi-110001.

In compliance with the provisions of the Companies Act, 2013 ("**the Act**"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**") and MCA Circulars and SEBI Circulars, the 57th Annual General Meeting ("**Meeting**" or "**AGM**") of the Company was held through VC/OAVM on **Tuesday, July 06, 2021** at 4.00 P.M. (IST).

The notice dated June 02, 2021, as confirmed by the Company was sent to the shareholders in respect of the below mentioned resolutions passed at the AGM of the Company through electronic mode to those Members whose email addresses are registered with the Company / Depositories, in compliance with the MCA Circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 and SEBI Circular dated May 12, 2020.

In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM had been uploaded on the website of the Company at www.shrirampistons.com. The Notice can also be accessed from the website of National Stock Exchange of India Limited (“NSE”) at www.nseindia.com. The AGM Notice is also available at the website of CDSL (agency for providing the facility for Remote e-Voting and e-voting during the AGM) i.e. www.evotingindia.com.

Since the AGM was held in accordance with the above circulars through VC/OAVM, the facility for appointment of proxies by the members was not available.

The Company had appointed Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized E-Voting agency. CDSL provided the facilities for remote e-voting and for e-voting to the shareholders present at the AGM.

The Shareholders of the Company holding shares as on the “cut-off” date of Tuesday, 29th June, 2021 were entitled to vote on the resolutions as contained in the Notice of AGM.

The voting period for remote e-voting commenced on the remote e-Voting period from Saturday **July 03, 2021 at 10.00 A.M. (IST) and ended at Monday July 05, 2021 at 5.00 P.M. (IST)** (both days inclusive).

After the closure of e-voting at the AGM, the report on voting done at the AGM and votes cast under remote e-voting facility prior to the AGM were downloaded/ unblocked by me, in presence of two witnesses (Mr. Ram Juneja, and Ms. Anahita Gupta), who are not in employment of the Company.

I have scrutinized and reviewed the remote e-voting prior and during the AGM and votes cast therein based on the data downloaded from the CDSL’s e-voting system.

The Management of the Company is responsible to ensure compliance with the requirements of the Act and rules relating to remote e-voting and the casting through electronic voting at the meeting on resolutions contained in the notice of AGM.

My responsibility as Scrutinizer for the remote e-voting and voting conducted through electronic voting at the AGM is restricted to making a Scrutinizer’s Report of the votes cast in favour or against the resolutions.

I submit herewith my consolidated Report on the result of the remote e-voting and e-voting based on the reports generated by CDSL in respect of the said resolutions.

The result of e-voting 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, 2021 and the Report of Directors’ and Auditors’ thereon.

(i) Voted in favour of the resolution:

| | Numbers of members voted | Numbers of valid Votes casted (Shares) | % of the total number of valid votes casted |
|-------------------|--------------------------|----------------------------------------|---------------------------------------------|
| Remote E- Voting | 67 | 1,97,57,632 | |
| Voting at the AGM | 6 | 14,27,268 | |
| Total | 73 | 2,11,84,900 | 99.9999% |

(ii) Voted against the resolution:

| | Numbers of members voted | Numbers of valid Votes casted (Shares) | % of the total number of valid votes casted |
|-------------------|--------------------------|----------------------------------------|---------------------------------------------|
| Remote E- Voting | - | - | |
| Voting at the AGM | 5 | 16 | |
| Total | 5 | 16 | 0.0001% |

(iii) Invalid Votes:

| | Numbers of members whose votes were declared invalid | Numbers of invalid Votes casted (Shares) |
|-------------------|------------------------------------------------------|------------------------------------------|
| Remote E- Voting | - | - |
| Voting at the AGM | - | - |
| Total | - | - |

II. Resolution No. 2

To declare dividend on Equity Shares

(i) Voted in favour of the resolution:

| | Numbers of members voted | Numbers of valid Votes casted (Shares) | % of the total number of valid votes casted |
|-------------------|--------------------------|----------------------------------------|---------------------------------------------|
| Remote E- Voting | 67 | 1,97,57,632 | |
| Voting at the AGM | 6 | 14,27,268 | |
| Total | 73 | 2,11,84,900 | 99.9999% |

(ii) Voted against the resolution:

| | Numbers of members voted | Numbers of valid Votes casted (Shares) | % of the total number of valid votes casted |
|-------------------|--------------------------|----------------------------------------|---------------------------------------------|
| Remote E- Voting | - | - | |
| Voting at the AGM | 5 | 16 | |
| Total | 5 | 16 | 0.0001% |

(iii) Invalid Votes:

| | Numbers of members whose votes were declared invalid | Numbers of invalid Votes casted (Shares) |
|-------------------|------------------------------------------------------|------------------------------------------|
| Remote E- Voting | - | - |
| Voting at the AGM | - | - |
| Total | - | - |

III. Resolution No. 3

To appoint a Director in place of Ms. Meenakshi Dass (DIN 00524865), who retires by rotation and being eligible, offers herself for re-appointment.

(i) Voted in favour of the resolution:

| | Numbers of members voted | Numbers of valid Votes casted (Shares) | % of the total number of valid votes casted |
|-------------------|--------------------------|----------------------------------------|---------------------------------------------|
| Remote E- Voting | 57 | 91,73,232 | |
| Voting at the AGM | 6 | 14,27,268 | |
| Total | 63 | 1,06,00,500 | 99.9998% |

(ii) Voted against the resolution:

| | Numbers of members voted | Numbers of valid Votes casted (Shares) | % of the total number of valid votes casted |
|-------------------|--------------------------|----------------------------------------|---------------------------------------------|
| Remote E- Voting | - | - | |
| Voting at the AGM | 5 | 16 | |
| Total | 5 | 16 | 0.0002% |

(iii) Invalid Votes*:

| | Numbers of members whose votes were declared invalid | Numbers of invalid Votes casted (Shares) |
|-------------------|------------------------------------------------------|------------------------------------------|
| Remote E- Voting | 10 | 1,05,84,400 |
| Voting at the AGM | - | - |
| Total | - | - |

IV. Resolution No. 4

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

(i) Voted in favour of the resolution:

| | Numbers of members voted | Numbers of valid Votes casted (Shares) | % of the total number of valid votes casted |
|-------------------|--------------------------|----------------------------------------|---------------------------------------------|
| Remote E- Voting | 67 | 1,97,57,632 | |
| Voting at the AGM | 6 | 14,27,268 | |
| Total | 73 | 2,11,84,900 | 99.9999% |

(ii) Voted against the resolution:

| | Numbers of members voted | Numbers of valid Votes casted (Shares) | % of the total number of valid votes casted |
|-------------------|--------------------------|----------------------------------------|---------------------------------------------|
| Remote E- Voting | - | - | |
| Voting at the AGM | 5 | 16 | |
| Total | 5 | 16 | 0.0001% |

(iii) Invalid Votes:

| | Numbers of members whose votes were declared invalid | Numbers of invalid Votes casted (Shares) |
|-------------------|------------------------------------------------------|------------------------------------------|
| Remote E- Voting | - | - |
| Voting at the AGM | - | - |
| Total | - | - |

V. Resolution No.5

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

“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, 2022 be paid remuneration of Rs. 290 Thousand plus applicable taxes.”

(i) Voted in favour of the resolution:

| | Numbers of members voted | Numbers of valid Votes casted (Shares) | % of the total number of valid votes casted |
|-------------------|--------------------------|----------------------------------------|---------------------------------------------|
| Remote E- Voting | 67 | 1,97,57,632 | |
| Voting at the AGM | 6 | 14,27,268 | |
| Total | 73 | 2,11,84,900 | 99.9999% |

(ii) Voted against the resolution:

| | Numbers of members voted | Numbers of valid Votes casted (Shares) | % of the total number of valid votes casted |
|-------------------|--------------------------|----------------------------------------|---------------------------------------------|
| Remote E- Voting | - | - | |
| Voting at the AGM | 5 | 16 | |
| Total | 5 | 16 | 0.0001% |

(iii) Invalid Votes:

| | Numbers of members whose votes were declared invalid | Numbers of invalid Votes casted (Shares) |
|-------------------|------------------------------------------------------|------------------------------------------|
| Remote E- Voting | - | - |
| Voting at the AGM | - | - |
| Total | - | - |

VI. Resolution No.6

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

“RESOLVED THAT pursuant to provisions of Section 161 and other applicable provisions of the Companies Act, 2013 (“Act”) and the rules made there under, as amended from time to time, Shri Sascha Putz (DIN: 08645364) who was appointed as Director of the Company in the casual vacancy, caused consequent to resignation of Dr. Peter Neu, w.e.f. 30th March, 2021 by the Board of Directors and who holds office upto the date of this Annual General Meeting in terms of Section 161 and other applicable provisions of the Act and the rules made there under, as amended from time to time and pursuant to the recommendation of the Nomination & Remuneration Committee and the Board of Directors, and being eligible, offer himself for appointment, and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member signifying her intention to propose Shri Sascha Putz’s candidature for the Office of the Director, be and is hereby appointed as a Non-Executive Non Independent Director of the Company, whose office is liable to retire by rotation”.

(i) Voted in favour of the resolution:

| | Numbers of members voted | Numbers of valid Votes casted (Shares) | % of the total number of valid votes casted |
|-------------------|--------------------------|----------------------------------------|---------------------------------------------|
| Remote E- Voting | 67 | 1,97,57,632 | |
| Voting at the AGM | 6 | 14,27,268 | |
| Total | 73 | 2,11,84,900 | 99.9999% |

(ii) Voted against the resolution:

| | Numbers of members voted | Numbers of valid Votes casted (Shares) | % of the total number of valid votes casted |
|-------------------|--------------------------|----------------------------------------|---------------------------------------------|
| Remote E- Voting | - | - | |
| Voting at the AGM | 5 | 16 | |
| Total | 5 | 16 | 0.0001% |

(iii) Invalid Votes:

| | Numbers of members whose votes were declared invalid | Numbers of invalid Votes casted (Shares) |
|-------------------|------------------------------------------------------|------------------------------------------|
| Remote E- Voting | - | - |
| Voting at the AGM | - | - |
| Total | - | - |

VII. Resolution No.7

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

“RESOLVED THAT, pursuant to the provisions of Section 149, 150, 152, 161 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 Shinichi Unno (DIN 09189521), 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 pursuant to the recommendation of the Nomination & Remuneration Committee & the Board of Directors, who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member signifying his intention to propose Shri Shinichi Unno’s candidature for the Office of Independent Director, be and is hereby appointed as an Independent Director of the Company, w.e.f. 31.05.2021 upto 28.07.2024, in the casual vacancy caused due to resignation of Shri Kiyoto Tone”.

(i) Voted in favour of the resolution:

| | Numbers of members voted | Numbers of valid Votes casted (Shares) | % of the total number of valid votes casted |
|-------------------|--------------------------|----------------------------------------|---------------------------------------------|
| Remote E- Voting | 67 | 1,97,57,632 | |
| Voting at the AGM | 6 | 14,27,268 | |
| Total | 73 | 2,11,84,900 | 99.9999% |

(ii) Voted against the resolution:

| | Numbers of members voted | Numbers of valid Votes casted (Shares) | % of the total number of valid votes casted |
|-------------------|--------------------------|----------------------------------------|---------------------------------------------|
| Remote E- Voting | - | - | |
| Voting at the AGM | 5 | 16 | |
| Total | 5 | 16 | 0.0001% |

(iii) Invalid Votes:

| | Numbers of members whose votes were declared invalid | Numbers of invalid Votes casted (Shares) |
|-------------------|------------------------------------------------------|------------------------------------------|
| Remote E- Voting | - | - |
| Voting at the AGM | - | - |
| Total | - | - |

VIII. Resolution No. 8

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

“RESOLVED THAT, pursuant to provisions of Section 197, 198 and Rules made there under and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time, consent of the Members of the Company be and is hereby accorded, that payment of a sum not exceeding 1% of annual profits of the Company before depreciation, donation and taxes be paid to some or any of the Directors of the Company, other than the Executive Directors for whole or proportionately for a part of each of its financial years from 1st April 2021 to 31st March 2025”.

RESOLVED FURTHER THAT pursuant to Regulation 17(6)(ca) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, consent of the Members of the Company be and is hereby accorded that out of the above 1% profit Commission, 0.6% of the profit commission be paid to the Chairman and upto 0.4% of the profit commission be paid to all other Non-Executive Directors of the Company for Financial Year 2021-22, in such manner as may be determined by the Board.”

(i) Voted in favour of the resolution:

| | Numbers of members voted | Numbers of valid Votes casted (Shares) | % of the total number of valid votes casted |
|-------------------|--------------------------|----------------------------------------|---------------------------------------------|
| Remote E- Voting | 57 | 91,73,232 | |
| Voting at the AGM | 5 | 36 | |
| Total | 62 | 91,73,268 | 86.54% |

(ii) Voted against the resolution:

| | Numbers of members voted | Numbers of valid Votes casted (Shares) | % of the total number of valid votes casted |
|-------------------|--------------------------|----------------------------------------|---------------------------------------------|
| Remote E- Voting | - | - | |
| Voting at the AGM | 6 | 14,27,248 | |
| Total | 6 | 14,27,248 | 13.46% |

(iii) Invalid Votes*:

| | Numbers of members whose votes were declared invalid | Numbers of invalid Votes casted (Shares) |
|-------------------|------------------------------------------------------|------------------------------------------|
| Remote E- Voting | 10 | 1,0584,400 |
| Voting at the AGM | - | - |
| Total | - | - |

I hereby confirm that electronic data and all other relevant records relating to e-voting 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.

***Note: Invalid votes are votes casted by members interested in resolutions**

Thanking you,

Yours faithfully,

Digitally signed
by DEEPAK
JUNEJA
Date: 2021.07.08
12:18:21 +05'30'

Deepak Juneja
Practicing Company Secretary
FCS: 6895 CP: 4371
Dated: 07th July 2021
Place: New Delhi
UDIN number F006895C000587530

Witnesses to the downloading/ unblocking of votes:



1. Ram Juneja
C-54 Nizamuddin East,
New Delhi 110013



2. Anahita Gupta
4, University Road,
New Delhi 110007