

**SUMMARY OF VOTING AT THE 52ND ANNUAL GENERAL MEETING OF
SHRIRAM PISTONS & RINGS LTD. HELD ON 25.06.2016**

Resolution No.	Total No. of Votes casted	Total No. of Invalid Votes	No. of Valid Votes	Votes casted in Favour of Resolution		Votes casted against the Resolution		Voting Result
				No. of Votes	% of votes	No. of Votes	% of votes	
1	20763901	-	20763901	20763764	99.999	137	0.001	Passed
2	20763901	-	20763901	20763764	99.999	137	0.001	Passed
3	20763901	-	20763901	20763764	99.999	137	0.001	Passed
4	20763901	-	20763901	20763764	99.999	137	0.001	Passed
5	20763901	-	20763901	20763764	99.999	137	0.001	Passed
6	20763901	-	20763901	20763764	99.999	137	0.001	Passed
7	20763901	-	20763901	20763716	99.999	185	0.001	Passed
8	20760665	-	20760665	20760528	99.999	137	0.001	Passed

Sd/-
(Deepak Juneja)
Scrutinizer

Sd/-
(R. Srinivasan)
Company Secretary

Sd/-
(Pradeep Dinodia)
Chairman

DEEPAK JUNEJA
Company Secretaries

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

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

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

**Sub.: Passing of Resolution through electronic voting , physical/postal ballot and poll
conducted at the 52nd AGM of Shriram Pistons & Rings Ltd (The Company)
held on 25th June, 2016.**

Dear Sir,

The Board of Directors of M/s Shriram Pistons and Rings Limited at its meeting held on 7th May, 2016 has appointed me as the Scrutinizer for the Remote E-Voting process as well as to scrutinize the Postal Ballot and the physical Ballot forms received from the members at the venue of the 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 appointed Alankit Assignments Limited as the service provider, for the purpose of extending the facility of Remote E-voting to the members of the Company. Alankit Assignments Limited are also the Registrar and Share Transfer Agents ('RTA') of the Company.

At the venue of the 52nd AGM of the Company held on 25th June, 2016, 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 27th June, 2016, Remote E-voting facility was duly unblocked by me in the presence of Mr. Vikas Saluja and Ms. Vandan Rajput 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 Postal Ballot and Remote E-voting (Please refer to my Scrutinizer report on E-voting and postal ballot received from the shareholder dated 27th June, 2016) and voting through poll held at the venue of the AGM (Please refer to my report MGT-13 dated 27th June, 2016)

The result of e-voting together with that of the Postal Ballot and 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, 2016 and the Report of Directors' and Auditors' thereon.

(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	7	5366912	100
Physical/Postal	9	15381726	100
Poll	15	15126	99.10
Total	31	20763764	

(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
Physical/Postal	NIL	NIL	NIL
Poll	3	137	0.9
Total	3	137	

(iii) Invalid Votes:

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

II. Resolution No. 2:-

To declare dividend on Equity Shares

(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	7	5366912	100
Physical/Postal	9	15381726	100
Poll	15	15126	99.10
Total	31	20763764	

(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
Physical/Postal	NIL	NIL	NIL
Poll	3	137	0.9
Total	3	137	

(iii) Invalid Votes:

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

III. Resolution No. 3:-

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

(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	7	5366912	100
Physical/Postal	9	15381726	100
Poll	15	15126	99.10
Total	31	20763764	

(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
Physical/Postal	NIL	NIL	NIL
Poll	3	137	0.9
Total	3	137	

(iii) Invalid Votes:

	Total Number of members whose votes were declared invalid	Total number of votes casted (Shares)
E-Voting	NIL	NIL
Physical/Postal	NIL	NIL
Poll	NIL	NIL
Total	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.

(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	7	5366912	100
Physical/Postal	9	15381726	100
Poll	15	15126	99.10
Total	31	20763764	

(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
Physical/Postal	NIL	NIL	NIL
Poll	3	137	0.9
Total	3	137	

(iii) Invalid Votes:

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

V. Resolution No.5 :-

“RESOLVED THAT pursuant to the provisions of section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder, as amended from time to time, the appointment of M/s Deloitte Haskins & Sells, Chartered Accountants, (Firm Registration No. 015125N), as Statutory Auditors of the Company till the conclusion of 54th Annual General Meeting (AGM) to be held in the year 2018, which was subject to ratification at every AGM, be and is hereby ratified to hold the office from the conclusion of this AGM till the conclusion of the 53rd AGM of the Company to be held in the year 2017, at such remuneration plus service tax and out of pocket expenses, as shall be fixed by the Board of Directors of the Company”.

(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	7	5366912	100
Physical/Postal	9	15381726	100
Poll	15	15126	99.10
Total	31	20763764	

(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
Physical/Postal	NIL	NIL	NIL
Poll	3	137	0.9
Total	3	137	

(iii) Invalid Votes:

	Total Number of members whose votes were declared invalid	Total number of votes casted (Shares)
E-Voting	NIL	NIL
Physical/Postal	NIL	NIL
Poll	NIL	NIL
Total	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, 2017 be paid remuneration of Rs. 2.5 lacs plus service tax.”

(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	7	5366912	100
Physical/Postal	9	15381726	100
Poll	15	15126	99.10
Total	31	20763764	

(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
Physical/Postal	NIL	NIL	NIL
Poll	3	137	0.9
Total	3	137	

(iii) Invalid Votes:

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

VII. Resolution No.7:-

“RESOLVED THAT Dr. Alexander Sagel (DIN 06748776), who was appointed by the board as a “Director in casual Vacancy” with effect from 30.10.2013 and who holds office upto the date of this Annual General Meeting of the Company in terms of section 161of the Companies Act, 2013 (“Act”), and in respect of whom the company has received a notice in writing from a member under section 160 of the Act proposing his candidature for the office of a Director of the Company, be and is hereby appointed a Director of the Company”.

(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	7	5366912	100
Physical/Postal	9	15381726	100
Poll	14	15078	98.79
Total	30	20763716	

(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
Physical/Postal	NIL	NIL	NIL
Poll	4	185	1.21
Total	4	185	

(iii) Invalid Votes:

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

VIII. Resolution No.8:-

“RESOLVED THAT, pursuant to the provisions of section 203, 197, 198 and other applicable provisions of the Companies Act, 2013, and rules framed thereunder, the re-appointment of Shri R. Srinivasan (DIN 00124760) as Joint Managing Director of the Company for a period of 5 years w.e.f. 01.02.2016 on the terms and remuneration, as set out in the Explanatory Statement attached to this notice be and is hereby approved”.

(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	7	5366912	100
Physical/Postal	9	15381726	100
Poll	15	11890	98.86
Total	31	20760528	

(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
Physical/Postal	NIL	NIL	NIL
Poll	3	137	1.14
Total	3	137	

(iii) Invalid Votes:

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

I hereby confirm that the registers received from the service provider and other relevant records relating to the remote e-voting/ postal ballot 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,

Sd/-

Deepak Juneja
Practising Company Secretary
FCS: 6895 CP: 4371

Dated: 27th June 2016

Place: New Delhi

Witnesses to the unblocking of votes:

1. Vikas Saluja
S/o Mr. Surjeet Kumar Saluja
P-8/ 34-D, SRS City, Sector-87
Faridabad, Haryana-121002

2. Vandana Rajput
D/o Dr. Rajiv Kumar
S-93, School Block, Shakar Pur
New Delhi-110092

DEEPAK JUNEJA
Company Secretaries

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

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
3rd Floor, Himalaya House,
23, Kasturba Gandhi Marg,
New Delhi-110001

**Sub.: 52nd Annual General Meeting of the Equity Shareholders of Shriram Piston & Rings
Limited held on Saturday, 25th June 2016 at Shangri-La's – Eros Hotel, 19 Ashoka Road,
Connaught Place, New Delhi-110001**

Dear Sir,

I Deepak Juneja, Company Secretary in Practice, Membership No- FCS no- 6895 and Certificate of Practice No- 4371, appointed as Scrutinizer(s) for the purpose of the poll taken on the below mentioned resolution(s), at the Annual General meeting of the Equity Shareholders of Shriram Pistons & Rings Limited, held on 25th June 2016 at Shangri-La's – Eros Hotel, 19 Ashoka Road, Connaught Place, New Delhi-110001, 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, 2016 and the Report of Directors' and Auditors' thereon.

(i) Voted in favour of the resolution:

Numbers of members voted through Poll.	Numbers of Votes casted (Shares)	% of the total number of valid votes casted
15	15126	99.10

(ii) Voted against the resolution:

Numbers of members voted through Poll.	Numbers of Votes casted (Shares)	% of the total number of valid votes casted
3	137	0.9

(iii) Invalid Votes:

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

II. Resolution No. 2:-

To declare dividend on Equity Shares

(i) Voted in favour of the resolution:

Numbers of members voted through Poll.	Numbers of Votes casted (Shares)	% of the total number of valid votes casted
15	15126	99.10

(ii) Voted against the resolution:

Numbers of members voted through Poll.	Numbers of Votes casted (Shares)	% of the total number of valid votes casted
3	137	0.9

(iii) Invalid Votes:

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

III. Resolution No. 3:-

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

(i) Voted in favour of the resolution:

Numbers of members voted through Poll.	Numbers of Votes casted (Shares)	% of the total number of valid votes casted
15	15126	99.10

(ii) Voted against the resolution:

Numbers of members voted through Poll.	Numbers of Votes casted (Shares)	% of the total number of valid votes casted
3	137	0.9

(iii) Invalid Votes:

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

IV. Resolution No. 4:-

To appoint a Director in place of Smt. 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 through Poll.	Numbers of Votes casted (Shares)	% of the total number of valid votes casted
15	15126	99.10

(ii) Voted against the resolution:

Numbers of members voted through Poll.	Numbers of Votes casted (Shares)	% of the total number of valid votes casted
3	137	0.9

(iii) Invalid Votes:

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

V. Resolution No. 5 :-

“RESOLVED THAT pursuant to the provisions of section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder, as amended from time to time, the appointment of M/s Deloitte Haskins & Sells, Chartered Accountants, (Firm Registration No. 015125N), as Statutory Auditors of the Company till the conclusion of 54th Annual General Meeting (AGM) to be held in the year 2018, which was subject to ratification at every AGM, be and is hereby ratified to hold the office from the conclusion of this AGM till the conclusion of the 53rd AGM of the Company to be held in the year 2017, at such remuneration plus service tax and out of pocket expenses, as shall be fixed by the Board of Directors of the Company”.

(i) Voted in favour of the resolution:

Numbers of members voted through Poll.	Numbers of Votes casted (Shares)	% of the total number of valid votes casted
15	15126	99.10

(ii) Voted against the resolution:

Numbers of members voted through Poll.	Numbers of Votes casted (Shares)	% of the total number of valid votes casted
3	137	0.9

(iii) Invalid Votes:

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

VI. Resolution No. 6:-

“RESOLVED THAT M/s Chandra Wadhwa & Co., Cost Accountants, (Firm Registration No. 00239) appointed by the Board of Directors as Cost Auditors of the Company for the financial year ending March 31, 2017 be paid remuneration of Rs. 2.5 lacs plus service tax.”

(i) Voted in favour of the resolution:

Numbers of members voted through Poll.	Numbers of Votes casted (Shares)	% of the total number of valid votes casted
15	15126	99.10

(ii) Voted against the resolution:

Numbers of members voted through Poll.	Numbers of Votes casted (Shares)	% of the total number of valid votes casted
3	137	0.9

(iii) Invalid Votes:

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

VII. Resolution No. 7:-

“RESOLVED THAT Dr. Alexander Sagel (DIN 06748776), who was appointed by the board as a “Director in casual Vacancy” with effect from 30.10.2013 and who holds office upto the date of this Annual General Meeting of the Company in terms of section 161 of the Companies Act, 2013 (“Act”), and in respect of whom the company has received a notice in writing from a member under section 160 of the Act proposing his candidature for the office of a Director of the Company, be and is hereby appointed a Director of the Company”.

(i) Voted in favour of the resolution:

Numbers of members voted through Poll.	Numbers of Votes casted (Shares)	% of the total number of valid votes casted
14	15078	98.79

(ii) Voted against the resolution:

Numbers of members voted through Poll.	Numbers of Votes casted (Shares)	% of the total number of valid votes casted
4	185	1.21

(iii) Invalid Votes:

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

VIII. Resolution No. 8:-

“RESOLVED THAT, pursuant to the provisions of section 203, 197, 198 and other applicable provisions of the Companies Act, 2013, and rules framed thereunder, the re-appointment of Shri R. Srinivasan (DIN 00124760) as Joint Managing Director of the Company for a period of 5 years w.e.f. 01.02.2016 on the terms and remuneration, as set out in the Explanatory Statement attached to this notice be and is hereby approved”.

(i) Voted in favour of the resolution:

Numbers of members voted through Poll.	Numbers of Votes casted (Shares)	% of the total number of valid votes casted
15	11890	98.86

(ii) Voted against the resolution:

Numbers of members voted through Poll.	Numbers of Votes casted (Shares)	% of the total number of valid votes casted
3	137	1.14

(iii) Invalid Votes:

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

5. A report containing a list of equity shareholders who voted "FOR", "Against" and those whose votes were declared Invalid for each resolution is enclosed.

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

Sd/-

(CS Deepak Juneja)

FCS NO- 6895; CP No- 4371

Dated: 27th June 2016

Place: New Delhi

DEEPAK JUNEJA
Company Secretaries

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

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

Sub.: Report on Physical/Postal Ballot held for 52nd Annual General Meeting of the Equity Shareholders of Shriram Piston & Rings Limited held on Saturday, 25th June 2016 at Shangri-La's – Eros Hotel, 19 Ashoka Road, Connaught Place, New Delhi-110001

Dear Sir,

I, Deepak Juneja, Company Secretary in Practice, Membership No- FCS no- 6895 and Certificate of Practice No- 4371, had been appointed as Scrutinizer(s) for the purpose of the postal ballot process in respect of the following 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, 2016 and the Report of Directors' and Auditors' thereon.

(i) Voted in favour of the resolution:

Numbers of members voted through Postal Ballot.	Numbers of Votes casted (Shares)	% of the total number of valid votes casted
9	15381726	100

(ii) Voted against the resolution:

Numbers of members voted through Postal Ballot.	Numbers of Votes casted (Shares)	% of the total number of valid votes casted
NIL	NIL	NIL

(iii) Invalid Votes:

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

II. Resolution No. 2:-

To declare dividend on Equity Shares.

(i) Voted in favour of the resolution:

Numbers of members voted through Postal Ballot.	Numbers of Votes casted (Shares)	% of the total number of valid votes casted
9	15381726	100

(ii) Voted against the resolution:

Numbers of members voted through Postal Ballot.	Numbers of Votes casted (Shares)	% of the total number of valid votes casted
NIL	NIL	NIL

(iii) Invalid Votes:

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

III. Resolution No. 3:-

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

(i) Voted in favour of the resolution:

Numbers of members voted through Postal Ballot.	Numbers of Votes casted (Shares)	% of the total number of valid votes casted
9	15381726	100

(ii) Voted against the resolution:

Numbers of members voted through Postal Ballot.	Numbers of Votes casted (Shares)	% of the total number of valid votes casted
NIL	NIL	NIL

(iii) Invalid Votes:

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

IV. Resolution No. 4:-

To appoint a Director in place of Smt. 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 through Postal Ballot.	Numbers of Votes casted (Shares)	% of the total number of valid votes casted
9	15381726	100

(ii) Voted against the resolution:

Numbers of members voted through Postal Ballot.	Numbers of Votes casted (Shares)	% of the total number of valid votes casted
NIL	NIL	NIL

(iii) Invalid Votes:

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

V. Resolution No.5 :-

“RESOLVED THAT pursuant to the provisions of section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder, as amended from time to time, the appointment of M/s Deloitte Haskins & Sells, Chartered Accountants, (Firm Registration No. 015125N), as Statutory Auditors of the Company till the conclusion of 54th Annual General Meeting (AGM) to be held in the year 2018, which was subject to ratification at every AGM, be and is hereby ratified to hold the office from the conclusion of this AGM till the conclusion of the 53rd AGM of the Company to be held in the year 2017, at such remuneration plus service tax and out of pocket expenses, as shall be fixed by the Board of Directors of the Company”.

(i) Voted in favour of the resolution:

Numbers of members voted through Postal Ballot.	Numbers of Votes casted (Shares)	% of the total number of valid votes casted
9	15381726	100

(ii) Voted against the resolution:

Numbers of members voted through Postal Ballot.	Numbers of Votes casted (Shares)	% of the total number of valid votes casted
NIL	NIL	NIL

(iii) Invalid Votes:

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

VI. Resolution No.6:-

“RESOLVED THAT M/s Chandra Wadhwa & Co., Cost Accountants, (Firm Registration No. 00239) appointed by the Board of Directors as Cost Auditors of the Company for the financial year ending March 31, 2017 be paid remuneration of Rs. 2.5 lacs plus service tax.”

(i) Voted in favour of the resolution:

Numbers of members voted through Postal Ballot.	Numbers of Votes casted (Shares)	% of the total number of valid votes casted
9	15381726	100

(ii) Voted against the resolution:

Numbers of members voted through Postal Ballot.	Numbers of Votes casted (Shares)	% of the total number of valid votes casted
NIL	NIL	NIL

(iii) Invalid Votes:

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

VII. Resolution No.7:-

“RESOLVED THAT Dr. Alexander Sagel (DIN 06748776), who was appointed by the board as a “Director in casual Vacancy” with effect from 30.10.2013 and who holds office upto the date of this Annual General Meeting of the Company in terms of section 161 of the Companies Act, 2013 (“Act”), and in respect of whom the company has received a notice in writing from a member under section 160 of the Act proposing his candidature for the office of a Director of the Company, be and is hereby appointed a Director of the Company”.

(i) Voted in favour of the resolution:

Numbers of members voted through Postal Ballot.	Numbers of Votes casted (Shares)	% of the total number of valid votes casted
9	15381726	100

(ii) Voted against the resolution:

Numbers of members voted through Postal Ballot.	Numbers of Votes casted (Shares)	% of the total number of valid votes casted
NIL	NIL	NIL

(iii) Invalid Votes:

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

VIII. Resolution No.8:-

“RESOLVED THAT, pursuant to the provisions of section 203, 197, 198 and other applicable provisions of the Companies Act, 2013, and rules framed thereunder, the re-appointment of Shri R. Srinivasan (DIN 00124760) as Joint Managing Director of the Company for a period of 5 years w.e.f. 01.02.2016 on the terms and remuneration, as set out in the Explanatory Statement attached to this notice be and is hereby approved”.

(i) Voted in favour of the resolution:

Numbers of members voted through Postal Ballot.	Numbers of Votes casted (Shares)	% of the total number of valid votes casted
9	15381726	100

(ii) Voted against the resolution:

Numbers of members voted through Postal Ballot.	Numbers of Votes casted (Shares)	% of the total number of valid votes casted
NIL	NIL	NIL

(iii) Invalid Votes:

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

I have scrutinized the ballot papers and maintained registers in which necessary entries have been made in accordance with the Companies (Management and Administration) Rules, 2014.

Thanking you

Yours faithfully

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

Dated: 27th June 2016
Place: New Delhi

DEEPAK JUNEJA
Company Secretaries

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

To,
The Chairman
Shriram Pistons & Rings Limited
3rd 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 and the postal ballot forms received from the shareholders who do have access to e-voting.

I, Deepak Juneja, Practising Company Secretaries, had been appointed as the scrutinizer by the Board of Directors of Shriram Pistons & Rings Limited vide resolution dated 07th May, 2016, pursuant to Section 108 of the Companies Act, 2013, to conduct the electronic voting process and to scrutinize the postal ballot forms received from the shareholders in respect of the below mentioned resolutions to be passed at the 52nd Annual General Meeting of the company to be held on 25th June, 2016.

The Notice dated May 07, 2016 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 25th June, 2016.

The Company has availed the e-voting facility offered by Central Depository Services Limited (CDSL) for conducting e-voting by the shareholders of the Company. The Company has also provided voting by postal ballot papers to the members who do not have access to e-voting facility.

The Shareholders of the Company holding shares as on "the cut-off" date i.e. 18th June, 2016, were entitled to vote on the proposed resolutions as set out at items nos. 1 to 8 in the Notice of the 52nd AGM of Shriram Pistons & Rings Limited.

The voting period for e-voting commenced on Wednesday, June 22, 2016 and ended on Friday, June 24, 2016 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. Votes cast through postal ballot forms received upto June 24th, 2016 were considered.

I have Scrutinized and reviewed the voting through electronic means and physical mode and votes tendered therein based on the data downloaded from the Central Depositories Services Limited (CDSL), e-voting system and the ballot forms received respectively.

I now submit my Report as under on the result of the voting through electronic means and physical mode 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, 2016 and the Report of Directors' and Auditors' thereon.

(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	7	5366912	100
Postal Ballot	9	15381726	100
Total	16	20748638	100

(ii) Voted against the resolution:

	Numbers of members voted	Numbers of Votes casted (Shares)	% of the total number of valid votes casted
E-Voting	NIL	NIL	NIL
Postal Ballot	NIL	NIL	NIL
Total	NIL	NIL	NIL

(iii) Invalid Votes:

	Total Number of members whose votes were declared invalid	Total number of votes casted (Shares)
E-Voting	NIL	NIL
Postal Ballot	NIL	NIL
Total	NIL	NIL

II. Resolution No. 2:-

To declare dividend on Equity Shares

(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	7	5366912	100
Postal Ballot	9	15381726	100
Total	16	20748638	100

(ii) Voted against the resolution:

	Numbers of members voted	Numbers of Votes casted (Shares)	% of the total number of valid votes casted
E-Voting	NIL	NIL	NIL
Postal Ballot	NIL	NIL	NIL
Total	NIL	NIL	NIL

(iii) Invalid Votes:

	Total Number of members whose votes were declared invalid	Total number of votes casted (Shares)
E-Voting	NIL	NIL
Postal Ballot	NIL	NIL
Total	NIL	NIL

III. Resolution No. 3:-

To appoint a Director in place of Shri Luv D. Shriram (DIN 00051065), who retires by Rotation and being eligible, offers himself for re-appointment.

(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	7	5366912	100
Postal Ballot	9	15381726	100
Total	16	20748638	100

(ii) Voted against the resolution:

	Numbers of members voted	Numbers of Votes casted (Shares)	% of the total number of valid votes casted
E-Voting	NIL	NIL	NIL
Postal Ballot	NIL	NIL	NIL
Total	NIL	NIL	NIL

(iii) Invalid Votes:

	Total Number of members whose votes were declared invalid	Total number of votes casted (Shares)
E-Voting	NIL	NIL
Postal Ballot	NIL	NIL
Total	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.

(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	7	5366912	100
Postal Ballot	9	15381726	100
Total	16	20748638	100

(ii) Voted against the resolution:

	Numbers of members voted	Numbers of Votes casted (Shares)	% of the total number of valid votes casted
E-Voting	NIL	NIL	NIL
Postal Ballot	NIL	NIL	NIL
Total	NIL	NIL	NIL

(iii) Invalid Votes:

	Total Number of members whose votes were declared invalid	Total number of votes casted (Shares)
E-Voting	NIL	NIL
Postal Ballot	NIL	NIL
Total	NIL	NIL

V. Resolution No.5:-

“RESOLVED THAT pursuant to the provisions of section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder, as amended from time to time, the appointment of M/s Deloitte Haskins & Sells, Chartered Accountants, (Firm Registration No. 015125N), as Statutory Auditors of the Company till the conclusion of 54th Annual General Meeting (AGM) to be held in the year 2018, which was subject to ratification at every AGM, be and is hereby ratified to hold the office from the conclusion of this AGM till the conclusion of the 53rd AGM of the Company to be held in the year 2017, at such remuneration plus service tax and out of pocket expenses, as shall be fixed by the Board of Directors of the Company”.

(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	7	5366912	100
Postal Ballot	9	15381726	100
Total	16	20748638	100

(ii) Voted against the resolution:

	Numbers of members voted	Numbers of Votes casted (Shares)	% of the total number of valid votes casted
E-Voting	NIL	NIL	NIL
Postal Ballot	NIL	NIL	NIL
Total	NIL	NIL	NIL

(iii) Invalid Votes:

	Total Number of members whose votes were declared invalid	Total number of votes casted (Shares)
E-Voting	NIL	NIL
Postal Ballot	NIL	NIL
Total	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, 2017 be paid remuneration of Rs. 2.5 lacs plus service tax.”

(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	7	5366912	100
Postal Ballot	9	15381726	100
Total	16	20748638	100

(ii) Voted against the resolution:

	Numbers of members voted	Numbers of Votes casted (Shares)	% of the total number of valid votes casted
E-Voting	NIL	NIL	NIL
Postal Ballot	NIL	NIL	NIL
Total	NIL	NIL	NIL

(iii) Invalid Votes:

	Total Number of members whose votes were declared invalid	Total number of votes casted (Shares)
E-Voting	NIL	NIL
Postal Ballot	NIL	NIL
Total	NIL	NIL

VII. Resolution No.7:-

“RESOLVED THAT Dr. Alexander Sagel (DIN 06748776), who was appointed by the board as a “Director in casual Vacancy” with effect from 30.10.2013 and who holds office upto the date of this Annual General Meeting of the Company in terms of section 161 of the Companies Act, 2013 (“Act”), and in respect of whom the company has received a notice in writing from a member under section 160 of the Act proposing his candidature for the office of a Director of the Company, be and is hereby appointed a Director of the Company”.

(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	7	5366912	100
Postal Ballot	9	15381726	100
Total	16	20748638	100

(ii) Voted against the resolution:

	Numbers of members voted	Numbers of Votes casted (Shares)	% of the total number of valid votes casted
E-Voting	NIL	NIL	NIL
Postal Ballot	NIL	NIL	NIL
Total	NIL	NIL	NIL

(iii) Invalid Votes:

	Total Number of members whose votes were declared invalid	Total number of votes casted (Shares)
E-Voting	NIL	NIL
Postal Ballot	NIL	NIL
Total	NIL	NIL

VIII. Resolution No.8:-

“RESOLVED THAT, pursuant to the provisions of section 203, 197, 198 and other applicable provisions of the Companies Act, 2013, and rules framed thereunder, the re-appointment of Shri R. Srinivasan (DIN 00124760) as Joint Managing Director of the Company for a period of 5 years w.e.f. 01.02.2016 on the terms and remuneration, as set out in the Explanatory Statement attached to this notice be and is hereby approved”.

(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	7	5366912	100
Postal Ballot	9	15381726	100
Total	16	20748638	100

(ii) Voted against the resolution:

	Numbers of members voted	Numbers of Votes casted (Shares)	% of the total number of valid votes casted
E-Voting	NIL	NIL	NIL
Postal Ballot	NIL	NIL	NIL
Total	NIL	NIL	NIL

(iii) Invalid Votes:

	Total Number of members whose votes were declared invalid	Total number of votes casted (Shares)
E-Voting	NIL	NIL
Postal Ballot	NIL	NIL
Total	NIL	NIL

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,

Sd/-
Deepak Juneja
Practising Company Secretary
FCS: 6895 CP: 4371

Date: 27th June, 2016
Place: New Delhi

