



**SHRIRAM**

## SHRIRAM PISTONS & RINGS LTD.

Regd. Office: 3<sup>rd</sup> Floor, Himalaya House, 23, Kasturba Gandhi Marg, New Delhi -110 001  
Tel.: +91 11 2331 5941 Fax: +91 11 2331 1203, Website: www.shrirampistons.com  
E-mail: spr.exports@shrirampistons.com  
CIN: L29112DL1963PLC004084, PAN: AAACS0229G

### NOTICE

The 53<sup>rd</sup> Annual General Meeting of the Company will be held on Friday, 7<sup>th</sup> July, 2017 at 4:30 P.M. at Hotel The Lalit, Barakhamba Avenue, Connaught Place, New Delhi (Route map of venue is enclosed), to transact the following business: -

1. To consider and adopt the annual financial statements (standalone and consolidated) of the Company for the financial year ended March 31, 2017 and the Report of Directors' and Auditors' thereon.
2. To declare dividend on Equity Shares.
3. To appoint a Director in place of Shri Pradeep Dinodia (DIN 00027995), who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Shri M. Sekimoto (DIN 00452082), who retires by rotation and being eligible, offers himself for re-appointment.
5. 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 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 54<sup>th</sup> 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 54<sup>th</sup> AGM of the Company to be held in the year 2018, at such remuneration plus applicable taxes and out of pocket expenses, as shall be fixed by the Board of Directors of the Company".
6. 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, 2018 be paid remuneration of Rs. 2.5 lacs plus applicable taxes."

By the Order of the Board,  
For Shriram Pistons & Rings Ltd.

Sd/-  
(R.SRINIVASAN)  
Company Secretary  
F-4034

3<sup>rd</sup> Floor, Himalaya House,  
23, K.G. Marg, New Delhi-110001

New Delhi  
May 12, 2017

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| <ol style="list-style-type: none"><li>1. Members wishing to ask for information about the Accounts are requested to write one week in advance.</li><li>2. Please note that only member(s)/ proxies/ authorized representatives with attendance slips will be allowed in the area where AGM/ related functions will be held.</li></ol> |
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## NOTES TO NOTICE OF MEETING

1. The relevant details of persons seeking appointment/re-appointment relating to Item Nos. 3 and 4 of the Notice are also annexed.

### 2. PROXIES

**A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PROXY MAY BE SENT IN THE ENCLOSED FORM AND IN ORDER TO BE EFFECTIVE MUST REACH THE REGISTERED OFFICE OF THE COMPANY ATLEAST 48 HOURS BEFORE THE MEETING.**

### 3. INTRODUCTION OF REMOTE E-VOTING AND VOTING THROUGH POSTAL BALLOT

Pursuant to section 108 of the Companies Act, 2013 and rules made thereunder, the Shareholders may exercise their vote on all resolutions set forth in this Notice through electronic means.

The facility for voting by polling paper shall be made available at the meeting and shareholders attending the meeting who have not casted their vote by remote e-voting or postal ballot shall be able to exercise their voting right at the meeting.

The shareholders who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.

#### **Instructions to members for remote e-voting:**

- (i) Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- (ii) Click on "Shareholders" tab
- (iii) Now, select the "COMPANY NAME" from the drop down menu and click on "SUBMIT"
- (iv) Now Enter your User ID
  - a) For CDSL: 16 digits beneficiary ID,
  - b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c) Members holding shares in Physical Form should enter their Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login
- (vi) If members are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user (holding shares in Demat Form or Physical Form), please follow the steps given below to complete the login process:
  - a) Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)  
  
Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and 8 digits of the sequence number (affixed in this notice) in the PAN Field. In case the sequence number is less than 8 digits

enter the applicable number of zero's before the number after the first two characters of the name in CAPITAL letters. eg: If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.

- b) Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format, OR

Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio, OR

In case the DOB or Dividend Bank Details are not recorded with the depository or company, please enter the Folio number/ DP id and Client id in the Dividend Bank details field.

- (viii) After entering these details appropriately, click on "SUBMIT" tab
- (ix) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form (who do not have existing password) will now reach 'Password Creation' menu wherein they are required to mandatorily create their password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, and that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the individual details given in the notice can be used only for remote e-voting on the resolutions contained in this Notice.
- (xi) Click on the Electronic Voting Sequence Number (EVSN) (affixed in this notice) for Shriram Pistons and Rings Limited.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page
- (xvii) If Demat account holder has forgotten the password, then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Additional instructions for Institutional shareholders:
- a) Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
  - b) They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and [deepakjuneja111@gmail.com](mailto:deepakjuneja111@gmail.com).
  - c) After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.

- d) The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- e) They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

**Notes:**

- i) Remote e-voting facility shall remain open from 04.07.2017 (10:00 AM) to 06.07.2017 (5:00 PM) during which the shareholders holding shares as on record date (either in demat or in physical form) may cast their vote provided that once the vote on a resolution is cast by the member, he shall not be allowed to change it subsequently or cast the vote again.
- ii) The shareholders who may not have access to this facility may cast their vote through postal ballot in ballot form enclosed with this notice. The Ballot form, complete in all respects in the attached self addressed envelopes, should reach the Scrutinizer appointed by the Company by 06.07.2017 (5:00 pm) after which the votes casted through such form shall not be considered.  
In case a Member is desirous of obtaining a duplicate Ballot Form, he may write a letter to the company mentioning his Folio/DP ID and Client ID No. However, the duly completed Ballot Form should reach the Scrutinizer appointed by the Company not later than 06.07.2017 (5:00 pm).
- iii) Any person who acquires shares of the Company and becomes member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. 30.06.2017 may obtain the login Id and password by sending a request at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and [deepakjuneja111@gmail.com](mailto:deepakjuneja111@gmail.com). However, if you are already registered with CDSL for remote e-voting then you can use your existing user ID and password for casting your vote.
- iv) Right of voting shall be given to members holding shares as on cut-off date (i.e. 30.06.2017). Any person who is not a Member as on the cut-off date should treat this Notice for information purposes only.
- v) Members may cast their vote separately for each business to be transacted in the Annual General Meeting. They may also elect not to vote on some resolution(s).  
A member can opt for only one mode of voting i.e. either through remote e-voting or by postal ballot. If a member cast votes by both modes, then voting through remote e-voting shall prevail and postal ballot shall be treated as invalid.
- vi) In case of joint holders, Login id and password shall be sent to the first holder of the shares. Accordingly, the vote casted using the Login id and password sent to first holder is recognized on behalf of all the joint holders.
- vii) Mr. Deepak Juneja, Practicing Company Secretary (Membership No. F 6895), has been appointed as the scrutinizer to the e-voting process (including the ballot form for members who do not have access to remote e-voting process), who shall unblock the votes in presence of at least two witnesses not in the employment of the Company and prepare and submit its report of the votes cast in favour or against to the Chairman of the Annual General Meeting within 48 hours from the conclusion of the meeting.
- viii) The results declared along with scrutinizer's report shall be placed on the website of Company and CDSL immediately after the result is declared by the Chairman.

- ix) Subject to receipt of sufficient votes, the resolution shall be deemed to be passed on the date of Annual General Meeting.
- x) In case of any query, shareholders may refer FAQs available at <https://evotingindia.com> or may write to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- xi) Notice of the meeting is also displayed on [www.shrirampistons.com](http://www.shrirampistons.com) and [www.cdslindia.com](http://www.cdslindia.com)
- xii) User manual for electronic voting is available at [www.cdslindia.com](http://www.cdslindia.com).

#### **4. CLOSURE OF REGISTER OF MEMBERS & DIVIDEND**

The Board has recommended dividend of Rs. 7.00 per equity share, including Interim Dividend of Rs. 3.00 per share already paid, on equity shares for the year ended March 2017.

The Register of Members and the Share Transfer Books of the Company will remain closed from 30.06.2017 to 07.07.2017 (both days inclusive) for the purpose of determining entitlement of dividend, if any, declared by the Company to those members whose name stand on the Register of Members as on 07.07.2017. The dividend in respect of shares held in electronic form will be payable to the beneficial owners as at the end of business hours on 29.06.2017 as per the details furnished by the Registrar and Transfer Agent of the Company.

#### **5. UNPAID/UNCLAIMED DIVIDEND**

Pursuant to Section 205A of the Companies Act, 1956 and the Rules made thereunder, the dividends up to the financial year 1995-96, which remained unpaid/ unclaimed, had been transferred to the General Revenue Account of the Central Government. The Members, who have not claimed their dividend for the said period so far, may claim the amount from the Registrar of Companies, NCT of Delhi and Haryana, 4<sup>th</sup> Floor, IFCI Tower, 61, Nehru Place, New Delhi.

Pursuant to the amended provisions of Section 205A of the Companies Act, 1956, which came into effect from 31.10.1998, the Company is obliged to transfer any amount lying in the unpaid dividend account which remains unpaid or unclaimed for a period of 7 years from the date of such transfer to the unpaid account to the credit of Investor Education and Protection Fund (the Fund). The Company has already transferred the unpaid dividend from 1996-97 up to the financial year 2008-09 to the Fund. Unclaimed final dividend for the financial year 2009-10 is becoming due to be transferred to the Fund on 02.08.2017.

Please note that no claim shall lie against the Company or the Fund in respect of individual amounts of dividend, once the same is transferred to the Fund. In view of this, the Members of the Company who have not yet encashed their dividend warrant(s) for the financial year 2009-10 and thereafter may write to the Company immediately.

#### **6. RE- APPOINTMENT OF DIRECTORS:**

At the ensuing Annual General Meeting, Shri Pradeep Dinodia and Shri M. Sekimoto, Directors, retire by rotation and being eligible offer themselves for re-appointment.

**: EXPLANATORY STATEMENT U/S 102 OF THE COMPANIES ACT, 2013**

**ITEM NO. 6**

The Board, on the recommendation of the Audit Committee, has approved appointment of M/s Chandra Wadhwa & Co., Cost Accountants, New Delhi, as Cost Auditors of the company at a remuneration of Rs. 2.5 lacs plus applicable taxes for the Financial Year 2017-18.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the shareholders of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 6 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2018.

None of the Directors or Key Managerial Personnel (KMP) or their relatives are interested in the Resolution.

The shareholders are requested to approve the remuneration of the Cost Auditors.

**: INSPECTION**

Documents pertaining to accompanying notice are open for inspection at the Registered Office of the Company on any working day between 10:00 am to 12:00 noon and shall also be available at the meeting.

By the Order of the Board,  
For Shriram Pistons & Rings Ltd.

Sd/-  
(R.SRINIVASAN)  
Company Secretary  
F-4034

New Delhi  
May 12, 2017

3<sup>rd</sup> Floor, Himalaya House,  
23, K.G. Marg, New Delhi-110001



**DETAILS OF PERSONS SEEKING APPOINTMENT/RE-APPOINTMENT AS DIRECTORS AT THE ANNUAL GENERAL MEETING**

<b>Name of the Director</b>	Shri Pradeep Dinodia	Shri M. Sekimoto
<b>Date of Birth</b>	02.12.1953	06.03.1955
<b>Nationality</b>	Indian	Japanese
<b>Date of appointment in the Board of the company</b>	16.05.2003	17.10.2003
<b>Occupation/ Expertise in Functional Area</b>	<ul style="list-style-type: none"> <li>- Practicing Chartered Accountant</li> <li>- Chairman and Managing Partner of M/s S.R. Dinodia &amp; Company LLP, an audit firm of repute</li> <li>- Independent Director of large Public Listed Companies such as Hero Motocorp Limited, DCM Shriram Limited, DFM Foods Limited, JK Lakshmi Cement Limited, Also Chairman of Audit Committee of some of the Companies.</li> <li>- Co-authored a book "Transfer Pricing Demystified"</li> <li>- Expertise in Tax Litigation, Accounting, Succession Planning and Corporate Governance</li> </ul>	<ul style="list-style-type: none"> <li>- Bachelor of Economics from Seikei University, Japan</li> <li>- Working with Riken Corporation since 1977</li> <li>- Wide experience in various overseas operations and international trade</li> <li>- He is at present Director on the Board of Riken Corporation, Japan.</li> </ul>
<b>Directorships held in other companies</b>	<ul style="list-style-type: none"> <li>- DCM Shriram Ltd.</li> <li>- DFM Foods Ltd.</li> <li>- Hero MotoCorp Ltd.</li> <li>- Hero Fincorp Ltd.</li> <li>- JK Lakshmi Cement Ltd.</li> <li>- SPR International Auto Exports Ltd.</li> <li>- ANG Housing Developers Pvt. Ltd.</li> <li>- Hero Corporate Services Pvt. Ltd.</li> <li>- Shriram Veritech Solutions Pvt. Ltd.</li> </ul>	<ul style="list-style-type: none"> <li>- Amtek Riken Casting Pvt. Ltd.</li> </ul>
<b>Chairman/ Member of the Committee(s) of the Board of Directors of the Company</b>	<p><b><u>Chairman:</u></b></p> <ul style="list-style-type: none"> <li>- Risk Management Committee</li> <li>- CSR Committee</li> </ul> <p><b><u>Member:</u></b></p> <ul style="list-style-type: none"> <li>- Audit Committee</li> <li>- Nomination &amp; Remuneration Committee</li> <li>- Stakeholders' Relationship Committee</li> </ul>	NIL
<b>Chairman/ Member of the Committee(s) of the Board of Directors of other Companies in which he is a Director</b>	<p><b><u>Chairman:</u></b></p> <ul style="list-style-type: none"> <li>- <b>Audit Committee</b></li> <li>1. Hero MotoCorp Ltd.</li> <li>2. DFM Foods Ltd.</li> <li>3. Hero Corporate Service Pvt. Ltd</li> <li>- <b>Stakeholders' Relationship Committee</b></li> <li>1. DCM Shriram Ltd.</li> </ul> <p><b><u>Member:</u></b></p> <ul style="list-style-type: none"> <li>- <b>Audit Committee:</b></li> <li>1. DCM Shriram Ltd.</li> <li>- <b>Nomination &amp; Remuneration Committee:</b></li> <li>1. Hero MotoCorp Ltd.</li> <li>2. DCM Shriram Ltd.</li> <li>3. DFM Foods Ltd</li> <li>4. Hero Corporate Service Pvt. Ltd.</li> <li>- <b>CSR Committee:</b></li> <li>1. Hero MotoCorp Ltd.</li> <li>2. DCM Shriram Ltd.</li> <li>3. JK Lakshmi Cement Ltd.</li> <li>4. Hero Corporate Service Pvt. Ltd.</li> <li>- <b>Risk Management Committee:</b></li> <li>1. Hero MotoCorp Ltd.</li> </ul>	NIL
<b>No. of Shares held by the Director of the Company</b>	NIL	NIL

# ROUTE MAP OF AGM VENUE

Hotel The Lalit, Barakhamba Avenue, Connaught Place, New Delhi-110001

