

# SHRIRAM PISTONS & RINGS LTD.



**SHRIRAM**

REGD. / H.O. : 3<sup>rd</sup> FLOOR, HIMALAYA HOUSE, 23, KASTURBA GANDHI MARG, NEW DELHI - 110 001

November 28, 2018

Listing Department  
National Stock Exchange of India Ltd.  
Exchange Plaza,  
Bandra Kurla Complex, Bandra (East)  
**Mumbai – 400051**

**ISIN No. INE526E01018**

**Company Symbol: SHRIPISTON**

Dear Sir,

**Sub: Disclosure of Combined Voting Results of the business transacted at the National Company Law Tribunal convened Meeting of the Equity Shareholders of Shriram Pistons & Rings Limited ("the Company") held on Wednesday, 21<sup>st</sup> November 2018**

Pursuant to the Order dated 03.10.2018 passed by the Hon'ble National Company Law Tribunal, Principal Bench, Delhi ('NCLT'), a meeting of Equity Shareholders of the Company was held on Wednesday, 21<sup>st</sup> November 2018 at 11:00 A.M. PHD Chamber of Commerce and Industry, PHD House, No. 4/2, Siri Institutional Area, August Kranti Marg, New Delhi-110016, for approving the Scheme of Amalgamation of Shriram Automotive Products Limited (Transferor Company) with Shriram Pistons & Rings Limited (Transferee Company) and their respective Shareholder and Creditors('Scheme').

Further, pursuant to the provisions of section 230(4) and 232(1) of the Companies Act, 2013 read with Rules 5 and 6 of Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and Rules 20 and 22 of Companies (Management and Administration) Rules, 2014, the Company has also provided facility of postal ballot and e-voting to its Equity Shareholders for approval of the Scheme. Accordingly, voting by Equity Shareholders of the Company for the approval of the Scheme has been carried out through (i) postal ballot; (ii) e-voting; and (iii) Polling at the venue of the meeting, which was held on 21<sup>st</sup> November, 2018.

Further, in terms of the SEBI Circular and NCLT Order, the Scheme is also required to be approved by majority of the Public Shareholders of the Company and accordingly, voting by Public Shareholders of the Company has been carried out through (i) postal ballot; (ii) e-voting; and (iii) Polling at the venue.

Please find attached Voting results of the business transacted in the Meeting of Equity Shareholders held on 21<sup>st</sup> November, 2018 in compliance of Companies Act, 2013, NCLT order 03.10.2018 and SEBI Circular No. CFD/DIL3/CIR/2017/21 dated 10.03.2017 along with the Scrutinizer's Report.

The proposed resolution approving the Scheme was passed with requisite majority by Equity Shareholders of the Company (including Public Shareholders).

The above may be treated as compliance under Regulation 44(3) of SEBI (LODR) Regulations, 2015.

Thanking You,

Yours Faithfully,



**R. Srinivasan**  
**(Company Secretary)**

Encl: As Above

DISCLOSURE OF VOTING RESULTS OF HONBLE NATIONAL COMPANY LAW TRIBUNAL CONVENED MEETING OF EQUITY SHAREHOLDERS AS REQUIRED UNDER REGULATION 44(3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

Date of Shareholders' meeting	November 21, 2018
Total number of shareholders on record date	2,189
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group 0 : Public: 59	59
No. of Shareholders attended the meeting through Video Conferencing	Not applicable

Agenda- wise disclosure

Resolution required: Ordinary	Whether promoter/ promoter group are interested in the agenda/resolution?		Approval of Scheme of Amalgamation of Shriram Automotive Products Limited (Transferor Company) with Shriram Pistons and Rings Limited (Transferee Company)						
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	
Promoter and Promoter Group	E-Voting		1,06,46,588	99.99	1,06,46,588	-	100.00	-	
	Poll	1,06,47,531	-	-	-	-	-	-	
	Postal Ballot		-	-	-	-	-	-	
	Total	1,06,47,531	1,06,46,588	99.99	1,06,46,588	-	100.00	-	
Public - Institutions	E-Voting		8,91,526	38.45	8,91,526	-	100	-	
	Poll	23,18,758	-	-	-	-	-	-	
	Postal Ballot		-	-	-	-	-	-	
	Total	23,18,758	8,91,526	38.45	8,91,526	-	100	-	
Public - Non Institutions	E-Voting		44,78,280	47.60	44,78,280	-	100.00	-	
	Poll	94,08,623	6,384	0.07	6,261	123	98.07	1.93	
	Postal Ballot		46,92,058	49.87	46,92,058	-	100.00	-	
	Total	94,08,623	91,76,722	97.54	91,76,599	123	99.999	0.001	
	Total	2,23,74,912	2,07,14,836	92.58	2,07,14,713	123	99.999	0.001	

TEJINDER GARG AND CO  
Chartered Accountants



SCO 20, TRIBUNE ROAD, SECTOR 20-D,  
CHANDIGARH 160020  
Ph. 9872892770, 172-2716232  
e-mail : tejinder104@yahoo.com

Report of Scrutinizer(s)

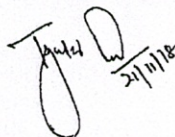
To,  
Mr. Rakesh Khanna, Advocate  
The Chairman,  
NCLT Convened Meeting of the Equity Shareholders of  
Shriram Pistons & Rings Limited,  
3<sup>rd</sup> Floor, Himalaya House,  
23 Kasturba Gandhi Marg, New Delhi-110001

Sub: NCLT Convened Meeting of the Equity Shareholders of Shriram Pistons & Rings Limited ("the Meeting") held on 21<sup>st</sup> November, 2018 at 11.00 A.M. at PHD Chamber of Commerce and Industry, PHD House, No. 4/2, Siri Institutional Area, August Kranti Marg, New Delhi, Delhi 110016.

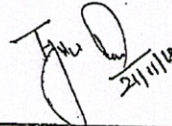
Dear Sir,

I, Tejinder Parkash, Practicing Chartered Accountant having office at SCO-20, Sector 20D, Tribune Road, Chandigarh (U.T.) - 160020, appointed as Scrutinizer for the purpose of scrutinizing the polling done on the resolution as mentioned below, entailing the Scheme of Amalgamation of Shriram Automotive Products Limited and Shriram Pistons & Rings Limited ("Scheme") under Sections 230 to 232 of the Companies Act, 2013 and their respective Equity Shareholders at the Meeting, submit my report as under:

1. In terms of the directions contained in the Order dated 03.10.2018, passed by the Hon'ble National Company Law Tribunal, Principal Bench at New Delhi ("NCLT"), the quorum for the Meeting was fixed as 500 equity shareholders. Further, it was directed that if the aforesaid quorum for the Meeting is not present, then the Meeting shall be adjourned by 30 minutes and thereafter, the equity shareholders, present and voting, shall be deemed to constitute the quorum.

  
21/11/18

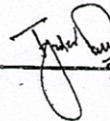
2. The Chairperson commenced the Meeting at 11:00 A.M., however, due to the absence of the requisite quorum, the Meeting was adjourned by 30 minutes in terms of the said Order and was thereafter, reconvened at 11:30 A.M.
3. Original Ballot papers duly signed by the Chairman and Alternate Chairperson were handed over to the equity shareholders or to the authorized representatives along with proxy holder(s) of equity shareholders to cast their votes. After the Chairperson ordered the voting on poll, I had demonstrated the Ballot Box in the presence of voters, who unanimously confirmed that the Ballot Box is empty, locked the Ballot Box in the presence of the Members, who were present in the meeting hall.
4. The Chairman asked all members, authorized representative and proxy holders to cast their votes. The Members then cast their votes one by one. Once the voting by all the Members was completed, I had obtained permission of the Chairperson to unlock the ballot box in the presence of following two witnesses (Public Shareholders): (i) Mr. Harmohan Singh Sawhney r/o 11/24AB T. Nagar, New Delhi - 110018 and (ii) Mr. Praveen Kumar, 5036, Gali, Dirogschlu Singh, Pshli-Dlti Raj, Delhi - 110006. I had checked and verified that Ballot Papers put in Ballot Box by the voters were only those which were signed and numbered by me. Thereafter, all the Ballot papers were placed before the Chairperson and the Alternate Chairperson and the same were scrutinized.
5. All Postal Ballot forms received up to 18.11.2018 at 05:00 P.M. (IST), the last date and time fixed by the Transferee Company for receipt of the forms were considered for my scrutiny. The postal Ballot papers were duly opened in my presence and the same were arranged and diligently scrutinized.
6. The voting was also done by e-voting in terms of the order as per Companies Act, 2013 and rules made thereunder. The data as retrieved from the depository, CDSL has been taken out and the result of the same has also been collated.
7. On 21st November, 2018 after counting of the votes cast by equity shareholders at the venue of Meeting, the votes cast through remote e-voting facility was duly unblocked by me at about 12:02 P.M as a Scrutinizer in the presence of two witnesses, (i) Mr. Rajesh Gupta r/o House No.94, Sector 16, Panchkula, Haryana - 134019 and (ii) Mr. Prince Chadha r/o # 48/Sector 41-A, Chandigarh - 160036 who acted as the witnesses.

  
21/11/18

8. The poll paper, which was found defective have been treated as invalid and kept separately.
9. The following resolution to approve the Scheme of Amalgamation of Shriram Automotive Products Limited (Transferor Company) with Shriram Pistons and Rings Limited (Transferee Company) was put to vote.

"RESOLVED THAT pursuant to the provisions of Sections 230 - 232 and other applicable provisions of the Companies Act, 2013, the Rules, Circulars and Notifications made thereunder (including any statutory modification or re-enactment thereof) as may be applicable, the Securities and Exchange Board of India Circular No. CFD/DIL3/CIR/2017/21 dated 10th March 2017, the Observation Letter dated 31st day of August 2018 issued by the National Stock Exchange of India Ltd. (NSE) and subject to the provisions of the Memorandum and Articles of Association of the Transferee Company and subject to the approval of Hon'ble National Company Law Tribunal, Principal Bench at New Delhi ("NCLT") and subject to such other approval(s), permission(s) and sanction(s) of regulatory and other authorities, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by NCLT or by any regulatory or other authorities, while granting such consents, approvals and permissions, which may be agreed to by the Board of Directors of the Transferee Company (hereinafter referred to as the "Board", which term shall be deemed to mean and include one or more Committee(s) constituted/to be constituted by the Board or any person(s) which the Board may nominate to exercise its powers including the powers conferred by this resolution), the arrangement embodied in the Scheme of Amalgamation of Shriram Automotive Products Limited (hereinafter referred as Transferor Company) with Shriram Pistons & Rings Limited (hereinafter referred as Transferee Company) and their respective shareholders and creditors ("Scheme") placed before this meeting and initialed by the Chairman of the Meeting for the purpose of identification, be and is hereby approved.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem requisite, desirable, appropriate or necessary to give effect to this resolution and effectively implement the arrangement embodied in the Scheme and to accept such modifications, amendments, limitations and/or conditions, if any, which may be required *and/or* imposed by the NCLT while sanctioning the arrangement embodied in the Scheme or by any of the authorities under

  
21/11/18

law, or as may be required for the purpose of resolving any questions or doubts or difficulties that may arise including passing of such accounting entries *and/or* making such adjustments in the books of accounts as considered necessary in giving effect to the Scheme, as the Board may deem fit and proper."

**THE SUMMARY OF VOTES CAST IS AS UNDER:**

Particulars	No. of Valid Votes			Total	Percentage
	Poll at Meeting	E-voting	Postal Ballot		
For	6261	16016394	4692058	20714713	99.999
Against	123	0	0	123	0.001
<b>Total</b>	<b>6384</b>	<b>16016394</b>	<b>4692058</b>	<b>20714836</b>	<b>100</b>

Details of poll at Meeting, e-voting and postal ballot, separately are given below:

i) Voting through Poll Papers at the Meeting:

Particulars	No. of Voters	No. of Equity Shares
a) Total votes received	52	6396
b) Less: Invalid votes	1	12
c) Net valid votes cast	51	6384
d) Votes with assent	46	6261
e) Votes with dissent	05	123

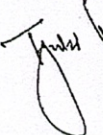
ii) Voting through e-voting:

Particulars	No. of Voters	No. of Equity Shares
a) Total votes received	21	16016394
b) Less: Invalid votes	0	0
c) Net valid votes cast	21	16016394
d) Votes with assent	21	16016394
e) Votes with dissent	0	0

iii) Voting through Postal Ballot:

Particulars	No. of Voters	No. of Equity Shares
a) Total votes received	2	4692058
b) Less: Invalid votes	0	0
c) Net valid votes cast	2	4692058
d) Votes with assent	2	4692058
e) Votes with dissent	0	0

10. Accordingly, the proposed resolution approving the Scheme has been approved at the said Meeting.

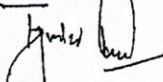
  
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11. A list of Equity Shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for resolution is enclosed (Annexure - I).

12. The poll papers and all other relevant records were sealed and handed over to the Chairman of the Meeting along with this report.

Thanking you,

Yours truly,

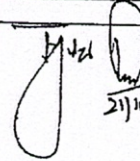


**Tejinder Parkash**  
Practicing Chartered Accountant  
(M.No. 089388)  
Email Id: [tejinder104@yahoo.com](mailto:tejinder104@yahoo.com)  
Place: New Delhi  
Date: 21.11.2018



SHRIRAM PISTONS AND RINGS LIMITED REPORT OF POSTAL BALLOT  
RESOLUTION -1

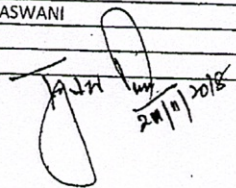
S.NO.	FOLIO NO./ DP ID/ CLIENT ID	SHARES HELD AS ON 3/8/2018	FAVOR	AGAINST	INVALID	NAME OF SHAREHOLDER	CATEGORY
1	170	4692057	4692057	0	0	RIKEN CORPORATION	PUBLIC
2	IN30011811351386	1	1	0	0	RINA PANDEY	PUBLIC
		4692058	4692058	0	0		

  
21/11/2018

## SHRIRAM PISTONS &amp; RINGS LIMITED REPORT OF POLLING AT THE VENUE

## RESOLUTION -1

S.NO	FOLIO NO./ DPID & CLIENT ID	SHARES HELD AS ON 03/08/2018	FAVOR	AGAINST	INVALID	NAME OF SHAREHOLDER	CATEGORY
1	IN30011811485891	1	1	0	0	SURENDER KUMAR ARORA	SELF
2	120380000083904	30	30	0	0	RAVI KANT PAI	PROXY
3	1205860000073078	12	12	0	0	DALJIT SINGH	SELF
4	1201410000027689	1	1	0	0	NIRMAL KUMAR	SELF
5	IN30094010389271	1	1	0	0	HARJEET SINGH	SELF
6	1201410000010225	1	1	0	0	RAKESH KUMAR	SELF
7	IN30011811508900	1	1	0	0	HARMOHAN SINGH SAWHNEY	SELF
8	IN30044110643013	23	23	0	0	PERMINDER SINGH	SELF
9	IN30011810455168	1	1	0	0	RAM AVATAR PANDEY	SELF
10	IN30156510000416	1	1	0	0	SANJAY KATHPAL	SELF
11	297	12	0	0	12	RENUKA BHATIA AND SAVITRI DEVI BHATIA	SELF
12	IN30051323303801	1	1	0	0	SAJAL JAIN	PROXY
13	1201910102090517	1	1	0	0	SARVJEET SINGH	SELF
14	IN30020611044542	1	1	0	0	GAGAN KUMAR	SELF
15	363	4	4	0	0	MAHESH JAIN	PROXY
16	297	12	12	0	0	RENUKA BHATIA/ SAVITRI DEVI BHATIA	PROXY
17	1203480000030094	27	27	0	0	RAVI KANT PAI	PROXY
18	433	401	401	0	0	A.K. JAIN	SELF
19	IN30236510914464	1777	1777	0	0	TONI BHATIA	SELF
20	IN30011810941808	115		115	0	RATNESH KUMAR DUBEY/ PRATIBHA DUBEY	SELF
	IN30020610907641	1	1	0	0	MANJIT SINGH	SELF
	492	288	288	0	0	TONI BHATIA/ RENUKA BHATIA	SELF
23	1203230001795958	1	1	0	0	DEEPIKA	PROXY
24	295	82	82	0	0	RENUKA BHATIA/ TONI BHATIA	SELF
25	IN30154955273519	15	15	0	0	VINAY BALODI	PROXY
26	IN30011810826627	1		1	0	CHETAN CHADHA	SELF
27	1201410000010073	1		1	0	KRISHAN LAL CHADHA	SELF
28	IN30051380812620	2	2	0	0	SUNDER SINGH	SELF
29	342	4	4	0	0	RAMESH BABU SHARMA	SELF
30	IN30120910221807	1	1	0	0	JATINDER KUMAR BHAMBRI	SELF
31	IN30046810050840	1	1	0	0	KUSH D. SHRIRAM	PROXY
32	400	2	2	0	0	MANU MARWAH	PROXY
33	IN30154936594869	123	123	0	0	RAVI KANT PAI	PROXY
34	1208320000010216	1	1	0	0	DIVYA DUA/ SUNIL DUA	PROXY
35	1206070000000361	20	20	0	0	HARI SHANKER GUPTA	SELF
36	1204470005402494	20	20	0	0	PRADEEP PAYAL	SELF
						SUSHMA AGARWALA/ S K AGARWALA/	
37	IN30011810088802	1	1	0	0	AKANKSHA AGARWALA	SELF
38	IN30011810088819	1	1	0	0	ANKIT AGGARWAL/ S K AGGARWAL	SELF
	1204470006242193	25	25	0	0	RAMAN SINGH	SELF
40	IN30281410329834	5	5	0	0	TAPISH GARG	PROXY
41	IN30154955107923	5	5	0	0	ANJANA ARADHYE	PROXY
42	IN30051313221307	1	1	0	0	MUKUL JAIN	PROXY
43	IN30177417095423	5		5	0	ISHWARI PARSHAD GUPTA	SELF
44	IN30290243479865	10	10	0	0	RAVI KANT PAI	PROXY
45	IN30011811348703	1	1	0	0	LALITA CHITKARA	PROXY
46	IN30114311142981	1	1	0	0	ASHOK KUMAR GUPTA	SELF
47	IN30154918918274	50	50	0	0	RAJINDER KAKROO	SELF
48	466	3236	3236	0	0	USHA SRINIVASAN/ R SRINIVASAN	SELF
49	1203350001633626	5	5	0	0	VINEET JAIN	PROXY
50	IN30236510914729	1		1	0	ANKUR CHANDA	SELF
51	IN30021418132443	48	48	0	0	RAMESH AJIT VASWANI	SELF
52	IN30039413008295	15	15	0	0	VIRPAL SINGH	SELF
		6396	6261	123	12		


  
 2/8/18

SHRIRAM PISTONS & RINGS LIMITED REPORT OF E-VOTING  
RESOLUTION -1

S.NO.	FOLIO NO./ DP ID/ CLIENT ID	SHARES HELD AS ON 3/8/2018	FAVOR	AGAINST	INVALID	NAME OF SHAREHOLDER	CATEGORY
1	317	3	3	0	0	NAVEEN AGARWAL	PUBLIC
2	457	44,74,974	44,74,974	0	0	KS KOLBENSCHMIDT GMBH	PUBLIC
3	466	3,236	3,236	0	0	USHA SRINIVASAN	PUBLIC
4	519	1	1	0	0	VANDANA AGARWAL	PUBLIC
5	IN30011810242590	1	1	0	0	ASHOK KUMAR JAIN	PUBLIC
6	IN30011810449827	1	1	0	0	PRAVEEN KUMAR	PUBLIC
7	IN30011811508900	1	1	0	0	HARMOHAN SINGH SAWHNEY	PUBLIC
8	IN30012610692753	48	48	0	0	MANJU LATA LADIWALA	PUBLIC
9	IN30020610489618	1	1	0	0	PERMANAND	PUBLIC
10	IN30021417672545	10	10	0	0	SONAL GARG	PUBLIC
11	IN30039414752520	2	2	0	0	PARMOD KUMAR JAIN	PUBLIC
12	IN30046810016662	9,46,040	9,46,040	0	0	SERA COM PRIVATE LTD.	PROMOTER
13	IN30046810077754	11,99,395	11,99,395	0	0	MEENAKSHI DASS	PROMOTER
14	IN30046810077762	33,35,668	33,35,668	0	0	LUV D. SHRIRAM	PROMOTER
15	IN30046810077771	33,35,668	33,35,668	0	0	MEENAKSHI DASS	PROMOTER
16	IN30046810093701	1,02,320	1,02,320	0	0	SHABNAM COMMERCIAL PVT LTD	PROMOTER
17	IN30046810093710	10,62,561	10,62,561	0	0	SARVA COMMERCIAL PVT LTD	PROMOTER
18	IN30046810093904	6,64,936	6,64,936	0	0	MANISHA COMMERCIAL PRIVATE LIMITED	PROMOTER
19	IN30070810012312	1	1	0	0	SHRIPAL SINGH MOHNOT	PUBLIC
20	IN30081210000012	8,91,526	8,91,526	0	0	LIFE INSURANCE CORPORATION OF INDIA	PUBLIC
21	IN30236510003504	1	1	0	0	RAMA JAIN	PUBLIC
		1,60,16,394	1,60,16,394	0	0		

*[Handwritten Signature]*  
21/11/2018