



SHRIRAM PISTONS & RINGS LIMITED

CIN: L29112DL1963PLC004084

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

Website: www.shrirampistons.com; E-mail: compliance.officer@shrirampistons.com;

Phone No. : +91 11 2331 5941

POSTAL BALLOT NOTICE

[Pursuant to Section 110 read with Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, each as amended]

VOTING STARTS ON	VOTING ENDS ON
Wednesday, February 11, 2026, at 9:00 A.M. (IST)	Thursday, March 12, 2026, at 5:00 P.M. (IST)

Dear Member(s),

NOTICE is hereby given pursuant to Section 110 read with Section 108, and other applicable provisions of the Companies Act, 2013, as amended ("**Act**"), read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended ("**Rules**"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**"), including any statutory modification(s) or re-enactment(s) thereof for the time being in force, General Circular Nos. 14/2020 dated April 8, 2020, No. 17/2020 dated April 13, 2020, and subsequent circulars issued in this regard, the latest being 03/2025 dated September 22, 2025, issued by the Ministry of Corporate Affairs, Government of India, (collectively referred to as "**MCA Circulars**"), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ("**SS-2**") and any other applicable law, rules, circulars, notifications, and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), to transact the special business as set out hereunder by passing Special Resolutions by way of postal ballot only, by voting through electronic means ("**remote e-voting**").

The proposed resolution(s) and the Explanatory Statement setting out the material facts and reasons/rationale concerning the said item(s) pursuant to Section 102 and Section 110 of the Act are annexed to this Postal Ballot Notice ("**Notice**") for your consideration and forms part of this Notice.

In compliance with the aforesaid MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Alankit Assignments Limited, Registrar & Transfer Agent (RTA) of the Company ("**Alankit**") or the Depository Participants and whose name(s) appear in the Register of Members/List of Beneficial Owners as received from the National Securities Depository Limited ("**NSDL**") and the Central Depository Services (India) Limited ("**CDSL**") as on **Friday, February 6, 2026 ("cut-off date")**. Accordingly, a physical copy of the

Notice along with the Postal Ballot Form and pre-paid business reply envelope is not being sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would only take place through the remote e-voting system. The detailed procedure for remote e-voting forms part of the 'Notes' section to this Notice. This Postal Ballot is accordingly being initiated in compliance with the MCA Circulars.

In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Sections 108, 110, and other applicable provisions of the Act read with the relevant Rules, the MCA Circulars, and SS-2, the Company is providing the remote e-voting facility to all its Members, to enable them to cast their votes electronically. The Company has engaged the services of the National Securities Depository Limited ("**NSDL**") for providing the remote e-voting facility to its Members. The instructions for remote e-voting are appended to this Notice. The Notice is also available on the website of the Company at <https://shrirampistons.com/investors-guide-2/>.

The remote e-voting commences on **Wednesday, February 11, 2026, at 9.00 a.m. (IST)** and concludes on **Thursday, March 12, 2026, at 5.00 p.m. (IST)**. The e-voting module shall be disabled by NSDL for voting thereafter. Members are requested to peruse the proposed resolutions along with their Explanatory Statements and thereafter record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the 'Notes' section of this Notice for casting of votes by remote e-voting not later than 5:00 p.m. (IST) on Thursday, March 12, 2026.

The Resolution(s) proposed to be passed by way of the Postal Ballot and the Explanatory Statement setting out the material facts and reasons for the proposal are appended below for consideration of the members:

SPECIAL BUSINESS:

ITEM NO. 1 - TO CONSIDER AND APPROVE THE CHANGE OF NAME OF THE COMPANY

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 Sections 4, 5, 13, 14 and 15 of the Companies Act, 2013 ('the Act') read with Rule 29 of the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and any other applicable law(s), regulation(s), rule(s) or guideline(s), the enabling provisions of the Memorandum of Association and the Articles of Association of the Company and Regulation 45 & other regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations', as approved by the Board of Directors of the Company, the approval of the Members of the Company be and is hereby accorded to change the name of the Company from "**Shriram Pistons & Rings Limited**" to "**SPR Auto Technologies Limited**".

RESOLVED FURTHER THAT Clause I (Name Clause) of the Memorandum of Association of the Company be and is hereby altered and substituted with the following clause:

I. The name of the Company is "**SPR AUTO TECHNOLOGIES LIMITED**".

RESOLVED FURTHER THAT in terms of Section 14 of the Companies Act, 2013, the Articles of Association of the Company be altered by deleting the existing name of the Company wherever appearing and substituting it with the new name of the Company.

RESOLVED FURTHER THAT upon receipt of the fresh certificate of incorporation by the Registrar of Companies, consequent upon change of name, the old name "**Shriram Pistons & Rings Limited**" be substituted with the new name "**SPR Auto Technologies Limited**" in all the relevant documents, including agreements, deeds, documents, contracts wherein the company is a party or interested, common seal and all other places wherever appearing.

RESOLVED FURTHER THAT, for the purpose of giving effect to the aforesaid resolution, the Managing Director & CEO, the Chief Financial Officer and the Company Secretary of the Company be and are hereby severally authorised to do all acts, deeds, matters and things as may be deemed necessary, proper or desirable and to settle all questions, difficulties or doubts that may arise in this regard, including taking of necessary corporate actions with any statutory and regulatory authorities including Ministry of Corporate Affairs, filling of necessary forms with the Registrar of Companies at any stage without requiring any further approval of the members of the Company and to take all steps necessary, consequential or incidental and ancillary for the purpose of giving effect to the aforesaid resolution."

ITEM NO. 2 - TO CONSIDER AND APPROVE ALTERATION OF THE OBJECT CLAUSE AND ADOPTION OF THE NEW SET OF MEMORANDUM OF ASSOCIATION OF THE COMPANY AS PER THE COMPANIES ACT, 2013

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 13 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 rules framed thereunder and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), subject to approval of jurisdictional Registrar of Companies, Ministry of Corporate Affairs and any other appropriate regulatory/statutory authorities and subject to such terms, conditions, amendments or modifications as may be required or suggested by any such authority the consent of the members be and is hereby accorded to alter the Objects Clause and adopt the new set of Memorandum of Association of the Company, to make it in consonance with the provisions of the Companies Act, 2013.

RESOLVED FURTHER THAT existing clause III of MOA of the Company be and are hereby altered as under:

The title of the existing clause III be and is hereby substituted into two parts as:

- Clause III (A) - The objects to be pursued by the company on its incorporation are:
- Clause III (B) - Matters which are necessary for furtherance of the objects specified in Clause III(A) are:

RESOLVED FURTHER THAT, the existing sub-clause (1) Clause III of the Memorandum of Association be substituted with the following sub-clause (1) of Clause III(A) of the Memorandum of Association, and that two new sub-clauses, numbered (2) and (3), be inserted in Clause III(A) immediately after sub-clause (1), as under:

- (1) *To carry on the business of designing, developing, manufacturing, assembling, improving, hiring, buying, selling and dealing in pistons, piston rings, piston pins and all types of pins, piston assemblies, cylinder liners, valve guides, thin and thick wall engine bearings, engine valves and valve tappets, cylinder blocks, cylinder heads, gaskets, hydro dynamic oil seals, dies, cams, jigs, toolings, fixtures, flywheels, ring gears, gear shifter forks, yorks, connecting rods, transmission gears, pivot arms, torque links, bells, arm knuckles, steering knuckles, gear pinions, case components, bearing and bearing plates and all types of gears including spiral bevel, crown wheel and pinion, spites kit assemblies, straight bevel, spur, helical and worm gears, gear boxes, winches, speed drivers, reduction gear boxes, power take-offs and all other components for vehicles and engines, including internal combustion engines operated by any type of fuel or gases, steam engines, compressors, pumps and other machinery; and to engage in the manufacture and supply of any such parts and components for motors, vehicles, trucks, tractors, motor-lorries, motorcycles, cycle cars, scooters, skating boards, mopeds, three wheelers passenger and cargo vehicles, buses, omnibuses, locomotives, tanks, ships, engines, wagons, boats, barges, launches, submarines, aeroplanes, airships, seaplanes, balloons, snowmobiles, aircraft, lawnmower vehicles and handheld lawnmower applications, industrial engines, drones and other vehicles and products of all descriptions, whether propelled or operated by petrol, spirit, steam, oil vapour, gas, coal, electricity, petroleum or any other motive or mechanical power, in India or elsewhere.*
- (2) *To carry on the business of designing, manufacturing, developing, improving, hiring, buying, selling and dealing in traction motors, permanent magnet synchronous (PMS) and asynchronous motors, axial flux motors, radial flux motors, combination flux motors and all other types of motors, including motors for solar, renewable energy and other applications in electric mobility and powertrain systems; and to engage in the manufacture and trade of motor controllers, DC-DC converters, battery management systems (BMS), e-drive systems, radars, telematics boxes, infotainment systems, high-pressure die casting (HPDC) components, interior and exterior plastic components, lightweight composites, micro motors, windshield wiper motors and washer systems, washer tank systems, blown products, window lift*

systems, rear view mirrors, stamped parts such as cross car beams, precision molded resin parts, precision metal molds, assembled resin parts, injection molded plastic components, radars, lidars, advanced driver assistance system (ADAS) components, electromagnetic transparency trims and other plastic parts, resin and metal goods; and further to undertake the manufacture and supply of high-precision gears, precision moldings, injection molding, assembly of molded parts, tools, precision engineering tools, molds, sheets, press tools, press parts, plants, equipment and machinery required for or allied to the precision engineering business, sub-assembly manufacturing and related activities including job work for third parties, as well as forming and pressing dies, assembled metal parts, metal gears and other allied articles and things.

(3) To carry on the business of designing, manufacturing, developing, improving, hiring, buying, selling and dealing in original equipment manufacturer products and also on a jobbing industry basis, including all kinds of machinery, component parts, replacement parts, spare parts, accessories, tools, implements and fittings of every description. This shall cover extrusions, axles and axle assemblies, propeller shafts and universal joints, ornamentation and decorative parts, injection-moulded parts, automotive interior decorative parts, fully automatic temperature controlling parts, thermal cooling, plastic fuel capture systems, EV water pumps, automobile and vehicle ambient lights for both exterior and interior use, day running lights, charging indicators, illuminated front grills, lighted logos and emblems, projection lamps, automotive LED lights, capacitive touch panels, sun visors, intelligent steering systems, head liners, door panels, parcel trays and trimmings or other components of interiors."

RESOLVED FURTHER THAT, for the purpose of giving effect to the aforesaid resolution, the Managing Director & CEO, the Chief Financial Officer and the Company Secretary of the Company be and are hereby severally authorised to do all acts, deeds, matters and things as may be deemed necessary, proper or desirable and to settle all questions, difficulties or doubts that may arise in this regard, including taking of necessary corporate actions with any statutory and regulatory authorities including Ministry of Corporate Affairs, to sign and execute all necessary documents, applications and returns, filing of necessary forms with the Registrar of Companies at any stage without requiring any further approval of the members of the Company and to take all steps necessary, consequential or incidental and ancillary for the purpose of giving effect to the aforesaid resolution."

ITEM NO. 3 - TO CONSIDER AND APPROVE ALTERATION OF THE ARTICLES OF ASSOCIATION OF THE COMPANY

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 14 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), the rules framed thereunder, and the

applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the consent of the members be and is hereby accorded to replace, alter, modify, revise and adopt, the existing Articles of Association of the Company with the new set of Articles of Association ("New Articles"), and that the said New Articles be and are hereby approved and adopted as the Articles of Association of the Company and the said New Articles shall be the regulations of the Company, in substitution of and to the entire exclusion of the existing Articles of Association.

RESOLVED FURTHER THAT, for the purpose of giving effect to the aforesaid resolution, the Managing Director & CEO, the Chief Financial Officer and the Company Secretary of the Company be and are hereby severally authorised to do all acts, deeds, matters and things as may be deemed necessary, proper or desirable and to settle all questions, difficulties or doubts that may arise in this regard, including taking of necessary corporate actions with any statutory and regulatory authorities including Ministry of Corporate Affairs, filling of necessary forms with the Registrar of Companies at any stage without requiring any further approval of the members of the Company and to take all steps necessary, consequential or incidental and ancillary for the purpose of giving effect to the aforesaid resolution."

**By Order of Board of Directors
For Shriram Pistons & Rings Limited**

Place: New Delhi
Date: 05.02.2026

**Pankaj Gupta
Company Secretary
Membership No.: FCS 4647**

Registered Office:
Third Floor, Himalaya House,
23 Kasturba Gandhi Marg,
New Delhi- 110001
CIN: L29112DL1963PLC004084
Website: <https://shrirampistons.com/>

NOTES:

1. The Explanatory Statement pursuant to the provisions of Section 102 & 110 of the Companies Act, 2013 ("Act") read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, setting out the material facts relating to the proposed resolution(s) and the reasons/rationale thereof, is annexed hereto and forms part of this Postal Ballot Notice ("Notice").
2. As per Section 110 and other applicable provisions of the Act read with Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended and guidelines prescribed by the Ministry of Corporate Affairs ("MCA") for holding general meetings/ conducting postal ballot, vide 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. 10/2021 dated June 23, 2021, No. 20/2021 dated December 8, 2021, No. 3/2022 dated May 5, 2022, No. 11/2022 dated December 28, 2022, No. 09/2023 dated September 25, 2023, latest being 03/2025 dated September 22, 2025 (hereinafter collectively referred to as "MCA Circulars"), this Notice is being sent only in electronic form (by e-mail) to those Members whose names appear in the Register of Members/List of Beneficial Owners as received by the Company from the Depositories/Alankit Assignments Limited, the Company's Registrar and Transfer Agent ('RTA'), as on **Friday, 6th February, 2026 ("cut-off date")** and whose e-mail addresses are registered with the Company/ RTA/ Depositories/ Depository Participants and who will register their e-mail address in accordance with the process outlined in this Notice.
3. Only those Members whose names are appearing in the Register of Members/List of Beneficial Owners as of the Cut-Off Date shall be eligible to cast their votes through postal ballot by remote e-voting. The voting rights of the Members shall be in proportion to their share of the paid-up ordinary equity share capital of the Company as on the Cut-Off Date. A person who is not a Member as on the Cut-Off Date should treat this Notice for information purposes only.

It is however clarified that all Members of the Company as on the Cut-Off Date (including those Members who may not have received this Notice due to non-registration of their e-mail addresses with the Company/ RTA/ Depositories/ Depository Participants) shall be entitled to vote in relation to the aforementioned Resolutions in accordance with the process specified in this Notice.

4. Hence, in accordance with the MCA Circulars, physical copies of the Postal Ballot Notice along with Postal Ballot Forms and pre-paid business reply envelope are not being sent to the shareholders for this Postal Ballot and shareholders are required to communicate their assent or dissent through the remote e-voting system only.

5. The members may note that this Notice will also be available on the Company's website at <https://shrirampistons.com/investors-guide-2/> and the website of the stock exchanges i.e. BSE limited (BSE) and National Stock Exchange of India Limited (NSE) at www.bseindia.com and www.nseindia.com respectively and NSDL at <https://www.evoting.nsdl.com>, being the agency providing the remote e-voting facility.
6. The MCA has taken a 'Green Initiative in Corporate Governance' by allowing companies to send documents to their members in electronic mode. To support this green initiative and to receive communication from the Company in electronic mode, members who have not registered their e-mail ID and are holding shares in physical form are requested to contact Alankit Assignments Limited, Registrar & Transfer Agent of the Company ("Alankit") and register their e-mail ID. Members holding equity shares in the de-mat form are requested to contact their respective Depository Participants ('DPs') for the same.
7. Institutional shareholders (i.e. other than Individuals, Hindu Undivided Family, and Non-Resident Indians) are required to send a scanned copy (PDF/ JPG Format) of their board resolution/ authority letter/ power of attorney, etc., authorizing their representatives to participate through remote e-voting. The said resolution/ authority letter/ power of attorney, etc. shall be sent to the Scrutinizer(s) by e-mail through their registered e-mail ID at cspreeti96@gmail.com
8. In compliance with the provisions of Sections 108 and 110 of the Act read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, and Regulation 44 of the SEBI Listing Regulations, the Company is pleased to provide remote e-voting facility to its Members, to enable them to cast their votes electronically. The Company has appointed National Securities Depository Limited (NSDL) to facilitate e-voting to enable the members to cast their votes electronically (hereinafter referred to as "remote e-voting"). The detailed procedure with respect to remote e-voting is mentioned in note no. 21 of this Notice.
9. Pursuant to the provisions of Section 110, the MCA Circulars and other applicable provisions, if any, of the Act read with the Companies (Management and Administration) Rules, 2014, assent or dissent of the Members in respect of the resolutions contained in this Notice dated February 2, 2026, is being taken through remote e-voting only. Please note that pursuant to the MCA Circulars, voting by members can only be done through remote e-voting.
10. The voting period commences on **Wednesday, February 11, 2026, at 9.00 a.m. (IST)** and concludes on **Thursday, March 12, 2026, at 5.00 p.m. (IST)**. The e-voting module shall be disabled by NSDL for voting thereafter. During this period, members of the Company holding equity shares either in physical form or in dematerialized form, as on the cut-off date i.e., Friday, February 6, 2026, may cast their vote electronically.

11. The Board of Directors of the Company has appointed Ms. Preeti Grover (FCS 5862), Practicing Company Secretary (Proprietor, M/s PG & Associates), and in her absence M/s Shabnam Kapoor & Co. (FCS 4258), Practicing Company Secretary, as the Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner. The Scrutinizer has communicated her willingness to be appointed for the said purpose.
12. The Scrutinizer will, after the conclusion of remote e-voting, scrutinise the votes cast through remote e-voting, submit her report to the Chairman or any other person authorised by him, who shall countersign the same and declare results of the Postal Ballot/e-voting within 2 (two) working days from the conclusion of the postal ballot e-voting. The Scrutinizer's decision on the validity of the e-voting will be final.
13. The results declared along with the Scrutinizer's Report shall be placed on the Company's website at <https://shrirampistons.com> and the NSDL's website at www.evoting.nsdl.com immediately after the declaration of results and the same shall be communicated to the Stock Exchanges i.e. BSE and NSE.
14. The Resolution(s) as mentioned in the notice, if passed by the requisite majority through Postal Ballot by remote e-voting, shall be deemed to have been passed on the last date specified for e-voting i.e. **Thursday, March 12, 2026, at 5.00 p.m. (IST)**. The postal ballot voting results shall also be displayed on the notice board of the Company at its Registered Office on the 3rd Floor, Himalaya House, 23, Kasturba Gandhi Marg, New Delhi - 110001, India.
15. All documents referred to in this Postal Ballot Notice will be available for inspection electronically until the last date of voting. Members seeking to inspect such documents can send an email to compliance.officer@shrirampistons.com.
16. The vote in this Postal Ballot cannot be exercised through proxy.
17. The Securities and Exchange Board of India (SEBI) has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN details to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/RTA.
18. **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.

19. **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

20. Members holding shares in electronic mode, who have not registered their e-mail addresses are requested to register their e-mail addresses with their respective Depository Participant (DP) by following the due procedure

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 a 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 :
 - i) Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID)
 - ii) Name of the 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. **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 the 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 NSDL and provide the login credentials to the above-mentioned Shareholders.

21. INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

The way to vote electronically on the NSDL e-voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to the NSDL e-voting system

A) Login method for e-voting for Individual shareholders holding securities in demat mode

In terms of the SEBI Circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, on the e-voting facility provided by Listed Companies, 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 to access the e-voting facility.

The login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL .	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp . You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

2. Existing **IDeAS** users can visit the e-Services website of NSDL Viz. <https://eservices.nsdl.com> either on a Personal Computer or on a mobile. On the e-Services home page click on the “**Beneficial Owner**” icon under “**Login**” which is available under the ‘**IDeAS**’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-voting services under value-added 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 i.e. NSDL** and you will be redirected to the e-voting website of NSDL for casting your vote during the remote e-voting period.
3. If you are not registered for IDeAS e-Services, the option to register is available at <https://eservices.nsdl.com>. Select “**Register Online for IDeAS Portal**” or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
4. Visit the e-voting website of NSDL. Open the web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile. Once the home page of the e-voting system is launched, click on the icon “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 i.e. NSDL** and you will be redirected to the e-voting website of NSDL for casting your vote during the remote e-voting period.
5. Shareholders/Members can also download the NSDL Mobile App “**NSDL Speede**” facility by scanning the QR code mentioned below for a seamless voting experience.

	<p style="text-align: center;">NSDL Mobile App is available on</p> <p style="text-align: center;">  App Store  Google Play </p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL.</p>	<ol style="list-style-type: none"> 1. Users who have opted for the 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 the CDSL website www.cdslindia.com and click on the login icon & New System Myeasi Tab and then use your existing my easi username & password. 2. After successful login, the Easi/Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by the company. On clicking the e-voting option, the user will be able to see the e-voting page of the e-voting service provider for casting your vote during the remote e-voting period. Additionally, there are links provided to access the system of all 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, the option to register is available at the CDSL website www.cdslindia.com and click on the login & New System Myeasi Tab and then click on the registration option. 4. Alternatively, the user can directly access the e-voting page by providing a Demat Account Number and PAN No. from an e-voting link available on the 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, the user will be able to see the e-voting option where the e-voting is in progress and also able to directly access the system of all e-voting Service Providers.

<p>Individual Shareholders (holding securities in demat mode) login through their depository participants (DPs)</p>	<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. Upon logging in, you will be able to see the e-voting option. Click on the e-voting option, you will be redirected to the NSDL/CDSL Depository site after successful authentication, wherein you can see the e-voting feature. Click on the company name or e-voting service provider i.e. NSDL and you will be redirected to the e-voting website of NSDL for casting your vote during the remote e-voting period.</p>
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Important note: Members who are unable to retrieve their User ID/ Password are advised to use the Forget User ID and Forget Password option available at the abovementioned website.

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

Login type	Helpdesk details
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>Members facing any technical issue in login can contact the NSDL helpdesk by sending a request to evoting@nsdl.com or call at 022 - 4886 7000.</p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>Members facing any technical issue in login can contact the CDSL helpdesk by sending a request to helpdesk.evoting@cDSLindia.com or contacting at toll-free no. 1800-21-09911</p>

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to the NSDL e-voting website?

1. Visit the e-voting website of NSDL. Open the web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of the e-voting system is launched, click on the icon "Login" which is available under the 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP, and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log

in to NSDL eservices after using your log-in credentials, click on e-voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in a demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in a demat account with CDSL.	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example, if the folio number is 001*** and EVEN is 138432 then the user ID is 128264001***

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-voting, then you can use your existing password to log in and cast your vote.
- b) If you are using the NSDL e-voting system for the first time, you will need to retrieve the 'initial password' that was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your e-mail ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your e-mail ID. Trace the e-mail sent to you from NSDL from your mailbox. Open the e-mail and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for the NSDL account, the last 8 digits of the client ID for the CDSL account, or the folio

- number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
- (ii) If your e-mail ID is not registered, please follow the detailed procedure with respect to registration of e-mail addresses as mentioned in Notes to this Notice.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on the "[Forgot User Details/Password?](#)" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) [Physical User Reset Password?](#)" (If you are holding shares in physical mode) the option is available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by the aforesaid two options, you can send a request to evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name, and your registered address, etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
 7. After entering your password, tick on Agree to "Terms and Conditions" by selecting the check box.
 8. Now, you will have to click on the "Login" button.
 9. After you click on the "Login" button, the Home page of e-Voting will open.

Step 2: Cast your vote electronically on the NSDL e-voting system

How to cast your vote electronically on the NSDL e-voting system?

1. After a successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and having voting cycle.
2. Select "**EVEN**" of the company which is "**138432**" for which you wish to cast your vote during the remote e-voting period.
3. Now you are ready for e-voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote, and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for Shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copies (PDF/JPG Format) of the relevant Board Resolution/ Authority letter, etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to cspreeti96@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter, etc. by clicking on the **"Upload Board Resolution / Authority Letter"** displayed under the **"e-Voting"** tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the ["Forgot User Details/Password?"](#) or ["Physical User Reset Password?"](#) option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager, National Securities Depository Limited at the designated e-mail ID evoting@nsdl.com to get your grievances on e-voting addressed.

EXPLANATORY STATEMENT

Pursuant to the provisions of Section 102 of the Companies Act, 2013 (the "Act")

The following statement sets out all material facts relating to the Resolutions to be passed as mentioned in the accompanying Notice.

Item No. 1:

The Company has been engaged in the automotive components business for several decades and continues to derive its core revenues from the manufacture of pistons, piston pins, engine valves and piston rings. In response to evolving automotive technologies and customer requirements, the Company has, in recent years, expanded its presence within the automotive sector by strengthening and broadening its product portfolio and technological capabilities while remaining within the automotive and mobility ecosystem.

Such expansion has been undertaken through strategic acquisitions and investments in allied automotive businesses engaged in precision plastic injection moulding, automotive interior and exterior solutions, automotive lighting systems, electric controllers and motors, and other automotive components, including liners, seat inserts, bearings, electric water pumps and plastic fuel control devices. These activities are complementary to the Company's core operations and reflect a progressive shift towards higher value-added, technology-driven automotive systems, supporting multiple vehicle platforms.

In different powertrains, for the avoidance of doubt, this progression represents a deepening of technological capabilities within the automotive domain and does not constitute a change in the principal line of business of the Company.

While the Company continues to remain firmly focused on the automotive industry, the existing name "Shriram Pistons & Rings Limited" primarily reflects its legacy powertrain products and does not fully represent the expanded scope of its automotive operations and its evolution towards a technology-led, solutions-driven automotive components and systems profile.

Accordingly, the Board of Directors, at its meeting held on February 2, 2026, approved, subject to the approval of the shareholders of the Company by way of special resolution and approvals of requisite statutory, regulatory or governmental authorities, as may be required under applicable laws, the proposal to change the name of the Company to "SPR Auto Technologies Limited". The proposed name is considered to be more aligned with the Company's current business profile, technology-focused growth strategy, technological capabilities and long-term strategic direction towards advanced, electronics-integrated and software-enabled automotive solutions.

The proposed change of name will not result in any change in the legal status of the Company nor will it affect the rights, obligations, liabilities, contracts or assets of the Company or any of its stakeholders. The Company will continue to carry on its existing businesses in the automotive components sector, with an increased emphasis on technology-enabled and multi-technology offerings, across ICE, hybrid and Electric Vehicle (EV) platforms.

The Company has complied with the requirements of Regulation 45 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, to the extent applicable, and has obtained a certificate from a Practising Chartered Accountant confirming compliance with Regulation 45(1). A copy of the said certificate is annexed to this Notice as Annexure A. Further, the Central Registration Centre (CRC), Registrar of Companies (ROC), Ministry of Corporate Affairs (MCA), vide its letter dated 5th February, 2026, has conveyed its no-objection to the availability of the proposed name i.e. "SPR Auto Technologies Limited".

The Board recommends the Resolution set out under Item No. 1 of this Notice for approval of the members as a Special Resolution through Postal Ballot, by voting through remote e-voting.

None of the Directors, Key Managerial Personnel or their respective relatives are concerned or interested, financially or otherwise, in the proposed resolution, except to the extent of their shareholding in the Company, if any.

Item No. 2:

The Board of Directors, at its meeting held on February 2, 2026, approved the proposal to alter the Object Clause and to adopt a new set of the Memorandum of Association ("MOA") of the Company in accordance with the provisions of the Companies Act, 2013.

As the members are aware, the existing Memorandum of Association is based on the Companies Act, 1956. Accordingly, the alteration and adoption of a new set of the Memorandum of Association is necessary to bring it in line with the Companies Act, 2013.

The title of the existing Clause III of the Memorandum of Association is proposed to be restructured and substituted into two parts, namely: Clause III(A) – "The objects to be pursued by the Company on its incorporation" and Clause III(B) – "Matters which are necessary for furtherance of the objects specified in Clause III(A)". Further, in view of the diversification of the Company's business, the objects to be pursued by the Company on its incorporation are, as set out in existing Clause III(1) are proposed to be altered by substituting the first sub-clause of Clause III(A) of the Memorandum of Association and inserting two (2) new sub-clauses. These changes are intended to reflect the Company's efforts to enhance its business activities and expand its operations by exploring new opportunities that can be conveniently and advantageously combined with the existing business of the Company. The proposed sub-clauses are set out in detail in the resolution placed before the members for approval.

Pursuant to Section 13 and other applicable provisions, if any, of the Companies Act, 2013, approval of the shareholders by way of a Special Resolution is required to alter the Memorandum of Association of the Company.

The Board recommends the resolution set out under Item No. 2 of this Notice for approval of the members as a Special Resolution through Postal Ballot, by voting through remote e-voting.

A draft copy of the altered Memorandum of Association of the Company is available on the Company's website at <https://shrirampistons.com/> Alternatively, the members may send their request for inspection of the aforesaid document to compliance.officer@shrirampistons.com from their registered e-mail addresses, mentioning their name, folio number, DP ID, and Client ID, during the postal ballot voting period, i.e., until Thursday, March 12, 2026.

None of the Directors, Key Managerial Personnel or their respective relatives are concerned or interested, financially or otherwise, in the proposed resolution, except to the extent of their shareholding in the Company, if any.

Item No. 3:

The Board of Directors of the Company, at its meeting held on February 2, 2026, approved the proposal to alter and replace the existing Articles of Association ("AOA") of the Company with a new set of Articles.

The existing Articles of Association are based on the provisions of the Companies Act, 1956 and contain several references thereto. Certain provisions of the existing AOA are no longer in conformity with the Companies Act, 2013 and the rules made thereunder. In order to align the Articles of Association with the provisions of the Companies Act, 2013, it has become necessary to revise, modify, and replace the existing AOA.

Accordingly, the Board has approved the adoption of a new set of Articles of Association ("New Articles"), which have been drafted in line with Table F of Schedule I to the Companies Act, 2013, with suitable modifications as considered necessary in the best interests of the Company.

The proposed New Articles, upon approval by the Members, shall replace the existing Articles of Association in their entirety and shall govern the management and administration of the Company.

However, pursuant to Section 14 and other applicable provisions, if any, of the Companies Act, 2013, approval of the shareholders by way of a Special Resolution is required to alter the Articles of Association of the Company.

The Board recommends the resolution set out under Item No. 3 of this Notice for approval of the members as a Special Resolution through Postal Ballot, by voting through remote e-voting.



A draft copy of the altered Articles of Association of the Company is available on the Company's website at <https://shrirampistons.com/> Alternatively, members may send their request for inspection of the aforesaid document to compliance.officer@shrirampistons.com from their registered e-mail addresses, mentioning their name, folio number, DP ID, and Client ID, during the postal ballot voting period, i.e., until Thursday, March 12, 2026.

None of the Directors, Key Managerial Personnel or their respective relatives are concerned or interested, financially or otherwise, in the proposed resolution, except to the extent of their shareholding in the Company, if any.

**By Order of Board of Directors
For Shriram Pistons & Rings Limited**

Place: New Delhi
Date: 05.02.2026

Pankaj Gupta
Company Secretary
Membership No.: FCS 4647

Registered Office:
Third Floor, Himalaya House,
23 Kasturba Gandhi Marg,
New Delhi- 110001
CIN: L29112DL1963PLC004084
Website: <https://shrirampistons.com/>



To,
The Board of Directors,
Shriram Pistons & Rings Limited.
3rd Floor, Himalaya House
23 K.G. Marg, New Delhi-110001

Practicing Chartered Accountant's Certificate pursuant to Regulation 45 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015

1. This report is issued in accordance with the terms of our engagement.
2. We have been requested by the management of the **Shriram Pistons & Rings Limited** ("the Company") to issue a certificate certifying the compliance of with conditions prescribed under Sub-Regulation (1) of Regulation 45 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") for change of the name of the Company from "**Shriram Pistons & Rings Limited**" to "**SPR Auto Technologies Limited**".

Management Responsibility

3. The management of the Company is responsible for the preparation and maintenance of all accounting and other records and documents supporting the particulars as mentioned in this certificate. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statement and applying an appropriate basis of preparation and making estimates that are reasonable in the circumstances.
4. The management is also responsible for ensuring that the Company complies with the requirements of the Listing Regulations, as applicable.

Practitioner's responsibility

5. Our responsibility is to provide a reasonable assurance, based on the procedures performed and evidence obtained, as to whether anything has come to our attention that causes to believe that the particulars as mentioned in this certificate is in accordance with the underlying supporting documents maintained by the Company.
6. We conducted our examination of the Statement in accordance with the Guidance Note on Reports or Certificates for Special Purposes issued by the Institute of Chartered Accountants of India. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.
7. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

Opinion

8. Based on the procedures performed as outlined above and the representations provided to us, and on the basis of information and explanations provided to us by the management, we confirm that:

Regulation	Particular	Our Opinion
45(1)(a)	Time period of at least one year has elapsed from the last name change.	The Company has not changed its name in the last one year period It had last changed its name in year 1972.
45(1)(b)	At least fifty percent of the total revenue in the preceding one year period has been accounted for by the new activity suggested by the new name.	The Company has not changed its main activity in the preceding one year period.
45(1)(c)	The amount invested in the new activity/project (fixed assets + advances+ work in progress) is at least fifty percent of the assets of the entity.	The Company has neither changed its main activity nor invested in new activity/project.

Restriction on use

9. The certificate is addressed to and provided to the Management of the Company and they can include it in explanatory statement of the Postal Ballot Notice seeking shareholder's approval for the name change of the Company, and submission to the Registrar of Companies, any intimation to the stock exchanges and should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing.

For Manoj Kumar Mittal & Co.
Chartered Accountant
FRN 015153N

Manoj
Kumar Digitally signed
by Manoj Kumar
Date: 2026.02.02
17:34:56 +05'30'

Manoj Kumar
(FCA)
Membership No. 094340
Date: 02.02.2026

UDIN NO.: 26094340ESQUEV1043