

# 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: compliance.officer@shrirampistons.com  
CIN: L29112DL1963PLC004084, PAN: AAACS0229G



## NOTICE

The 59<sup>th</sup> Annual General Meeting of the Company will be held on Thursday, July 6, 2023 at 4:00 P.M. Indian Standard Time ("IST") through Video Conferencing/Other Audio-Visual Means ("VC/ OAVM") to transact the following businesses: -

1. To consider and adopt the annual financial statements (standalone and consolidated) of the Company for the financial year ended March 31, 2023, the Board's Report and Auditors' Report 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** for fixation of remuneration of Cost Auditors: -

**"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, 2024 be paid remuneration of Rs. 320 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** for the appointment of Shri Klaus Semke as a Non-Executive Non Independent Director of the Company: -

**"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 Klaus Semke (DIN: 10133032) who was appointed as Director of the Company w.e.f. May 1, 2023, in the casual vacancy, caused consequent to the resignation of Shri Sascha Putz (DIN: 08645364), 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 thereunder, as amended from time to time, provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to the recommendation of the Nomination & Remuneration Committee and the Board of Directors, and being eligible, offer himself for an 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 Klaus Semke'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** for the appointment of Statutory Auditors of the Company and fix their remuneration: -

**"RESOLVED THAT** pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, M/s Walker Chandiook & Co LLP, Chartered Accountants (Firm's Registration No. 001076N/N500013) who have confirmed their eligibility for appointment of Statutory Auditors in terms of Section 141 of the Companies Act, 2013 and applicable Rules be and are hereby appointed as Statutory Auditors of the Company to hold office for a period of 5 years, commencing from the conclusion of 59<sup>th</sup> Annual General Meeting (AGM) till the conclusion of 64<sup>th</sup> AGM to be held in the year 2028, on such remuneration as may be approved by the Audit Committee and/or Board of Directors of the Company in addition to applicable taxes and reimbursement of out of pocket expenses incurred by them.

**RESOLVED FURTHER THAT** the Board of Directors or Audit Committee thereof, be and are hereby severally authorised to decide and finalise the terms and conditions of appointment, including the remuneration of the Statutory Auditors."

8. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as **Special Resolution** for the creation of security on properties of the Company in favour of lenders: -

**“RESOLVED THAT** in supersession of the resolution passed by the members and pursuant to the provisions of Section 180(1) (a) and other applicable provisions, if any, of the Companies Act 2013, and the rules made thereunder (including any statutory modifications or re-enactments thereof for the time being in force), as amended from time to time, consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the ‘Board’ which term shall include any committee thereof for the time being exercising the powers conferred on the Board by this resolution) for mortgaging and/or charging and/or hypothecations as may be necessary, all or any of the movable or immovable properties wherever situated, both present and future, the whole or substantially whole of the undertaking or the undertakings of the Company for the purpose of securing any loan obtained or proposed to be obtained by the Company from the concerned lender(s)/financial institution(s) or persons, together with the interest, cost, charges, expenses and any other money payable under the respective arrangement to be entered into/to be entered by the Company to the concern lender(s).

**RESOLVED FURTHER THAT** the securities to be created by the Company as aforesaid may rank prior/pari passu/ subservient with/to the mortgages and/or charges already created or to be created in the future by the Company or in such other manner and ranking as may be thought expedient by the Board and as may be agreed to between the concerned parties.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds & things and to sign all such documents as may be necessary, expedient and incidental thereto to give effect to this resolution.”

9. To consider and, if thought fit, to pass, with or without modification(s), the following resolution, as a **Special Resolution** for payment of 0.6% of the profit commission to the Chairman for the Financial Year 2023-24: -

**“RESOLVED THAT** pursuant to provisions of Regulation 17(6)(ca) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, Section 197, 198 and Rules made thereunder and other applicable provisions, if any, of the Companies Act, 2013 and approval given by Members in their meeting held on 6.7.2021 to pay profit commission of upto 1% of annual profits of the Company (profit before depreciation, donation and taxes) 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 1<sup>st</sup> April 2021 to 31<sup>st</sup> March 2025, consent of the members be and is hereby accorded that out of the above profit Commission of upto 1% of annual profits, 0.6% be paid to the Chairman for the Financial Year 2023-24.”

10. To consider and, if thought fit, to pass, with or without modification(s), the following resolution, as an **Ordinary Resolution** for the issuance of Bonus Equity Shares: -

**“RESOLVED THAT** in accordance with the provisions of Section 63 of the Companies Act, 2013, read with the Companies (Share Capital and Debentures) Rules, 2014 and all other applicable provisions of the Companies Act, 2013, provisions of the Memorandum and Articles of Association of the Company and recommendation of the Board of Directors and subject to Regulations and guidelines issued by the Securities and Exchange Board of India (“SEBI”) i.e., SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“the ICDR Regulations”), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and other applicable regulations, rules and guidelines issued by SEBI and the Reserve Bank of India (“RBI”) from time to time, the enabling provisions of the Articles of Association of the Company and subject to such approvals, consents, permissions, conditions and sanctions as may be necessary from appropriate authorities and subject to such terms and modifications, if any, as may be specified while according such approvals and subject to acceptance of such conditions or modifications by the Board of Directors of the Company, consent of the Members be and is hereby accorded to the Board of Directors of the Company for capitalization of Rs. 22,02,49,120/- (Rupees Twenty Two Crore Two Lakh Forty Nine Thousand One Hundred and Twenty Only) standing to the credit of the capital redemption reserve account (preference share redemption reserve) or free reserves or retained earnings of the Company as determined by the Board as may be necessary, for the purpose of issue of bonus equity shares (“Bonus Shares”) of Rs 10/- (Rupees Ten Only) each, credited as fully paid-up bonus equity shares to the eligible Members of the Company holding equity shares of Rs 10/- (Rupees Ten Only) each of the Company whose names appear in the Register of Members of the Company / List of Beneficial Owners as received from the National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”) on the ‘Record Date’, in the proportion of 1 (One) new fully paid-up bonus equity share of Rs 10/- (Rupees Ten Only) each for every 1 (One) existing fully paid-up equity shares

of Rs 10/- (Rupees Ten Only) each held by them and that the new bonus equity shares so issued and allotted shall, for all purposes, be treated as an increase in the paid-up share capital of the Company held by each such Member.

**RESOLVED FURTHER THAT** the Bonus Shares so allotted shall be subject to the Memorandum and the Articles of Association of the Company and shall rank pari-passu in all respects with the fully paid-up Equity Shares of the Company.

**RESOLVED FURTHER THAT** no member shall be entitled to a fraction of an Equity Share as a result of the implementation of this resolution and no certificate or coupon or cash shall be issued for a fraction of an equity share.

**RESOLVED FURTHER THAT** no letter of allotment shall be issued to the allottees, and in the case of Members who hold equity shares or opt to receive equity shares in dematerialized form, the bonus equity shares shall be credited to the respective beneficiary accounts of the Members with their respective Depository Participant(s) within the period prescribed or that may be prescribed on this behalf, from time to time.

**RESOLVED FURTHER THAT** for the shareholders who hold their existing Equity Shares in physical form, the share certificate(s) in respect of the Bonus Shares shall be completed and thereafter be dispatched within the period prescribed or that may be prescribed on this behalf, from time to time.

**RESOLVED FURTHER THAT** the issue and allotment of the said Bonus Shares to the extent they relate to Non- Resident Indians, Foreign Institutional Investors/Foreign Portfolio Investors, Persons of Indian Origin/Overseas Corporate Body and other Foreign Investors, be subject to the approval of Reserve Bank of India (RBI) or any other regulatory authority, as may be necessary under the Foreign Exchange Management Act, 1999 and Regulations thereunder, as amended from time to time, and any other regulatory authority, as may be required & necessary

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to take necessary steps for listing of such Bonus Equity Shares on the National Stock Exchange of India Limited, where the equity shares of the Company are listed, as per the applicable guidelines, rules and regulations.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the aforesaid resolutions, Board be and is hereby authorized to delegate such powers and/or authority to any one of the Managing Director & CEO, Chief Financial Officer, Company Secretary to determine record date and make listing and/or trading application to the Stock Exchanges and to deal with Depositories and any other authorities as may be required for the aforesaid shares and to sign and execute all necessary forms, paper, writings, agreements and documents as may be deemed necessary and expedient in the aforesaid matters and to do such other acts and deeds required to give effect to the aforesaid resolutions.”

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

(Pankaj Gupta)  
Company Secretary  
Membership No.: F-4647  
3<sup>rd</sup> Floor, Himalaya House,  
23, K.G. Marg, New Delhi-110 001

New Delhi  
June 13, 2023

## 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, 6, 8, 9 & 10 in the accompanying Notice, annexed hereto. During the Board of Directors Meeting held on March 29, 2023, May 8, 2023 and June 13, 2023 the Board of Directors considered certain special business matters under Item No. 6, Item Nos. 5, 8 & 9 and Item No. 10 respectively. These matters being considered unavoidable, to be transacted at the 59<sup>th</sup> AGM of the Company.
2. The relevant details of persons seeking appointment/re-appointment relating to Item Nos. 3, 4 and 6 of the Notice as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and Secretarial Standard - 2 issued by The Institute of Company Secretaries of India, are annexed hereto.
3. General Instructions for accessing and participating in the **59<sup>th</sup> AGM through VC/OAVM and voting through electronic means including remote e-Voting: -**
  - i) In terms of General Circular Nos. 14/2020, 17/2020, 20/2020, 10/2022 and 11/2022 dated 8<sup>th</sup> April 2020, 13<sup>th</sup> April 2020, 5<sup>th</sup> May 2020, 28<sup>th</sup> December 2022 and 28<sup>th</sup> December 2022 respectively, issued by the Ministry of Corporate Affairs (“MCA Circulars”) and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12<sup>th</sup> May 2020 and Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 5<sup>th</sup> January 2023 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 59<sup>th</sup> 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 59<sup>th</sup> AGM shall be the Registered Office of the Company i.e. 3<sup>rd</sup> Floor, Himalaya House, 23 Kasturba Gandhi Marg, New Delhi-110 001.
  - 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 the 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 a first come first serve 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 serve 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 the 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](http://www.shrirampistons.com) under Investors' Guide. The Notice can also be accessed from the website of the National Stock Exchange of India Limited at [www.nseindia.com](http://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](http://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, 2/2021, 19/2021, 21/2021 and 2/2022 dated 8<sup>th</sup> April 2020, 13<sup>th</sup> April 2020, 5<sup>th</sup> May 2020, 13<sup>th</sup> January, 2021, 8<sup>th</sup> December 2021, 14<sup>th</sup> December, 2021 and 5<sup>th</sup> May 2022 respectively.

#### 4. INSTRUCTIONS FOR SHAREHOLDERS 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 the 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 9.12.2020, 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 the e-Voting facility.
- iii) Pursuant to the above SEBI Circular, the 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 <b>CDSL</b>	<ol style="list-style-type: none"> <li>1) Users who have opted for CDSL Easi / Easiest facility can login through their existing user id and password. The option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest is <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on the "Login icon" and select New System Myeasi.</li> <li>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.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi./Registration/EasiRegistration">https://web.cdslindia.com/myeasi./Registration/EasiRegistration</a></li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; 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.</li> </ol>

Type of Shareholders	Login Method
Individual Shareholders holding securities in demat mode with <b>NSDL</b>	<ol style="list-style-type: none"> <li>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: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. 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 the e-voting services. Click on “Access to e-voting” under e-voting services and you will be able to see the e-voting page. Click on the 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 a virtual meeting &amp; voting during the meeting.</li> <li>2) If the user is not registered for the IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “Register Online for IDeAS” Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3) Alternatively, you can directly access the e-voting page <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> and click on “Login” which is available under the ‘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 the NSDL Depository site wherein you can see e-voting page. Click on the 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 a virtual meeting &amp; voting during the meeting.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants</b>	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for the e-voting facility. After Successful login, you will be able to see the 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 the company name or the 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.

**Important note: Members who are unable to retrieve their User ID/ Password are advised to use Forget User ID and Forget Password option available at the 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 <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 1800 22 55 33.
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact the NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 022-24997000

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](http://www.evotingindia.com).
- b) Click on the “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](http://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:

<b>For Shareholders holding shares in physical form and Shareholders other than individuals viz. institutions/corporate Shareholders</b>	
PAN	<ul style="list-style-type: none"> <li>• 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.</li> </ul>
Date of Birth (DOB) OR Dividend Bank Details	<ul style="list-style-type: none"> <li>• 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</li> <li>• Enter the Dividend Bank Details as recorded in your demat account or in the Company records for the said demat account or folio, OR</li> <li>• 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.</li> </ul>

- 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 the "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 the '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 the Company opts for e-voting through the 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 & 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 the “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](http://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](mailto:helpdesk.evoting@cdslindia.com) and [chetan.gupta@apacandassociates.com](mailto:chetan.gupta@apacandassociates.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.
  - iv. The list of accounts linked in the login 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.
  - 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 the attested specimen signature of the duly authorized signatory who is authorized to vote, to the Scrutinizer and to the Company at the email address viz; [compliance.officer@shrirampistons.com](mailto: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 2022-23, the notice of the 59<sup>th</sup> 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 59<sup>th</sup> AGM to be held on 6.7.2023 and Annual Report for the year 2022-23. **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 an 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 Aadhaar Card



- B. **For Shareholders holding shares in physical form** may provide the following documents by sending an 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 Aadhaar Card

The Company shall coordinate 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, after successful login as per the instructions mentioned above for e-voting.
- 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 the 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 Laptops 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 the meeting** mentioning their name, demat account number/folio number, email id and mobile number at [compliance.officer@shrirampistons.com](mailto: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 the meeting** mentioning their name, demat account number/ folio number, email id and mobile number at [compliance.officer@shrirampistons.com](mailto: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 the 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 to the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at 1800 22 55 33.

- 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 1800 22 55 33.

## 8. GENERAL GUIDELINES:-

- i) Remote e-voting facility shall remain open from Monday, 3.7.2023 (10:00 AM) to Wednesday, 5.7.2023 (5:00 PM) during which the Members holding shares as on the 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 Wednesday, 5.7.2023. 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 29.6.2023**.
- ii) Right of voting shall be given to Members holding shares as on cut-off date (i.e. 29.6.2023). 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 a member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. 29.6.2023 may obtain the login id and password by sending a request at helpdesk.evoting@cdslindia.com and chetan.gupta@apacandassociates.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 the joint holders, the 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 the first holder is recognized on behalf of all the joint holders.
- vi) The Board of Directors has appointed Shri Chetan Gupta (Membership No. F-6496, C.P. No. 7077) Managing Partner of M/s APAC & Associates LLP, Practicing Company Secretaries as the Scrutinizer to scrutinize the remote e-voting process and voting to be conducted at the meeting in a fair & transparent manner. He shall, within 2 days of the 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 8.7.2023 by 5:30 PM. The results shall also be forwarded to National Stock Exchange of India Ltd., where the shares of the Company are listed.
- viii) Subject to receipt of sufficient votes, the resolution shall be deemed to be passed on the date of the 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 the Company to remit the future dividends directly to 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 a demat account and Shareholders holding Shares in physical form then submit the form ISR-1 along with (i) a Physical copy of the signed request letter containing the name of the shareholder, folio no., bank details (Account Number, Bank & Branch name, IFSC code etc.) ii. Self-attested copy of PAN card and iii. Cancelled cheque leaf, to the Company's/RTA's address.

- xii) In terms of Regulation 40(1) of the Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialised form with effect from April 1, 2019. Members may please note that SEBI, vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated January 25, 2022, has mandated Listed Companies to issue securities in demat form only while processing service requests viz. Issue of duplicate securities certificate; a claim from Unclaimed Suspense Account; Renewal/Exchange of securities certificate; Endorsement; Sub-division/Splitting of securities certificate; Consolidation of securities certificates/folios; Transmission and Transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4, the format of which is available on the Company's website under the weblink at [www.shrirampistons.com](http://www.shrirampistons.com). It may be noted that any service request can be processed only after the folio is KYC compliant. SEBI, vide its notification dated January 24, 2022, has mandated that all requests for transmission and transposition shall be processed only in dematerialised form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialisation, Members are advised to dematerialise the shares held by them in physical form. Members can contact the Company or RTA, for assistance in this regard.
- xiii) As per the provisions of Section 72 of the Act, the facility for making nomination is available to the Members in respect of the shares held by them. Members who have not yet registered their nomination, are requested to register the same by submitting Form No. SH-13. If a Member desires to optout or cancel the earlier nomination and record a fresh nomination, the Member may submit the same in form ISR-3 or form SH-14, as the case may be. The said forms can be downloaded from the Company's website [www.shrirampistons.com](http://www.shrirampistons.com). Members are requested to submit the said form to their respective DPs in case the shares are held in electronic form, and to the RTA/Company in case the shares are held in physical form.

**9. RECORD DATE FOR DIVIDEND:-**

The Board has recommended dividend of Rs. 15.00 per equity share, including Interim Dividend of Rs. 10.00 per share already paid, on equity shares for the year ended March 2023.

The equity share holders of the Company, whose names appear in the Register of Members maintained by the Company's Registrars and Transfer Agents/ List of Beneficial Owners, as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), on record date i.e., Friday, June 23, 2023 ("Record Date") will be considered for payment of dividend.

**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 Investor Education and Protection Fund ("the Fund"). The Company has already transferred the unpaid dividend up to the financial year 2014-15 to the Fund. Unclaimed final dividend for the financial year 2015-16 is becoming due to be transferred to the Fund on 1.8.2023.

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 2015-16 and thereafter may write to the Company immediately.

To date, the Company has also transferred 17,470 Nos. Equity Shares, pertaining to 20 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 offers 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 the appointment of M/s Chandra Wadhwa & Co., Cost Accountants, New Delhi, as Cost Auditors of the Company at a remuneration of Rs. 320 Thousand plus applicable taxes for the Financial Year ending March 31, 2024.

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 in Item No. 5 of the Notice for ratification of the remuneration payable to the Cost Auditors for the Financial Year ending March 31, 2024.

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. 320 Thousand plus applicable taxes to Cost Auditors for the Financial Year ending March 31, 2024.

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 29.3.2023, had appointed Shri Klaus Semke as Director w.e.f. 1.5.2023 in the casual vacancy, caused pursuant to resignation of Shri Sascha Putz.

Shri Klaus Semke has long and varied experience. In addition, he has considerable exposure to international operations and has a proven record in general management.

Shri Klaus Semke 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 Klaus Semke's appointment as a Non-Executive Non- Independent Director.

The Board recommends to the Shareholders, the appointment of Shri Klaus Semke as a Non-Executive Non- Independent Director w.e.f. 1.5.2023.

In compliance with the provisions of Section 161 of the Companies Act, the appointment of Shri Klaus Semke 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 Klaus Semke and his relatives, are concerned or interested in the Resolution at Item No. 6 of the Notice.

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

#### **ITEM NO. 8**

Presently, the Board of Directors of the Company has powers for the creation of security on properties of the Company in favour of lenders in line with erstwhile provisions of section 293(1)(a) of the Companies Act, 1956.

However, Section 180(1) (a) of the Companies Act, 2013 which stipulates similar powers as per erstwhile section 293(1)(a) of the Companies Act, 1956, the powers/discretions shall be exercised by the Board of Directors of the Company only with the assent of the Shareholders by the Special Resolution passed at the General Meeting.

It is proposed to align the borrowing powers of the Board in line with provisions of the Section 180(1) (a) of the Companies Act, 2013.

The Board of Directors recommends the resolutions for your approval as special resolution.

None of the Directors or Key Managerial Personnel (KMP) or their relatives are concerned or interested in the Resolution at Item No. 8 of the Notice.

#### **ITEM NO. 9**

The Shareholders, in their meeting held on 6.7.2021, had approved 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 1<sup>st</sup> April 2021 to 31<sup>st</sup> March 2025, to be distributed in the manner as approved by the Shareholders in their meeting held on 11.8.2020.

In addition, 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 for the Financial Year 2023-24.

Chairman and his relatives are concerned or interested in the Resolution at Item No. 9 of the Notice. None of the other Directors or their relatives or Key Managerial Personnel (KMP) or their relatives, are concerned or interested in the Resolution at Item No. 9 of the Notice.

The Profit Commission of the Chairman as given above is for Shareholders' approval.

#### **ITEM NO. 10**

The Company's equity shares are listed on National Stock Exchange of India Limited.

With support from all stakeholders, the Company has successfully completed 50 years of operations under the SHRIRAM GROUP and is now celebrating its Golden Jubilee year.

During the financial year 2022-23, the Company achieved its highest-ever revenue and profitability with significant improvements in all financial and operating performance parameters.

As of 31<sup>st</sup> March 2023, the paid up equity share capital of the company stands at Rs. 220.25 Mn. which is relatively small compared to the overall net worth of the Company. The issuance of bonus shares is intended to increase the Company's paid-up equity share capital base.

Considering the above, it is proposed to issue bonus shares in the ratio of 1:1. After the issuance of bonus shares, the paid-Up equity share capital of the company will increase to Rs. 440.50 Mn.

The Board of Directors at their meeting held on June 13, 2023, subject to consent of the Members of the Company, have approved the capitalization of Rs. 22,02,49,120/- (Rupees Twenty Two Crore Two Lakh Forty Nine Thousand One Hundred and Twenty Only) and recommended issue of Bonus Equity Shares ("Bonus Shares") of Rs 10/- (Rupees Ten Only) each credited as fully paid-up to eligible Members of the Company in the proportion of 1 (One) new fully paid-up equity share of Rs 10/- (Rupees Ten Only) each for every 1 (One) existing fully paid-up equity shares of Rs 10/- (Rupees Ten Only) each held by them.

The Bonus Shares, once allotted, shall rank pari-passu in all respects and carry the same rights as the existing equity shares and holders of the Bonus Shares shall be entitled to participate in full in any dividend and other corporate action, recommended and declared after the new equity shares are allotted.

The existing issued, subscribed and paid-up Share Capital of the Company shall be increased after capitalization of Rs. 22,02,49,120/- (Rupees Twenty Two Crore Two Lakh Forty Nine Thousand One Hundred and Twenty Only) out of sum outstanding to credit balance of capital redemption reserve account (preference share redemption reserve) or free reserves or retained earnings as per the audited accounts of the Company for the financial year ended 31<sup>st</sup> March, 2023.

The Paid-up Equity Share Capital after Bonus Issue will be Rs. 44,04,98,240/- (Rupees Forty Four Crore Four Lakh Ninety Eight Thousand Two Hundred and Forty Only) divided into 4,40,49,824 (Four Crore Forty Lakh Forty Nine Thousand Eight Hundred and Twenty Four) Equity Shares of 10/- (Rupees Ten Only) each.

Pursuant to the provisions of Section 63 and other applicable provisions, if any, of the Companies Act, 2013 and subject to applicable statutory and regulatory approvals, the issue of Bonus Shares of the Company along with capitalization of the amount standing to the credit of capital redemption reserve account (preference share redemption reserve) or free reserves or retained earnings requires the approval of the Members of the Company. Accordingly, approval of the Members of the Company is hereby sought by way of an Ordinary Resolution as set out in Item No. 10 to the Notice.

The above Bonus Issue is not in lieu of dividend.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 10 of this Notice except to the extent of their shareholding in the Company.

The Board of Directors recommends the resolutions for your approval as an Ordinary Resolution.

### **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. 6.7.2023. Members seeking to inspect such documents can send an email to [compliance.officer@shrirampistons.com](mailto:compliance.officer@shrirampistons.com).

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

(Pankaj Gupta)  
Company Secretary  
Membership No.: F-4647  
3<sup>rd</sup> Floor, Himalaya House,  
23, K.G. Marg, New Delhi-110001

New Delhi  
June 13, 2023

## DETAILS OF PERSONS SEEKING APPOINTMENT/RE-APPOINTMENT AS DIRECTORS AT THE ANNUAL GENERAL MEETING *(refer note no. 2)*

Name of the Director	Ms. Meenakshi Dass	Shri Pradeep Dinodia	Shri Klaus Semke
Date of Birth/ Age	4.4.1964/ 59 Years	2.12.1953/ 69 Years	18.3.1963/ 60 Years
Nationality	Indian	Indian	German
Date of appointment in the Board of the Company	28.3.2009	16.5.2003	1.5.2023
Number of Board Meetings attended during last year	8	8	Not Applicable
Qualifications/ Experience	- Degree in Textile Designing	- B.A. (Economics) Hons. from St. Stephens College, University of Delhi - LL.B from University of Delhi - Fellow member of The Institute of Chartered Accountants of India	- Metal Aircraft Builder Training – Hamburg, Germany - Mechanical Engineering - Hamburg University of Applied Sciences, Germany
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. - He has considerable exposure to international operations and has proven record in general management.
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 <b>Annexure-I</b>		
Name of listed entities from which the person has resigned in the past three years	DFM Foods Limited w.e.f. 14.1.2020	Not Applicable	Not applicable
Directorships held in other companies	- Pearey Lall & Sons (E.P.) Private Limited - PLS Construction Equipment Limited - Wylie Indicators Limited - SPR Engenious Limited - Sera Com Private Limited - Manisha Commercial Private Limited - Sarva Commercial Private Limited - Shabnam Commercial Private Limited - Heritage Desk Solutions Private Limited	- Hero Motocorp Limited - DCM Shriram Limited - Hero Fincorp Limited	None

Name of the Director	Ms. Meenakshi Dass	Shri Pradeep Dinodia	Shri Klaus Semke
Chairman/ Member of the Committee(s) of the Board of Directors of the Company	<b>Member:</b> - CSR Committee - Risk Management Committee	<b>Chairman:</b> - CSR Committee - Risk Management Committee <b>Member:</b> - Audit Committee - Nomination & Remuneration Committee - Stakeholders' Relationship Committee	NIL
Chairman/ Member of the Committee(s) of the Board of Directors of other Companies in which he/ she is a Director	NIL	<b>Chairman:</b> - <b>Stakeholder Relationship Committee:</b> 1. Hero Motocorp Limited 2. DCM Shriram Limited 3. Hero FinCorp Limited - <b>Audit Committee:</b> 1. DCM Shriram Limited 2. Hero FinCorp Limited - <b>Nomination and Remuneration Committee:</b> 1. DCM Shriram Limited 2. Hero FinCorp Limited - <b>Risk Management Committee:</b> 1. Hero Motocorp Limited 2. Hero FinCorp Limited - <b>IT Strategic Committee:</b> 1. Hero FinCorp Limited - <b>Asset Liability Management Committee</b> 1. Hero FinCorp Limited <b>Member:</b> - <b>Audit Committee:</b> 1. Hero Motocorp Limited - <b>Nomination and Remuneration Committee:</b> 1. Hero Motocorp Limited - <b>CSR Committee:</b> 1. Hero Motocorp Limited 2. Hero FinCorp Limited - <b>Committee of Directors:</b> 1. Hero Motocorp Limited	NIL
No. of Shares held by the Director of the Company	- 33,33,931* Equity shares held jointly as 1st holder - 33,33,931* Equity shares held jointly as 2 <sup>nd</sup> holder - 8,34,720 Equity shares *In Capacity of Trustee- shares belongs to Deepak Shriram Family Benefit Trust. In addition, she holds 11,69,571 Equity shares of the Company as Beneficial Owner	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