

SHRIRAM PISTONS & RINGS LIMITED

Registered Office: 3rd Floor, Himalaya House, 23, Kasturba Gandhi Marg, New Delhi -110 001

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CIN: L29112DL1963PLC004084



NOTICE

The 61st (sixty-first) Annual General Meeting (AGM) of Shriram Pistons & Rings Limited ('Company') will be held on **Friday, August 1, 2025** at 4:00 p.m. Indian Standard Time (IST) through **Video Conferencing/Other Audio-Visual Means** ('VC/ OAVM') for which purpose the Registered Office of the Company situated at 3rd Floor, Himalaya House, 23, Kasturba Gandhi Marg, New Delhi -110 001 shall be deemed as the venue for the Meeting and the proceedings of the AGM shall be deemed to be made thereat, to transact the following business(es):-

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements (Standalone and Consolidated) of the Company for the financial year ended March 31, 2025, the Board's Report and Auditors' Report thereon.
2. To declare dividend on Equity Shares.
3. To appoint a Director in place of Mr. Klaus Semke (DIN: 10133032), who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Ms. Meenakshi Dass (DIN: 00524865), who retires by rotation and being eligible, offers herself for re-appointment.

SPECIAL BUSINESS

5. **Remuneration of Cost Auditors for the financial year 2025-26**

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 148(3) and other applicable provisions, if any, of the Companies Act, 2013 ('Act') read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force), the remuneration payable to M/s Chandra Wadhwa & Co., Cost Accountants, (Firm Registration No. 00239), appointed by the Board of Directors as Cost Auditors to conduct audit of the cost records of the Company for the financial year ending March 31, 2026, amounting to Rs. 3,65,000/- (Rupees Three Lakh Sixty Five Thousand Only) plus applicable taxes and reimbursement of out-of-pocket expenses incurred in connection with the aforesaid audit, be and is hereby ratified and approved.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts, deeds, things and take all such steps as may be necessary, proper or expedient to give effect to the above resolution."

6. **Appointment of Mr. Akihiro Ozaki (DIN: 11152072) as Non-Executive Independent Director for a term commencing from 12.6.2025 to 28.7.2029 (both days inclusive)**

To consider and, if thought fit, to pass, with or without modification(s), the following resolution, as a **Special Resolution**:-

"RESOLVED THAT pursuant to the provisions of Section 149, 150, 152, 161 of the Companies Act, 2013 ('Act') read with schedule IV and the Companies (Appointment and Qualification of Directors) Rules, 2014 ('Rules') and other applicable provisions sections, rules of the Act and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations, 2015') (including any statutory modification(s), or amendment(s), or re-enactment(s) thereof for the time being in force) and pursuant to the recommendation of the Nomination & Remuneration Committee & the Board of Directors, Mr. Akihiro Ozaki (DIN: 11152072), who has submitted a declaration that he meets the criteria of the Independent Directorship as provided in Section 149(6) of the Act and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act, proposing his candidature for the office of Director of the Company, be and is hereby appointed, as a Non-Executive Independent Director of the Company, not liable to retire by rotation, to hold

office for a period commencing from 12.6.2025 to 28.7.2029 (both days inclusive) in the casual vacancy caused due to resignation of Mr. Shinichi Unno.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to settle any question, difficulty, or doubt, that may arise in giving effect to the aforesaid resolution including delegation of all or any of the powers conferred on it to any committee of Board of Directors and/or any other person as it deems fit and to do all such acts and take all such steps as may be considered necessary or expedient to give effect to the aforesaid resolution.”

7. **Appointment of Secretarial Auditors of the Company for a period of 5 years**

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 204 and other applicable provisions, if any, of the Companies Act, 2013 ('Act'), read with Rule 9 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014, and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s), or amendment(s), or re-enactment(s) thereof for the time being in force) and based on the recommendation of the Audit Committee and the approval of the Board of Directors of the Company, consent of the members of the Company be and is hereby accorded for appointment of M/s APAC & Associates LLP, Company Secretaries (Registration No. AAF-7948), as the Secretarial Auditors of the Company for a period of five (5) consecutive years, commencing on April 1, 2025, until March 31, 2030, to conduct Secretarial Audit of the Company and to furnish the Secretarial Audit Report.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to fix the annual remuneration plus applicable taxes and out of pocket expenses payable to them during their tenure as the Secretarial Auditors of the Company, as determined by the Audit Committee in consultation with the said Secretarial Auditors.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to settle any question, difficulty, or doubt, that may arise in giving effect to the aforesaid resolution including delegation of all or any of the powers conferred on it to any committee of Board of Directors and/or any other person as it deems fit and to do all such acts and take all such steps as may be considered necessary or expedient to give effect to the aforesaid resolution.”

8. **Payment of profit commission to Non-Executive Directors**

To consider and, if thought fit, to pass, with or without modification(s), the following resolution, as a **Special Resolution**:-

“**RESOLVED THAT** pursuant to the provisions of Section 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 ('Act'), read with relevant rules framed thereunder and Regulation 17(6) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('SEBI Listing Regulations, 2015') (including any statutory modification(s), or amendment(s), or re-enactment(s) thereof for the time being in force), the consent of the Members be and is hereby accorded to pay profit commission upto 1% of annual profits of the Company (profits before depreciation, donation and taxes) be paid to some or any of the Directors of the Company, other than Executive Directors for whole or proportionately for a part of each financial years commencing from 1st April 2025 to 31st March 2030 in the following manner:

a) Chairman - 0.60%

b) All other Non-Executive Directors – up to 0.40%. The distribution amount shall be finalized by the Chairman.

RESOLVED FURTHER THAT pursuant to the Regulation 17(6)(ca) of the SEBI Listing Regulations, consent of the Members be and is hereby accorded that out of the above profit commission of upto 1% of annual profits, 0.60% of the annual profits be paid to the Chairman and upto 0.40% of the annual profits be paid to all other Non-Executive Directors of the Company for financial year 2025-26, in such manner as may be determined by the Board.”

By order of the Board of Directors
For Shriram Pistons & Rings Limited

Pankaj Gupta
Company Secretary

Membership No. FCS 4647

New Delhi
June 12, 2025

3rd Floor, Himalaya House, 23, K.G. Marg, New Delhi -110 001

NOTES:

1. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 ('Act') as amended from time to time, setting out the material facts concerning the special business(es) specified in Item Nos. 5 to 8 of the accompanying notice, is annexed hereto. Further, the relevant details with respect to Item Nos. 3, 4 and 6 pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations, 2015') and Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, in respect of Director seeking appointment/re-appointment at this AGM are also annexed. The Company has received relevant disclosures/consent from the Directors seeking appointment/re-appointment.
2. The Ministry of Corporate Affairs ('MCA') has vide its General Circular Nos. 14/2020 dated April 8, 2020, No. 17/2020 dated April 13, 2020, No. 20/2020 dated May 5, 2020, No. 22/2020 dated June 15, 2020, No. 33/2020 dated September 28, 2020, No. 39/2020 dated December 31, 2020, No. 2/2021 dated January 13, 2021, No. 10/2021 dated June 23, 2021, No. 19 & 20/2021 dated December 8, 2021, No. 21/2021 dated December 14, 2021, No. 3/2022 dated May 5, 2022, No. 10 & 11/2022 dated December 28, 2022, No. 09/2023 dated September 25, 2023 and No. 9/2024 dated September 19, 2024 (hereinafter collectively referred to as 'MCA Circulars') permitted the holding of the AGM through VC/OAVM, without the physical presence of the Members at a common venue. In compliance with the MCA Circulars, the 61st Annual General Meeting (AGM) of the Company is being held through Video Conferencing (VC)/Other Audio Visual Mode (OAVM). The Registered Office of the Company shall be deemed to be the venue for the AGM.
3. In accordance with the aforesaid MCA Circulars and Circular Nos. SEBI/HO/CFD/CMD1/ CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023, SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023, and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 issued by the Securities Exchange Board of India (collectively referred to as 'SEBI Circulars'), the Notice of the 61st AGM along with the Annual Report for FY 2024-25 is being sent only by electronic mode to those Members/Shareholders whose e-mail addresses are registered with the Company/RTA, National Securities Depository Limited ('NSDL') and the Central Depository Services (India) Limited ('CDSL'), collectively "Depositories".

Further, in terms of SEBI Listing Obligations and Disclosure Requirements (Third Amendment) Regulations, 2024 for those shareholders whose email addresses are not registered with the Company/RTA/Depositories/Depository Participants, a letter providing the web-link, including the exact path where complete details of Annual Report and Notice of the 61st AGM are available, will be sent at their registered address.

In case any Member is desirous of obtaining a physical copy of the Annual Report for the FY 2024-25 and Notice of the 61st AGM of the Company, he/she/they may send a request to the Company by writing at compliance.officer@shrirampistons.com mentioning their Folio No./DP ID and Client ID.
4. Members may note that the Notice convening 61st AGM and the Annual Report for the FY 2024-25, will also be available on the Company's website at <https://shrirampistons.com/investors-guide-2/> and the website of the Stock Exchanges where the securities of the Company are listed, i.e. BSE limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The Notice will also be available on the CDSL's website at www.evotingindia.com.
5. Pursuant to the provisions of the Act, 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 this AGM is being held pursuant to the MCA Circulars read with SEBI Circulars, through VC/OAVM, physical attendance of Members has been dispensed with. Further, SEBI vide its Notification dated 12th December, 2024, amended ('SEBI Listing Regulations, 2015'), whereby the requirement to send proxy forms shall not be applicable to general meetings held only through electronic mode. Accordingly, the facility for appointment of proxy (ies) by the Members will not be available for this AGM and hence the Proxy Form, Attendance Slip and Route Map of AGM are not annexed to this Notice.
6. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
7. Corporate/Institutional Members (i.e. other than individuals, HUFs, NRIs, etc.) are entitled to appoint authorised representatives to attend the AGM through VC/OAVM on their behalf and cast their votes through remote e-voting or at the AGM. Corporate/ Institutional Members intending to authorize their representatives to participate and vote at the Meeting are requested to send a scanned copy (PDF/JPG format) of the certified copy of the Board resolution/

authorisation letter to the Scrutiniser at cspreeti96@gmail.com with a copy marked to CDSL helpdesk.evoting@cdslindia.com and to the Company at compliance.officer@shrirampistons.com, authorising its representative(s) to attend through VC/OAVM and vote on their behalf at the Meeting, pursuant to Section 113 of the Act.

The scanned image of the above-mentioned documents should be in the naming format "Company Name and Event No./EVSNo".

8. Book Closure and Dividend:

- i) Pursuant to Section 91 of the Act, the Register of Members and the Share Transfer books of the Company will remain closed from **Saturday, July 26, 2025 to Friday, August 1, 2025 (both days inclusive)** for the purpose of 61st AGM of the Company and for determining the entitlement of the shareholders for final dividend for the FY 2024-25, as may be approved by the Members at the meeting.
- ii) The Board of Directors ("Board") of the Company at its meeting held on May 7, 2025, have, inter alia, approved and recommended dividend of Rs. 10/- per equity share including Interim Dividend of Rs. 5/- per equity share already paid, of the face value of Rs. 10/- each fully paid up for the financial year ended 31st March, 2025, subject to the approval of members at the ensuing AGM.
- iii) The dividend, as recommended by the Board, if approved at this AGM, would be paid subject to deduction of tax at source, as may be applicable, within a period of 30 days from the date of declaration, to those persons or their mandates :
 - a) whose names appear as Beneficial Owners as at the end of the business hours on **Friday, July 25, 2025 (Record Date)**, in the list of Beneficial Owners to be furnished by NSDL and CDSL in respect of the shares held in electronic form; and
 - b) whose names appear as Members in the Register of Members of the Company as of the end of the business hours on **Friday, July 25, 2025 (Record Date)** after giving effect to valid request(s) received for transmission/transposition of shares.
- iv) Pursuant to the amendments introduced in the Income Tax Act, 1961 vide Finance Act, 2020, dividend income is taxable in the hands of the shareholders/members w.e.f. 1.4.2020. The Company shall, therefore, be required to deduct TDS/ Withholding Tax (TDS/WHT) at the time of payment of the dividend at the applicable tax rates. The rates of TDS/WHT would depend upon the category and residential status of the shareholder as briefed hereunder:

A. Tax on Dividend to Resident Shareholders

I. Tax on dividend amount to Resident Individual Shareholders

- a) Tax shall not be deducted on payment of dividend to **Resident Individual Shareholder**, if the total amount of dividend payable during the financial year 2025-26 does not exceed Rs. 10,000/-.
- b) Tax to be deducted on payment of dividend to Resident Individual Shareholder, if the total amount of dividend payable during the financial year 2025-26 exceeds Rs. 10,000/- in the following manner:

Category of shareholder	Applicable tax rate	Documents required to be submitted
Resident individual shareholders with PAN	10%	PAN is to be updated with the Depository Participant / RTA.
Resident individual shareholders without PAN / invalid PAN	20%	NA

- c) Resident Individual Shareholders, who desire to avail exemption from deduction of tax on payment of dividend exceeding Rs. 10,000/- during the financial year can do so in the following manner:

Category of shareholder	Applicable tax rate	Documents required to be submitted
Resident Individual shareholders with PAN :- a) for individuals with no tax liability on total income b) For individuals above the age of 60 years with no tax liability on total income	Nil	Copy of self-attested PAN & Declaration in Form 15G Copy of self-attested PAN & Declaration in Form 15H

II. Tax on dividend amount to Resident Non-Individual Shareholders

Tax on dividend payable during the financial year to Resident Non-Individual Shareholders shall be deducted either @ 10% or at applicable rates. They can avail the exemption from TDS by submitting the following documents:

Category of shareholder	Applicable tax rate	Documents required to be submitted
Mutual Fund specified under Section 10(23D) of the Income Tax Act, 1961	Nil	Copy of self-attested PAN & Certificate of registration with SEBI Declaration under Section 10(23D) of the Income Tax Act, 1961
An Insurance Company exempted under Section 194 of the Income Tax Act	Nil	Copy of self-attested PAN & Certificate of registration with Insurance Regulatory and Development Authority (IRDA)/ LIC GIC Declaration qualifying as Insurer as per section 2(7A) of the Insurance Act, 1938.
An Alternate Investment Fund (AIF established in India)	Nil	Copy of self-attested PAN & registration certificates for either Category I or Category II AIF as per SEBI (AIF) Regulations, 2012 Declaration under Section 10(23FBA) of the Income Tax Act, 1961 for exemption.
Other Non-Individual shareholders	Nil	Copy of self-attested PAN Declaration along with self-attested copy of documentary evidence supporting the exemption.
Shareholders who have submitted order u/s 197 of the Income Tax Act, 1961	As per Order	Copy of self-attested PAN Lower/NIL withholding tax certificate for the FY 2025-26 obtained from tax authority to be submitted to claim the lower tax rates.

B. Tax on Dividend to Non-Resident Shareholders

TDS/WHT on payment of dividend during the financial year to Non-Resident Shareholders shall be as follows:

Non-resident shareholders shall be taxed @ 20% plus applicable surcharge and cess on the dividend payable during the financial year. They can avail beneficial rates under the tax treaty between India and country of residence of the shareholder, subject to submission of necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits.

Format for submission of various declarations mentioned above are made available on the Company's website and the shareholders are requested to provide signed declarations to the Company at 3rd Floor, Himalaya House, 23, Kasturba Gandhi Marg, New Delhi -110 001 or to the Company's RTA viz. Alankit Assignments Limited, 205 - 208, Anarkali Complex, Jhandewalan Extension, New Delhi – 110 055, Tel: 011- 42541234, E-mail ID: info@alankit.com on or before 01.08.2025 (Date of AGM).

C. For shareholders having multiple accounts under different status / category

Members holding shares under multiple accounts under different status/category and a single PAN may note that, higher the tax as applicable to the status in which shares held under a PAN will be considered on their entire holding in different accounts. In the case of joint shareholding, the shareholder named first in the Register of Members is required to furnish the requisite documents for claiming any applicable beneficial tax rate.

Members may note that in case the tax on said dividend is deducted at a higher rate in the absence of timely receipt, or insufficiency/incomplete/incorrectness of the aforementioned details/documents from you, an option is available to you to file the return of income as per the Act and claim an appropriate refund, if eligible.

No claim shall lie against the Company for such tax deductions.

9. Updation of mandate for receiving dividend directly in a bank account through an Electronic Clearing System or any other means in a timely manner:

Shares held in physical form: In order to receive dividend in a timely manner, Members holding shares in physical form who have not updated their mandate for receiving the dividends directly in their bank accounts through Electronic

Clearing Service or any other means (“Electronic Bank Mandate”), can register their ‘Electronic Bank Mandate’ to receive dividends directly into their bank account electronically or any other means, by sending scanned copy of the following details/ documents by e-mail to the Company at compliance.officer@shrirampistons.com :

- a) Form ISR-1 along with supporting documents as follows. The said form is available on the Company’s website at <https://shrirampistons.com/investors-guide-2/> under the “Investor Forms” tab.
- b) Cancelled cheque in original, bearing the name of the Member or first holder, in case shares are held jointly; In case name of the holder is not available on the cheque, kindly submit the following documents:
 - i) Cancelled cheque in original
 - ii) Bank-attested legible copy of the first page of the Bank Passbook/Bank Statement bearing the names of the account holders, address, same bank account number and type as on the cheque leaf and full address of the bank branch.
- c) Self-attested scanned copy of the PAN Card; and
- d) Self-attested scanned copy of any document (such as Aadhar Card, Driving Licence, Election Identity Card, Passport) in support of the address of the Member as registered with the Company.

Further, for the members holding shares in physical form and whose bank particulars are already registered with RTA, the same will be considered by the Company for payment of the final dividend. However, in case the Company’s dividend banker is unable to process the final dividend to any member by electronic mode, due to the non-availability of the details of the bank account or for any other valid reason whatsoever, the Company shall dispatch the dividend warrants/demand drafts to such Member by post on their registered address.

Shares held in demat form: Members holding shares in electronic form may note that the bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its RTA cannot act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant (DP) of the members.

Accordingly, the Members holding shares in demat form are requested to update their Electronic Bank Mandate with their respective DPs.

10. Updation of PAN, KYC and nomination details

Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney and bank details such as, the name of the bank and branch details, bank account number, MICR code, IFSC code, etc.

- a) **For shares held in electronic form:** To their Depository Participants (“DPs”)
- b) For shares held in physical form: To the Company/RTA in prescribed Form **ISR-1** and other forms pursuant to SEBI Master Circular No. SEBI/HO/MIRSD/SECFATF/P/CIR/2023/169 dated October 12, 2023. To mitigate unintended challenges on account of freezing of folios, SEBI vide its Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2023/181 dated November 17, 2023, has done away with the provision regarding freezing of folios not having PAN, KYC, and Nomination details.

The Company has sent individual letters to all the shareholders holding shares of the Company in physical form for furnishing their PAN, KYC, and nomination details. The relevant Circular(s) and necessary forms in this regard have been made available on the Company’s website at <https://shrirampistons.com/investors-guide-2/>.

Accordingly, the members are advised to register their details with the Company/RTA or DPs, in compliance with the aforesaid SEBI guidelines for smooth processing of their service requests and trading without any hindrance.

11. Issue of securities in dematerialised form

- a) In terms of Regulation 40(1) of SEBI Listing Regulations, 2015 and SEBI vide its notification dated 24th January, 2022 has mandated that all requests for transfer of securities including transmission and transposition requests 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, the members are advised to dematerialise their holdings. Members can contact the Company or RTA, for assistance in this regard.

- b) Further, SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated 25th January 2022 (subsumed as part of the SEBI Master Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated 7th May 2024) has mandated Listed Companies to issue securities for the following investor service requests only in dematerialized form: (i) issue of duplicate securities certificate; (ii) claim from unclaimed suspense account; (iii) renewal/exchange of securities certificate; (iv) endorsement; (v) sub-division/splitting of securities certificate; (vi) consolidation of securities certificates/folios; (vii) transmission; and (viii) transposition.

Accordingly, the members are requested to make service request by submitting a duly filled and signed Form No. ISR-4, the format of which is available on the Company's website at <https://shrirampistons.com/investors-guide-2/> under the 'Investor Forms' tab. **Members are requested to note that any service request will only be processed after the folio is KYC Compliant.**

12. **Nomination facility:** As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nominations are requested to register the same by submitting **Form No. SH-13**. If a Member desires to opt-out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form ISR-3 or SH-14 as the case may be.

The said forms can be downloaded from the Company's website <https://shrirampistons.com/investors-guide-2/> under the 'Investor Forms' tab. Members are requested to submit the said details to their DPs in case the shares are held by them in dematerialized form and to Company/RTA in case the shares are held in physical form.

13. In the case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company as on the cut-off date i.e. **Friday, July 25, 2025** will be entitled to vote during the AGM.

14. **Online Dispute Resolution Portal ("ODR Portal")**

SEBI vide Circular Nos. SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/131 dated July 31, 2023, and SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/135 dated August 4, 2023, read with Master Circular No. SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/145 dated July 31, 2023 (updated as of August 11, 2023), has established a common Online Dispute Resolution Portal ("ODR Portal") for resolution of disputes arising in the Indian Securities Market.

Pursuant to the above-mentioned circulars, post exhausting the option to resolve their grievances with the RTA/ Company directly and through the existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal (<https://smartodr.in/login>) and the same can also be accessed through the Company's website <https://shrirampistons.com/investors-guide-2/> under "Online Dispute Resolution (ODR) Portal" tab.

15. Members seeking any information with regard to the financial statements or any matter to be placed at this 61st AGM are requested to write to the Company on or before August 1, 2025, through e-mail at compliance.officer@shrirampistons.com. The same will be replied to by the Company suitably.

16. **Unpaid/Unclaimed Dividend**

Members are requested to note that dividends, if not encashed for a period of 7 (seven) years from the date of transfer to the Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ("IEPF"). Further, all the shares in respect of which the dividend has remained unclaimed for 7 (seven) consecutive years or more from the date of transfer to the unpaid dividend account shall also be transferred to IEPF. In view of this, Members are requested to claim their dividends from the Company, within the stipulated timeline.

The Members, whose unclaimed dividends and/or shares have been transferred to IEPF, may contact the Company or RTA and submit the required documents for the issue of Entitlement Letter. The Members can attach the Entitlement Letter and other required documents and file the IEPF-5 form for claiming the dividend and/ or shares available on www.iepf.gov.in. For details, please refer to Corporate Governance Report which is a part of this Annual report. The procedure for claiming the shares from IEPF Authority is available on <https://shrirampistons.com/investors-guide-2/>.

During the year under review, the Company had sent individual notices seeking action from the shareholders/members who have not claimed their dividends for 7 (seven) consecutive years or more. Accordingly, the Company had transferred the unclaimed/unpaid dividend and corresponding shares to the IEPF Authority.

Financial Year	Amount of unclaimed dividend transferred	No. of shares transferred
2016-17 (Final Dividend)	Rs. 76,588/-	Nil
2017-18 (Interim Dividend)	Rs. 23,992/-	1579

The voting rights on these shares shall remain frozen until the shareholder claims those shares from the IEPF authority.

17. **Scrutinizer for e-Voting:** The Board of Directors has appointed Ms. Preeti Grover, Practicing Company Secretary (ICSI M. No. FCS 5862 & COP No. 6065), Proprietor M/s PG & Associates and in her absence Ms. Shabnam Kapoor (FCS 4258), as the Scrutinizer to scrutinize that the process of remote e-voting and voting at the AGM happens in fair and transparent manner.

The Scrutinizer shall, immediately after the conclusion of voting at the AGM, unblock the votes cast through remote e-voting (votes cast during the AGM and votes cast through remote e-voting) and will submit a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or any person authorised by him in writing, who shall countersign the same and declare the results of voting forthwith. The voting results will be announced within 2 (two) working days from the conclusion of its AGM in the format specified by SEBI.

The result declared along with the Scrutinizer's Report shall be placed on the Company's website at <https://shriram Pistons.com/investors-guide-2/> and on CDSL's website www.cdslindia.com simultaneously. The Company shall simultaneously forward the results to the stock exchanges where the equity shares of the Company are listed i.e., BSE Limited and the National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The results shall also be made available on the notice board of the Company at its Registered Office.

18. INSTRUCTIONS FOR E-VOTING AND ATTENDING THE AGM THROUGH VC FACILITY:

Voting through Electronic Means

- (i) In compliance with Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI Listing Regulations, 2015 (as amended) and SEBI Circulars, the Company is pleased to provide its members the facility for voting through remote e-voting as well as e-voting during the AGM in respect of all the businesses to be transacted at the AGM and has engaged the services of the Central Depository Services (India) Limited (CDSL) (authorized e-Voting's agency) to provide remote e-voting facility, for participation in the AGM through VC/OAVM facility and e-voting during the AGM.
- (ii) The **remote e-voting period** commences on **Tuesday, July 29, 2025 (9:00 a.m. IST)** and ends on **Thursday, July 31, 2025 (5:00 p.m. IST)**. During this period, Members holding shares either in physical form or in dematerialized form, as of **Friday, July 25, 2025 i.e. cut-off date**, may cast their vote electronically.

The e-voting module shall be disabled by CDSL for voting thereafter. A person who is not a Member as of the cut-off date should treat this Notice for information purposes only.

Members have the option to cast their vote on any of the resolutions using the remote e-voting facility, either during the period commencing on Tuesday, July 29, 2025 and ending on Thursday, July 31, 2025, or e-voting during the AGM.

The Members who have cast their vote by remote e-voting prior to the AGM may also attend/participate in the AGM through VC/OAVM but shall not be entitled to cast their vote on such resolution again.

- (iii) The voting rights of the Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the **cut-off date i.e. Friday, July 25, 2025**.
- (iv) 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/Members.

In order to increase the efficiency of the voting process, and pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9.12.2020, it has been 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 e-voting service providers (ESPs), thereby, not only facilitating seamless authentication but also enhancing the ease and convenience of participating in the e-voting process.

A. Instructions for Individual shareholders holding securities in Demat mode for logging in for remote e-voting (before this AGM) and joining the AGM through VC are as under:

Type of Shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 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 the e-voting page without any further authentication. The users to login to Easi/Easiest are requested to visit CDSL website www.cdslindia.com and then click on Login icon & My Easi New (Token) Tab.. 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' website directly. 3) If the user is not registered for Easi/ Easiest, option to register is available at CDSL's website www.cdslindia.com, where the user has to click on Login icon & click on login & My Easi New (Token) Tab and then click on registration option. 4) Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN from a e-voting link available on 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 and also able to directly access the system of all e-voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL	<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 the web browser by typing the following URL: https://eservices.nsd.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 the e-voting page. Click on the Company name or the e-voting service provider name and you will be redirected to the e-voting service provider website for casting your vote during the remote e-voting period or joining a virtual meeting & voting during the meeting. 2) If the user is not registered for the IDeAS e-Services, the option to register is available at https://eservices.nsd.com. Select the "Register Online for IDeAS" Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp. 3) Alternatively, you can directly access the e-voting page https://www.evoting.nsd.com/ 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 the 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 & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	<p>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 the e-voting option, you will be redirected to the 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 re-directed to the e-voting service provider website for casting your vote during the remote e-voting period or joining a virtual meeting & voting during the meeting.</p>

Note: Members who are unable to retrieve their User ID/Password are advised to use the 'Forget User ID'/'Forget Password' option available at the abovementioned website.

B. Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

Login method for e-voting and joining virtual meetings for **Physical shareholders and shareholders other than Individuals holding in Demat form.**

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

For Physical shareholders and other than individual shareholders holding shares in Demat.	
PAN	Enter your 10 digit alpha-numeric PAN issued by the Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none">• Members/Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number communicated by the Company/RTA through e-mail or contact the Company/RTA. In case email ids are not registered with the Company/depositories for such shareholders, they are requested to follow the instructions given in Para F below to obtain login credentials for e-voting.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login. <ul style="list-style-type: none">• If both the details are not recorded with the depository or Company, please enter the member id/folio number in the Dividend Bank details field as mentioned in the instructions.

- (vii) After entering these details appropriately, click on the “SUBMIT” tab.
- (viii) Members 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.
- (ix) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

C. Common instructions for all shareholders logging in for remote e-voting (before this AGM) and joining at the AGM through VC are as under:

Upon logging in as per para A or B above, Members need to follow the instructions as mentioned below:

- (i) Click on the EVSN for ‘Shriram Pistons & Rings Limited’ on which you choose to vote.
- (ii) 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.
- (iii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire resolution details.
- (iv) 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.
- (v) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (vi) You can also take a print of the votes cast by clicking on the “Click here to print” option on the Voting page.
- (vii) If a demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on “Forgot Password” & enter the details as prompted by the system.
- (viii) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification

D. Note for Non-Individual Shareholders and Custodians – Remote e-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) A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.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 will be mapped automatically and can be delinked in case of any wrong mapping.
- (v) It is mandatory that 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 can send the relevant board resolution/ authority letter etc. together with attested specimen signature of the duly authorized signatory who is authorized to vote, to the Scrutinizer at cspreeti96@gmail.com and to the Company at the email address at 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.

E. Instructions for members for attending the AGM through VC, and e-voting during the AGM are as under:

- i) The procedure for attending the AGM through VC, and e-voting during the AGM is the same as the instructions mentioned above for remote e-voting.
- ii) The link for VC to attend the AGM will be available where the EVSN of the Company will be displayed after successful login as per the instructions mentioned above for remote e-voting.
- iii) The members who have cast their votes by remote e-voting prior to the meeting may also attend the meeting by VC, but shall not be entitled to cast their vote again during the meeting.
- iv) Only those Members, who are present in the AGM through VC 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 which shall be available during the AGM.
- v) If any votes are cast by a Member through the e-voting available during the AGM and if the said Member has not participated in the meeting through VC, then the votes cast by such Member shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
- vi) Members are encouraged to join the Meeting through Laptops/iPads for a better experience.
- vii) Further, Members will be required to allow Camera and use the Internet at a good speed to avoid any disturbance during the meeting.
- viii) Please note that Members/Participants Connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuations in their respective networks. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforementioned glitches.
- ix) For the convenience of the members and proper conduct of the AGM, members can login and join at least 15 minutes before the scheduled time of commencement of the AGM and the meeting link shall be kept open throughout the proceedings of the AGM. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on a first come first served basis. However, this number does not include the large Shareholders i.e. Shareholders holding 2% or more shareholding, Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee, Auditors, etc. who are allowed to attend the AGM without restriction on account of first come first served basis
- x) **Speaker Registration**
Shareholders who would like to express their views/ask questions during the AGM may register themselves as a speaker by sending their request in advance at least 2 days prior to the meeting mentioning their name, demat account number/folio number, email id and 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 the meeting mentioning** their name, demat account number/ folio number, email id and 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. Those Shareholders who have registered themselves as speaker will only be allowed to express their views/ask questions during the AGM.

F. Process for Shareholders whose email addresses/mobile no. are not registered with the Company/depositories for obtaining login credentials for e-voting for the resolutions proposed in this notice:

For Physical shareholders - please provide necessary details like Folio No., name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company at compliance.officer@shrirampistons.com.

For Demat shareholders - please provide the Demat account number, name, client master or copy of the Consolidated Account statement, PAN (self-attested scanned copy), AADHAR (self-attested scanned copy) to Company at compliance.officer@shrirampistons.com.

The Company shall provide the login credentials to the abovementioned shareholders.

For Individual Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-voting & joining virtual meetings through the Depository.

G. 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 the CDSL helpdesk by sending a request to helpdesk.evoting@cdslindia.com or contact at tollfree no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact the NSDL helpdesk by sending a request to evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000

- i) If you have any queries or issues regarding attending the 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, under the help section or write an email to helpdesk.evoting@cdslindia.com or contact at 1800 21 09911.
- ii) 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 21 09911.

H. Documents open for 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. Relevant documents referred to in the accompanying Notice and the Explanatory Statement pursuant to Section 102 of the Act shall be available for inspection through electronic mode from the date of circulation of this Notice up to the date of AGM i.e. August 1, 2025. Members are requested to write to the Company at compliance.officer@shrirampistons.com for inspection of the said documents.

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS(ES) IN ITEM NOS. 5 TO 8 PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 5

Based on the recommendation of the Audit Committee, the Board of Directors at its meeting held on 07.05.2025, has approved the appointment of M/s Chandra Wadhwa & Co., Cost Accountants, having Firm Registration No. 00239, as Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending March 31, 2026 at a remuneration of Rs.3,65,000/- (Rupees Three Lakh Sixty Five Thousand Only) plus applicable taxes and reimbursement of out of pocket expenses.

Pursuant to provisions of Section 148 of the Companies Act, 2013 and Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to Cost Auditors is required 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 conducting the audit of the cost records of the Company for the Financial Year ending March 31, 2026.

None of the Directors, Key Managerial Personnel (KMP) of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out in Item No. 5 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 5 of the Notice for approval of the Members.

ITEM NO. 6

Mr. Shinichi Unno (DIN: 09189521) was re-appointed as Non-Executive Independent Director of the Company for a second term commencing from 29.7.2024 to 28.7.2029. Mr. Unno resigned from the directorship of the Company w.e.f. close of business hours on 7.5.2025, which was acknowledged by the Board, at its meeting on 7.5.2025.

Based on recommendation of Nomination and Remuneration Committee (NRC) and subject to the approval of the Members, the Board, in accordance with the provisions of Section 149 read with Schedule IV to the Act, and Regulation 16 of the SEBI Listing Regulations, 2015 appointed Mr. Akihiro Ozaki as Non-Executive Independent Director in the casual vacancy caused consequent to the resignation of Mr. Shinichi Unno, 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. Further, MCA has, on 12.6.2025, allotted (DIN: 11152072) to Mr. Akihiro Ozaki. Therefore, his appointment shall be effective from 12.6.2025 upto 28.7.2029 (both days inclusive), (i.e. upto the term of appointment of Mr. Shinichi Unno as approved by shareholders in their meeting held on 24.7.2024), not liable to retire by rotation.

A brief resume of Mr. Akihiro Ozaki and details as required under Regulation 36(3) of the SEBI Listing Regulations, 2015 and Secretarial Standard on General Meetings (SS-2) of ICSI are provided as an Annexure -1 to this Notice.

The Company has received a notice in writing from a member under Section 160 of the Act proposing the candidature of Mr. Akihiro Ozaki for the office of Non-Executive Independent Director of the Company.

The Company has received all statutory disclosures/declarations, including;

- i. Consent in writing to act as director in Form DIR-2, pursuant to Rule 8 of the Appointment Rules;
- ii. Intimation in Form DIR-8 in terms of the Appointment Rules to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act;
- iii. Declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act;
- iv. Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, and NSE Circular No. NSE/CML/2018/24 dated June 20, 2018, that he has not been debarred from holding the office of a Director by virtue of any Order passed by the Securities and Exchange Board of India or any other such authority;
- v. Confirmation that he is not aware of any circumstance or situation that exists or may be reasonably anticipated that could impair or impact his ability to discharge duties as an Independent Director of the Company; and
- vi. Confirmation that he had not been a partner of a firm that had transactions during the last three financial years with Shriram Pistons & Rings Limited or its subsidiaries amounting to 10 (ten) percent or more of its gross turnover.

In the opinion of the Board and based on its evaluation, Mr. Akihiro Ozaki is a person of integrity and fulfills the conditions specified in the Act read with Rules made thereunder and the SEBI Listing Regulations, 2015, for his appointment as Non-Executive Independent Director of the Company and he is independent of the Management of the Company.

The terms and conditions of appointment of Mr. Akihiro Ozaki as an Independent Director would be available for inspection by the Members of the Company on sending a request along with their DP/Client ID or Folio No. from their registered e-mail address to the Company at compliance.officer@shrirampistons.com. Alternatively, the documents will also be made available at the Registered Office of the Company during office hours on all working days from the date of dispatch until the date of the Annual General Meeting of the Company.

Except for Mr. Akihiro Ozaki and his relatives to the extent of their shareholding interest, if any, in the Company, none of the other 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. 6 of the Notice.

The Board recommends the Special Resolution set out at Item No. 6 for the approval of the Members.

ITEM NO. 7

In accordance with the provisions of Section 204 and other applicable provisions of the Companies Act, 2013, read with Rule 9 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) ('the Act'), every listed company and certain other prescribed categories of companies are required to annex a Secretarial Audit Report, issued by a Practicing Company Secretary, to their Board's report, prepared under Section 134(3) of the Act.

Furthermore, pursuant to recent amendments to Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), every listed entity and its material unlisted subsidiaries in India are required to conduct Secretarial Audit and annex the Secretarial Audit Report to its annual report. Additionally, a listed entity must appoint a Secretarial Audit firm for a maximum of two terms of five consecutive years, with shareholders approval to be obtained at the Annual General Meeting.

Accordingly, based on the recommendation of the Audit Committee, the Board of Directors at its meeting held on May 7, 2025, has approved the appointment of M/s APAC & Associates LLP, Practicing Company Secretaries, (Firm Registration No. AAF-7948) as the Secretarial Auditors of the Company for a period of five (5) consecutive years, commencing from April 1, 2025 to March 31, 2030 subject to approval of the shareholders at the Annual General Meeting at a remuneration of Rs. 2,00,000/- (Rupee Two Lakhs only) for FY 2025-26 and as may be mutually agreed between the Board and the Secretarial Auditors for subsequent years. The proposed fee is based on the knowledge, expertise, industry experience and the time and efforts required to be put in by the Secretarial Auditors.

Furthermore, in terms of the amended regulations, M/s APAC & Associates LLP has provided a confirmation that they have subjected themselves to the peer review process of the Institute of Company Secretaries of India and hold a valid peer review certificate. M/s APAC & Associates LLP has confirmed that they are not disqualified from being appointed as Secretarial Auditors and that they have no conflict of interest. The firm is presently the Secretarial Auditor of the Company and its subsidiaries.

M/s APAC & Associates LLP has provided its consent to act as the Secretarial Auditors of the Company and has confirmed that the proposed appointment, if made, will be in compliance with the provisions of the Act and the SEBI Listing Regulations. Accordingly, approval of the shareholders is sought for appointment of M/s APAC & Associates LLP as the Secretarial Auditors of the Company.

None of the Directors, Key Managerial Personnel (KMP) of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out in Item No. 7 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 7 of the Notice for approval of the Members.

ITEM NO. 8

The members, in their meeting held on 11.8.2020, had approved payment of a sum not exceeding 1% of the 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 (NEDs) 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 5 years commencing from 1st April 2020 in the following manner:

- i) Chairman - 0.60% of the net profits
- ii) Other Directors (NEDs) - not exceeding 0.40% of the net profits

Further, the members, in their meeting held on 6.7.2021, had approved the change in the basis of calculation of Profit Commission payable to NEDs calculated on "Profit before Depreciation, Donation and Taxes" in line with the basis of calculation being followed for Whole-time Directors.

In addition, as per regulation 17(6)(ca) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations, 2015), every listed company requires to seek approval from members every year, if remuneration payable to a single NED exceeds 50% of total annual remuneration payable to all NEDs.

On the recommendation of Nomination & Remuneration Committee (NRC), the Board of Directors in their meeting held on May 7, 2025, has approved, subject to the approval of shareholders of the Company in the Annual General Meeting:-

- i. the 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 Executive Directors, for whole or proportionately for a part of each of its financial years from April 1, 2025 to March 31, 2030 in the following manner
 - a) Chairman - 0.60%
 - b) All other Non-Executive Directors – up to 0.40%. The distribution amount shall be finalized by the Chairman.
- ii. payout of 1% profit Commission (calculated on annual profits of the Company before depreciation, donation, and taxes), 0.60% to the Chairman, and upto 0.40% to all other Non-Executive Directors of the Company for Financial Year 2025-26, subject to the member's approval in ensuing Annual General Meeting, pursuant to Regulation 17(6)(ca) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- iii. authorize the Chairman to finalize distribution of upto 0.40% of Profit Commission (calculated on annual profits of the Company before depreciation, donation, and taxes) to other Non-Executive Directors for the period commencing from April 1, 2025 to March 31, 2026.

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 Mr. 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.

The Board recommends the Special Resolution set out at Item No. 8 of the Notice for approval of the Members.

Details of Director seeking Appointment /Re-appointment in pursuance of Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and Secretarial Standard on General Meetings (SS-2)

Name of Director	Mr. Klaus Semke	Ms. Meenakshi Dass	Mr. Akihiro Ozaki
Director Identification Number (DIN)	10133032	00524865	11152072
Date of Birth / Age	18.3.1964 / 61 Years	4.4.1964 / 61 Years	8.1.1967 / 58 Years
Date of appointment in the Board of the Company	1.5.2023	28.3.2009	12.6.2025
Number of Board Meetings attended during last year	5	5	NA
Brief Resume (Qualification/Experience)	Mr. Semke has been on the Board of the Company since May 2023. He has obtained Metal Aircraft Builder Training and Graduated with Mechanical Engineering Studies at the Hamburg University of Applied Sciences in Hamburg, Germany. He is the Managing Director & CEO at KS Kolbenschmidt Pistons Germany GmbH. Mr. Semke has a long & varied experience and considerable exposure to international operations.	Ms. Dass has been on the Board of the Company since March 2009 and belongs to the Promoter Category. She obtained a Degree in Textile Designing. She has vast experience in managing Company's affairs.	Mr. Ozaki has long & varied experience and considerable exposure to international operations and proven record in general management.
Nature of expertise in specific functional areas	Technical knowledge of the Industry in which the Company operates and knowledge of management, sales, marketing, finance, administration, research, and corporate governance.	Knowledge of law, management, sales, marketing, finance, administration, and corporate governance.	Technical knowledge of the Industry in which the Company operates and knowledge of management, sales, research, marketing, administration, and corporate governance.
Details of remuneration sought	Sitting fee and Commission based on Profits	Sitting fee and Commission based on Profits	Sitting fee and Commission based on Profits
Remuneration last drawn	Sitting fee: Rs. 0.50 Million Commission: Rs. 3.70 Million	Sitting fee: Rs. 0.90 Million Commission: Rs. 4.40 Million	NA
Name of listed entities from which the person has resigned in the past three years	NIL	NIL	NIL
Directorships held in other companies	NIL	<ul style="list-style-type: none"> i) Pearey Lall & Sons (E.P.) Private limited ii) PLS Construction Equipment Limited iii) Wylie Indicators Private Limited iv) SPR Engenious Limited v) Sera Com Private Limited vi) Manisha Commercial Private Limited 	NIL

Name of Director	Mr. Klaus Semke	Ms. Meenakshi Dass	Mr. Akihiro Ozaki
		vii) Sarva Commercial Private Limited viii) Shabnam Commercial Private Limited ix) Heritage Desk Solutions Private Limited	
Chairman/ Member of the Committee(s) of the Board of Directors of the Company	NIL	Member: i) CSR Committee ii) Risk Management Committee	NIL
Chairman/ Member of the Committee(s) of the Board of Directors of other Companies in which he/she is a Director	NIL	NIL	NIL
No. of Shares held by the Director of the Company	NIL	60,07,362 Equity Shares [shares held in the capacity of Trustee (First named shareholder) of Deepak Shriram Family Benefit Trust] 60,07,362 Equity Shares [shares held in the capacity of Trustee (Second named shareholder) of Deepak Shriram Family Benefit Trust] 16,69,440 Equity Shares held under her name	NIL
Disclosure of Relationship between Directors / KMPs inter-se	He has no relationship with any member of the Board of Directors.	Ms. Meenakshi Dass is sister of Mr. Luv Deepak Shriram, hence are related to each other and belongs to promoters category of the Company.	He has no relationship with any member of the Board of Directors and meets all the criteria for being appointed as an independent director under applicable laws including circulars issued by the stock exchanges from time to time.
Skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Technical knowledge of the Industry in which the Company operates and has knowledge of law, management, sales, marketing, finance, administration, research, and corporate governance.	Knowledge of law, management, sales, marketing, finance, administration, and corporate governance.	Technical knowledge of the Industry in which the Company operates and has knowledge of law, management, sales, marketing, finance, administration, research, and corporate governance

By order of the Board of Directors
For Shriram Pistons & Rings Limited

Pankaj Gupta
Company Secretary
Membership No. FCS 4647

New Delhi
June 12, 2025

3rd Floor, Himalaya House, 23, K.G. Marg, New Delhi -110 001