

SHRIRAM PISTONS & RINGS LTD.

Regd. Office: 3rd 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: compliance.officer@shrirampistons.com
CIN: L29112DL1963PLC004084, PAN: AAACS0229G



NOTICE

The 57th Annual General Meeting of the Company will be held on Tuesday, 6th July, 2021 at 4:00 P.M. Indian Standard Time ("IST") through Video Conferencing/Other Audio-Visual Means ("VC/ OAVM") 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, 2021 and the Report of Directors' and Auditors' thereon.
2. To declare dividend on Equity Shares.
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.
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.
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."

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".
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".

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.”

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

Sd/-

(Naveen Agarwal)

Alternate Company Secretary

Membership No.: A-10343

3rd Floor, Himalaya House,

23, K.G. Marg, New Delhi-110001

New Delhi
June 2, 2021

NOTES TO NOTICE OF MEETING

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“the Act”) setting out material facts concerning the business under Item Nos. 5 to 8 of the accompanying Notice, is annexed hereto. The Board of Directors of the Company, through circular resolution dated 02.06.2021 considered that the special business under Item Nos. 5 to 8, being considered unavoidable, be transacted at the 57th AGM of the Company.
2. The relevant details of persons seeking appointment/re-appointment relating to item Nos. 3, 4, 6 and 7 of the Notice are annexed.
3. General Instructions for accessing and participating in the **57th AGM through VC/OAVM and voting through electronic means including remote e-voting: -**
 - i) 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 is being conducted through VC/OAVM, which does not require physical presence of members at a common venue. The deemed venue for the 57th AGM shall be the Registered Office of the Company i.e. 3rd Floor, Himalaya House, 23 Kasturba Gandhi Marg, New Delhi-110001.
 - ii) Since the AGM will be held through VC/OAVM, the Route Map is not annexed in this Notice.
 - iii) 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), Regulation 44 of Listing Regulations and MCA’s Circulars, the Company is providing facility of remote e-voting to its Members in respect of the businesses to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-voting Agency. The facility of casting votes by a member using remote e-voting as well as the e-voting on the date of the AGM will be provided by CDSL.
 - iv) Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination & Remuneration Committee and Stakeholders’ Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
 - v) The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
 - vi) A member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his / her behalf and the proxy need not be a member of the Company. Since the AGM is being held in accordance with the above circulars through VC/OAVM, the facility for appointment of proxies by the members will not be available. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members may be appointed for the purpose of voting through remote e-voting or for participation and voting in the meeting held through VC/OAVM.
 - vii) In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.shrirampistons.com under Investors’ Guide. The Notice can also be accessed from the website of National Stock Exchange of India Limited at www.nseindia.com. The AGM Notice is also disseminated on the website of CDSL (agency for providing the facility for Remote e-voting and e-voting during the AGM) i.e. www.evotingindia.com.

- viii) The AGM is being convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA 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.

4. INTRUCTIONS FOR SHAREHOLDRES FOR REMOTE E-VOTING ARE AS UNDER:

- i) Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the Shareholders.

In order to increase the efficiency of the voting process, SEBI vide Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, has decided to enable e-voting to all the demat account holders, **by way of a single login credential**, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- ii) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 Individual Shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and e-mail id in their demat accounts in order to access e-voting facility.
- iii) Pursuant to above SEBI Circular, Login method for e-voting and joining virtual meetings **for Individual Shareholders holding securities in Demat mode** is given below:

Type of Shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<p>1) Users who have opted for CDSL Easi / Easiest facility can login through their existing user id and password. Option will be made available to reach e-voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on Login icon and select New System Myeasi.</p> <p>2) After successful login the Easi / Easiest user will be able to see the e-voting Menu. On clicking the e-voting menu, the user will be able to see his/her holdings along with links of the respective e-voting service provider i.e. CDSL/NSDL/KARVY/LINK INTIME, as per information provided by Issuer / Company. Additionally, CDSL is providing links to e-voting Service Providers, so that the user can visit the e-voting service providers' site directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>4) Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & e-mail as recorded in the Demat Account. After successful authentication, user will be provided links for the respective ESP where the e-voting is in progress.</p>

<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-voting services. Click on “Access to e-voting under e-voting services and you will be able to see e-voting page. Click on company name or e-voting service provider name and you will be re-directed to e-voting service provider website for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for “IDeAS” Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Alternatively, you can directly access e-voting page https://www.evoting.nsdl.com/ and click on “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page. Click on company name or e-voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting.
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-voting facility. After Successful login, you will be able to see e-voting option. Once you click on e-voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting feature. Click on company name or e-voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned websites.

[Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL](#)

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cDSLindia.com or contact at 022- 23058738 and 022-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

iv) Login method for e-voting and joining virtual meeting for **Shareholders holding shares in physical form and Shareholders other than individuals viz. institutions/corporate Shareholders.**

- a) The Shareholders should log on to the e-voting website www.evotingindia.com.
- b) Click on “Shareholders” Tab.
- c) Now enter your User ID
 - i. For CDSL: 16 digits beneficiary ID,
 - ii. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - iii. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- d) Next enter the Image Verification as displayed and Click on Login.
- e) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- f) If you are a first-time user follow the steps given below:

For Shareholders holding shares in physical form and Shareholders other than individuals viz. institutions/corporate Shareholders	
PAN	<ul style="list-style-type: none"> • Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (applicable for shareholders holding shares in physical or demat form). 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 (given with this notice) in the PAN Field. In case the sequence number is less than 8 digits, please 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.
Date of Birth (DOB) OR	<ul style="list-style-type: none"> • 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
Dividend Bank Details	<ul style="list-style-type: none"> • 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.

- g) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- h) After entering these details appropriately, click on “SUBMIT” tab.
- i) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, Shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login 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, provided 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.
- j) For Shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

- k) Click on the Electronic Voting Sequence Number (EVSN) (given with this notice) for Shriram Pistons and Rings Limited.
- l) 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. Shareholders 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).
- m) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- n) 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.
- o) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- p) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- q) Additional instructions for **Non – Individual Shareholders and Custodians for Remote Voting**
 - i. Non-Individual Shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - ii. They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com and deepakjuneja111@gmail.com.
 - iii. After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - iv. The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - v. A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the Scrutinizer to verify the same.
 - vi. Alternatively, Non-Individual Shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; compliance.officer@shrirampistons.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the Scrutinizer to verify the same.

5. PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE COMPANY/ DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

In compliance with the circulars issued by MCA and SEBI, the Annual Report of 2020-21, the notice of 57th AGM and instructions for e-voting are being sent only through electronic mode to those Shareholders whose e-mail addresses are registered with the Company/Depository Participant(s).

All Shareholders (holding shares in demat or physical form) who have not updated their e-mail id with the Depository Participant/ Company are requested to update it at the earliest enabling the Company to send Notice of 57th AGM to be held on 06.07.2021 and Annual Report for the year 2020-21. **The process for updation of e-mail id is as under: -**

A. For Shareholders holding shares in demat form:

- 1. Please contact your Depository Participant with whom you are maintaining demat account and follow the process as advised by them, or
- 2. You may provide the following documents by sending e-mail to the Company at [**compliance.officer@shrirampistons.com**](mailto:compliance.officer@shrirampistons.com):

- i) Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID)
- ii) Name of Shareholder
- iii) Self-attested scanned copy of Client master or copy of Consolidated Account statement
- iv) Self-attested scanned copy of PAN card
- v) Self-attested scanned copy of Aadhar Card

B. Shareholders holding shares in physical form may provide the following documents by sending e-mail to the Company at **compliance.officer@shrirampistons.com**:

- i) Folio Number
- ii) Name of Shareholder
- iii) Scanned copy of the share certificate (front and back)
- iv) Self-attested scanned copy of PAN card
- v) Self-attested scanned copy of Aadhar Card

The Company shall co-ordinate with CDSL and provide the login credentials to the above mentioned Shareholders.

6. INSTRUCTIONS FOR SHAREHOLDERS ATTENDING AGM THROUGH VC/OAVM ARE AS UNDER:

- i) Shareholders will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-voting system. Shareholders may access the same at <https://www.evotingindia.com> under Shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in Shareholder/members login where the EVSN of Company will be displayed.
- ii) Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
- iii) Further, Shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- iv) Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- v) Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast **2 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at compliance.officer@shrirampistons.com. The Shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **2 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at compliance.officer@shrirampistons.com. These queries will be replied to by the Company suitably.

The Company reserves the right to limit the number of Members asking questions depending on the availability of time at the AGM.

- vi) Those Shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

7. INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM ARE AS UNDER:-

- i) The procedure for e-voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
- ii) Only those Shareholders, who are present in the AGM through VC/OAVM and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system available during AGM.
- iii) If any Votes are cast by the Shareholders through the e-voting available during the AGM and if the same Shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such

Shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the Shareholders attending the meeting.

- iv) Shareholders who have voted through Remote e-voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
- v) If you have any queries or issues regarding attending AGM & e-voting from the e-voting System, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or contact Mr. Nitin Kunder (022- 23058738) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).
- vi) All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

8. GENERAL GUIDELINES:

- i) Remote e-voting facility shall remain open from Saturday, 03.07.2021 (10:00 AM) to Monday, 05.07.2021 (5:00 PM) during which the Members holding shares as on cut-off date (either in demat or in physical form) may cast their vote(s). No voting will be allowed beyond 5:00 PM on Monday, 05.07.2021. The e-voting module shall be disabled by CDSL for voting thereafter. A member will not be allowed to vote again on any resolution on which vote has already been cast. The voting rights of members shall be proportionate to their share of the paid-up equity share capital of the Company as on the **cut-off date i.e. as on 29.06.2021**.
- ii) Right of voting shall be given to Members holding shares as on cut-off date (i.e. 29.06.2021). Any person who is not a Member as on the cut-off date should treat this Notice for information purposes only.
- 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. 29.06.2021 may obtain the login id and password by sending a request at helpdesk.evoting@cdslindia.com and deepakjuneja111@gmail.com.
- iv) 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).
- v) In case of joint holders, Login id and password shall be sent to the first holder of the shares. Accordingly, the vote cast using the Login id and password sent to first holder is recognized on behalf of all the joint holders.
- vi) Mr. Deepak Juneja, Practicing Company Secretary (Membership No. F 6895) has been appointed as the Scrutinizer to the remote e-voting process and voting to be conducted at the meeting. He shall, within 2 days of conclusion of the AGM, submit a Consolidated Scrutinizer’s Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized who shall countersign the same and declare the results of voting forthwith.
- vii) The results declared along with Scrutinizer’s report shall be placed on the website of Company viz. www.shrirampistons.com under “Investor’s Guide” and CDSL viz. www.cdslindia.com and shall also be displayed at Company’s registered office immediately after the result is declared by the Chairman, or in his absence, any other person authorized by him, on 08.07.2021 by 5:30 PM.
- viii) Subject to receipt of sufficient votes, the resolution shall be deemed to be passed on the date of Annual General Meeting.
- ix) User manual for electronic voting is available at www.cdslindia.com.
- x) Pursuant to Finance Act, 2020, dividend income will be taxable in the hands of the Shareholders w.e.f. 1st April 2020 and the Company is required to deduct tax at source (“TDS”) from dividend paid to the Members at prescribed rates in the Income Tax Act, 1961 (“the IT Act”). In general, to enable compliance with TDS requirements, Members are requested to complete and / or update their Residential Status, PAN, Category as per the IT Act with their Depository Participants or in case shares are held in physical form, with the Company by sending email to the Company’s email address at compliance.officer@shrirampistons.com.
- xi) Members who have not updated their Bank Account details with the Company/ Depository Participant are requested to do so at the earliest, enabling Company to remit the future dividends directly in their Bank Account.

Members holding shares in demat form may get their Bank Account details updated with the Depository Participant with whom they are maintaining demat account and Shareholders holding Shares in physical form may download ECS Mandate form from Company's website viz. www.shrirampistons.com under "Investors' Guide" or may write to Company at compliance.officer@shrirampistons.com for getting ECS mandate form on their e-mail.

9. CLOSURE OF REGISTER OF MEMBERS & DIVIDEND

The Board has recommended that interim dividend of Rs. 6 per equity share, already paid to Equity Shareholders, be treated as final dividend for the year ended March 2021.

The Register of Members and the Share Transfer Books of the Company will remain closed from 30.06.2021 to 06.07.2021 (both days inclusive).

10. UNPAID/UNCLAIMED DIVIDEND

Pursuant to the provisions of Section 124 of the Companies Act, 2013, the Company is required 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 up to the financial year 2012-13 to the Fund. Unclaimed final dividend for the financial year 2013-14 is becoming due to be transferred to the Fund **on 04.09.2021**.

Please note that no claim shall lie against the Company in respect of individual amounts of dividend, once the same is transferred to the Fund. In view of this, the Members who have not yet encashed their final dividend warrant(s) for the financial year 2013-14 and thereafter may write to the Company immediately.

Till date, the Company has also transferred 14,800 Nos. Equity Shares, pertaining to 11 Members, in respect of which dividends have not been claimed by the Shareholders for a period of seven consecutive years to the Demat Account of the Investor Education and Protection Fund (IEPF) Authority.

11. RE- APPOINTMENT OF DIRECTORS:

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

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

ITEM NO. 5

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. 290 Thousand plus applicable taxes for the Financial Year ending March 31, 2022.

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 Members of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 5 of the Notice for ratification of the remuneration payable to the Cost Auditors for the Financial Year ending March 31, 2022.

None of the Directors or Key Managerial Personnel (KMP) or their relatives are interested in the Resolution at Item No. 5 of the Notice.

The Board recommends to the Shareholders, the payment of remuneration of Rs. 290 Thousand plus applicable taxes to Cost Auditors for the Financial Year ending March 31, 2022.

The remuneration of the Cost Auditors is for Shareholders' approval.

ITEM NO. 6

Based on the recommendation of the Nomination & Remuneration Committee, the Board, in its meeting of 30.03.2021, had appointed Shri Sascha Putz as Director in the casual vacancy w.e.f. 30.03.2021, caused pursuant to resignation of Dr. Peter Neu.

Shri Sascha Putz was Alternate Director to Dr. Peter Neu and has long and varied experience. In addition, he has considerable exposure to international operations and has proven record in general management.

Shri Sascha Putz has given (i) his consent in writing to act as a Director in Form DIR-2, pursuant to Rule 8 of Companies (Appointment and Qualification of Directors) Rules, 2014, and (ii) intimation in Form DIR-8 in terms of Companies (Appointment and Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164(2) of the Companies Act, 2013.

A notice under Section 160(1) of Companies Act, 2013 has been received from a Member signifying her intention to propose Shri Sascha Putz's appointment as a Non-Executive Non- Independent Director.

The Board recommends to the Shareholders, the appointment of Shri Sascha Putz as a Non-Executive Non- Independent Director w.e.f. 30.03.2021.

In compliance with the provisions of Section 161 of the Companies Act, the appointment of Shri Sascha Putz as Non-Executive Non- Independent Director is now being placed before the Members in the Annual General Meeting for their approval.

None of the Directors or Key Managerial Personnel (KMP) or their relatives, except Shri Sascha Putz and his relatives, are concerned or interested in the Resolution at Item No. 6 of the Notice.

The appointment of Shri Sascha Putz as Non-Executive Non- Independent Director of the Company, whose office is liable to retire by rotation, is for Shareholders' approval.

ITEM NO. 7

Shri Shinichi Unno was appointed by Board of Directors as Non-Executive Independent Director in the casual vacancy caused consequent to resignation of Shri Kiyoto Tone, subject to allotment of Director's Identification Number (DIN) by Ministry of Corporate Affairs (MCA). The appointment shall be effective from the date of allotment of DIN by MCA.

Shri Shinichi Unno holds Bachelor's degree in Metallurgical Engineering from Tokai University. He is having over 31 years of long and varied experience. In addition, he has considerable exposure to international operations and proven record in general management.

The matter regarding appointment of Shri Shinichi Unno as Non-Executive Independent Director was placed before the Nomination & Remuneration Committee, and based on their recommendation, the Board, in its meeting of 07.05.2021, approved his appointment as Non-Executive Independent Director, subject to allotment of Director's Identification Number (DIN) by Ministry of Corporate Affairs (MCA). MCA has, on 31.05.2021, allotted DIN to Shri Shinichi Unno. Therefore, his appointment shall be effective from 31.05.2021 upto July 28, 2024 (i.e. upto the term of appointment of Shri Kiyoto Tone as approved by Shareholders in their meeting held on July 07, 2019).

He is a Non-Executive Independent Director of the Company and is considered as an Independent Director as defined under section 149(6) of the Companies Act, 2013 and rules framed thereunder.

As per the provisions of Section 149 of the Companies Act, 2013 ("Act"), an Independent Director shall hold office for a term up to five consecutive years on the Board of a company and is not liable to retire by rotation. Shri Shinichi Unno is being appointed as Non-Executive Independent Director in the casual vacancy caused due to resignation of Shri Kiyoto Tone. Therefore, his tenure of appointment shall be upto the period for which Shri Kiyoto Tone was appointed as Non-Executive Independent Director by the Shareholders. Shri Shinichi Unno has given (i) a declaration to the effect that he meets the criteria of independence as required under section 149(6) of the Act, (ii) his consent in writing to act as a Director in Form DIR-2, pursuant to Rule 8 of Companies (Appointment and Qualification of Directors) Rules, 2014, and (iii) intimation in Form DIR-8 in terms of Companies (Appointment and Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under section 164(2) of the Companies Act, 2013.

In the opinion of the Board, Shri Shinichi Unno fulfils the conditions specified in the Act and the Rules made there under for appointment as Independent Director and he is independent of the management.

The Board recommends to the Shareholders, the appointment of Shri Shinichi Unno as a Non-Executive Independent Director.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of Shri Shinichi Unno as Non-Executive Independent Director is now being placed before the Members in the Annual General Meeting for their approval.

A copy of the draft letter for the appointment of Shri Shinichi Unno setting out the terms and conditions would be available for inspection without any fee by the Members at the Company's registered office on any working day between 10:00 am to 12:00 noon and shall also be available at the meeting.

None of the Directors or Key Managerial Personnel (KMP) or relatives of Directors and KMP, except Shri Shinichi Unno and his relatives are concerned or interested in the Resolution at Item No. 7 of the Notice.

The appointment of Shri Shinichi Unno for a term upto 28th July, 2024 is for Shareholders' approval.

ITEM NO. 8

The Shareholders, in their meeting held on 11.08.2020, had approved payment of a sum not exceeding 1% of annual net profits of the Company calculated in accordance with the provisions of Section 198 of the Companies Act, 2013 to some or any of the Non- Executive Directors of the Company in such amounts or proportions and in such manner and in all respects as the Board may determine for a period of five years commencing from 1st April 2020 in the following manner: -

- i) Chairman - 0.6% of the net profits before tax
- ii) Other Directors - upto 0.4% of the net profits before tax

As per Section 197 of the Companies Act, 2013, the remuneration payable to the Non-Executive Directors cannot exceed 1% of the net profits of the Company, calculated in accordance with the provisions of Section 198 of the Companies Act, 2013, unless otherwise approved by the Shareholders by way of special resolution in general meeting.

Considering the contribution made by Non-Executive Directors, it is felt desirable to align the basis of calculation of Profit Commission payable to Non-Executive Directors in line with the basis of calculation being followed for Executive Directors.

In view of the above, the Board, on the recommendation of Nomination & Remuneration Committee, recommends to the Shareholders, payment of Profit Commission of a sum not exceeding 1% of annual profits of the Company before depreciation, donation and taxes to some or any of the Non-Executive Directors of the Company, for whole or proportionately for a part of each of its financial years from 1st April 2021 to 31st March 2025, to be distributed in the manner as approved by the Shareholders in their meeting held on 11.8.2020.

Regulation 17(6)(ca) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, requires every listed Company to seek approval from Shareholders every year, if the remuneration payable to a single Non-Executive Director exceeds fifty percent of total annual remuneration payable to all Non-Executive Directors.

The Board recommends to the Shareholders 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.

All Non-Executive Directors and their relatives are concerned or interested in the Resolution at Item No. 8 of the Notice. None of the Executive Directors or their relatives, except Shri Luv D. Shriram and his relatives, or Key Managerial Personnel (KMP) or their relatives, are concerned or interested in the Resolution at Item No. 8 of the Notice.

Remuneration of Non-Executive Directors as given above is for Shareholders' approval.

INSPECTION

The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the Members from the date of circulation of this Notice up to the date of AGM, i.e. 06.07.2021. Members seeking to inspect such documents can send an email to compliance.officer@shrirampistons.com.

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

Sd/-
(Naveen Agarwal)
Alternate Company Secretary
Membership No.: A-10343
3rd Floor, Himalaya House,
23, K.G. Marg, New Delhi-110001

New Delhi
June 2, 2021

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

Name of the Director	Ms. Meenakshi Dass	Shri Pradeep Dinodia	Shri Sascha Putz	Shri Shinichi Unno
Date of Birth/ Age	04-04-1964/ 57 Years	02-12-1953/ 67 Years	01-10-1972/ 48 Years	24-08-1966/ 54 Years
Nationality	Indian	Indian	German	Japanese
Date of appointment in the Board of the Company	28.03.2009	16.05.2003	29.05.2020 as Alternate Director to Dr. Peter Neu. 30.03.2021 appointed as Director in casual vacancy	Shri Shinichi Unno was appointed by Board of Directors as Non-Executive Independent Director in the casual vacancy caused consequent to resignation of Shri Kiyoto Tone, subject to allotment of Director's Identification Number (DIN) by Ministry of Corporate Affairs (MCA). The appointment shall be effective from the date of allotment of DIN by MCA i.e. 31.05.2021.
Number of Board Meetings attended during last year	7	7	-	NA
Qualifications/ Experience	- Degree in Textile Designing	- B.A. (Economics) Hons. from St. Stephens College, University of Delhi - LLB from University of Delhi - Fellow member of The Institute of Chartered Accountants of India	- Diploma in Industrial and Economical Engineering and in Production/ Manufacturing Engineering	- Bachelor's degree in Metallurgical Engineering from Tokai University.
Occupation/ Expertise in Functional Area	- She has vast experience in managing Company's affairs	- Practicing Chartered Accountant - Chairman and Managing Partner of M/s S.R. Dinodia & Company LLP, an audit firm of repute - Non-Executive Director of large Public Listed Companies such as Hero Motocorp Limited and DCM Shriram Limited - Co-authored a book "Transfer Pricing Demystified" - Expertise in Tax Litigation, Accounting, Succession Planning and Corporate Governance	- He has long and varied experience. In addition, he has considerable exposure to international operations and has proven record in general management	- He is having over 31 years of long and varied experience. In addition, he has considerable exposure to international operations and proven record in general management

Name of the Director	Ms. Meenakshi Dass	Shri Pradeep Dinodia	Shri Sascha Putz	Shri Shinichi Unno
Details of remuneration sought	All Non-Executive Directors are entitled to receive Sitting Fees and Profit Commission			
Remuneration last drawn	Details are provided in Corporate Governance Report annexed with the Board Report as Annexure-I			
Directorships held in other companies	<ul style="list-style-type: none"> - Pearey Lall & Sons (E.P.) Private limited - PLS Construction Equipment Limited - Wylie Indicators Limited - Sera Com Private Limited - Manisha Commercial Private Limited - SPR International Auto Exports Limited - Sarva Commercial Private Limited - Shabnam Commercial Private Limited - Heritage Desk Solutions Private Limited 	<ul style="list-style-type: none"> - Hero Motocorp Limited - DCM Shriram Limited - Hero Fincorp Limited 	NIL	NIL
Chairman/ Member of the Committee(s) of the Board of Directors of the Company	<p>Member:</p> <ul style="list-style-type: none"> - CSR Committee - Risk Management Committee 	<p>Chairman:</p> <ul style="list-style-type: none"> - CSR Committee - Risk Management Committee <p>Member:</p> <ul style="list-style-type: none"> - Audit Committee - Nomination and Remuneration Committee - Stakeholders' Relationship Committee 	NIL	NIL
Chairman/ Member of the Committee(s) of the Board of Directors of other Companies in which he/she is a Director	NIL	<p>Chairman:</p> <ul style="list-style-type: none"> - Stakeholder Relationship Committee: 1. Hero Motocorp Limited 2. DCM Shriram Limited 3. Hero FinCorp Limited 	NIL	NIL

Name of the Director	Ms. Meenakshi Dass	Shri Pradeep Dinodia	Shri Sascha Putz	Shri Shinichi Unno
		<ul style="list-style-type: none"> - Audit Committee: <ol style="list-style-type: none"> 1. DCM Shriram Limited 2. Hero FinCorp Limited - Nomination and Remuneration Committee: <ol style="list-style-type: none"> 1. DCM Shriram Limited 2. Hero FinCorp Limited - Risk Management Committee: <ol style="list-style-type: none"> 1. Hero Motocorp Limited 2. Hero FinCorp Limited - IT Strategic Committee: <ol style="list-style-type: none"> 1. Hero FinCorp Limited - Asset Liability Management Committee <ol style="list-style-type: none"> 1. Hero FinCorp Limited Member: - Audit Committee: <ol style="list-style-type: none"> 1. Hero Motocorp Limited - Nomination and Remuneration Committee: <ol style="list-style-type: none"> 1. Hero Motocorp Limited - CSR Committee: <ol style="list-style-type: none"> 1. Hero Motocorp Limited 2. Hero FinCorp Limited - Committee of Directors: <ol style="list-style-type: none"> 1. Hero Motocorp Limited 		

Name of the Director	Ms. Meenakshi Dass	Shri Pradeep Dinodia	Shri Sascha Putz	Shri Shinichi Unno
No. of Shares held by the Director of the Company	<ul style="list-style-type: none"> - 33,35,668* Equity shares held jointly as 1st holder - 33,35,668* Equity shares held jointly as 2nd holder - 11,35,860 Equity shares * In Capacity of Trustee- shares belongs to Deepak Shriram Family Benefit Trust - in addition, She holds 11,64,676 equity shares of the Company as beneficial owner. 	NIL	NIL	NIL
Relationship with other Directors/ KMPs	Shri Luv D. Shriram and Ms. Meenakshi Dass are related to each other and are promoters of the Company	NIL	NIL	NIL