

SHRIRAM PISTONS & RINGS LTD.

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



SHRIRAM

August 04, 2018

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

ISIN No. INE526E01018

Company Symbol: SHRIPISTON

Minutes of 54th Annual General Meeting held on 10th July, 2018

Dear Sir,

We are enclosing minutes of 54th Annual General Meeting (AGM) of our Company which was held on Tuesday, 10th July, 2018 at PHD Chamber of Commerce and Industry, PHD House 4/2, Siri Institutional Area, August Kranti Marg, New Delhi -110016.

Please acknowledge receipt of the same.

Thanking you,

Yours faithfully,

(R. Srinivasan)
Company Secretary

Encl: as above

SHRIRAM PISTONS AND RINGS LIMITED: DELHI
MINUTES OF THE 54th ANNUAL GENERAL MEETING HELD ON 10.07.2018

The 54th Annual General Meeting of the Company was held on Tuesday, 10th July, 2018 at 4:30 P.M. at PHD Chamber of Commerce and Industry PHD House 4/2, Siri Institutional Area, August Kranti Marg, New Delhi-110016.

List of persons present is enclosed, as per Annexure.

Registers and documents pertaining to items contained in Notice of Annual General Meeting, Auditor's Report and Secretarial Auditor's Report were available for inspection at the venue of the meeting.

Shri Pradeep Dinodia, the Chairman of the Board, presided over the meeting and informed all members as under:

1. Quorum is present in the meeting
2. Reasons for absence of directors, Shri Hari S. Bhartia, Shri Kiyoto Tone and Dr. Peter Neu from the meeting
3. Procedure of voting at Annual General Meeting as per Companies Act, 2013 and Rules made thereunder, is as follows:
 - i) Members who have already cast their votes through remote e-voting are not required to vote in the meeting. In case they cast their vote at the meeting, it will not be considered.
 - ii) All other members / authorized representatives/ proxies shall cast their votes in the polling paper provided to them on proposed resolutions.
 - iii) Shri Deepak Juneja, Scrutinizer appointed by the Board, for voting process for remote e-voting and poll conducted at the Annual General Meeting is present in the meeting.
 - iv) The results of voting shall be displayed on Company's website viz. www.shrirampistons.com within 48 hours of conclusion of the meeting.

Following deliberations/resolutions were made:-

1. It was resolved that the notice of the meeting alongwith notes to notice of meeting and explanatory statement may be taken as read.
2. It was noted that there are no disqualifications, observations, comments or adverse remarks in the Auditors' and Secretarial Auditor's Report.
3. Resolution No. 1, to be passed as Ordinary Resolution, is given as under:-

"RESOLVED THAT annual financial statements (standalone and consolidated) of the Company for the financial year ended March 31, 2018, authenticated by Statutory Auditors, M/s Deloitte Haskins & Sells, Chartered Accountants, together with the report of Directors' and Auditors', be and are hereby adopted".

Shareholders' queries on the resolution were explained by the Chairman.

4. Resolution No. 2, to be passed as Ordinary Resolution, is given as under:-

"RESOLVED THAT dividend @ **Rs. 10.00** per share, inclusive of Interim dividend of Rs. 4.00 per share already paid, be paid on Equity Shares for the year ended March 2018".

5. Resolution No. 3, to be passed as Ordinary Resolution, is given as under:-

"RESOLVED THAT **Shri Hari S. Bhartia (DIN 00010499)**, a Director retiring by rotation, be and is hereby re-appointed as Director of the Company".

6. Resolution No. 4 to be passed as Ordinary Resolution, is given as under:-

"RESOLVED THAT **Shri Luv D. Shriram (DIN 00051065)**, a Director retiring by rotation, be and is hereby re-appointed as Director of the Company".

7. Resolution No. 5, to be passed as Ordinary Resolution, is given as under:-

"RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, the re-appointment of M/s Deloitte Haskins & Sells, Chartered Accountants (Firm Registration No. 015125N), as Statutory Auditors of the Company be and is hereby approved till the conclusion of 59th Annual General Meeting (AGM) to be held in the year 2023, at such remuneration plus applicable taxes and out of pocket expenses, as shall be fixed by the Board of Directors of the Company".

8. Resolution No. 6, to be passed as Ordinary Resolution, is given as under:-

"RESOLVED THAT M/s Chandra Wadhwa & Co., Cost Accountants, (Firm Registration No. 00239) appointed by the Board of Directors as Cost Auditors of the Company for the financial year ending March 31, 2019 be paid remuneration of Rs. 2.9 lacs plus applicable taxes."

9. Resolution No. 7, to be passed as Ordinary Resolution, is given as under:-

"RESOLVED THAT, pursuant to the provisions of Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), and rules framed thereunder read with Schedule IV of the Act, as amended from time to time, Shri Kiyoto Tone (DIN 08154738), a Non-Executive Independent Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as a Non-Executive Independent Director of the Company w.e.f. 22.05.2018 upto 28.07.2019, in the casual vacancy caused due to resignation of Shri Toru Suzuki".

10. Resolution No. 8, to be passed as Ordinary Resolution, is given as under:-

"RESOLVED THAT Dr. Peter Neu (DIN 00324469), who was appointed by the Board as a "Director in casual vacancy" with effect from 22.05.2018 and who holds office upto the date of this Annual General Meeting of the Company in terms of section 161 of the Companies Act, 2013 ("Act"), 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 a Director of the Company, be and is hereby appointed a Director of the Company".

11. All the resolutions were then put to vote by poll and the Chairman informed that the results of voting shall be displayed on Company's website viz. www.shrirampistons.com within 48 hours of conclusion of the meeting.
12. The meeting then concluded at 5:00 P.M.
13. Shri Deepak Juneja, Scrutinizer appointed by the Board, submitted his report on remote e-voting and poll conducted at the Annual General Meeting to Chairman in the prescribed form on July 11, 2018. Summary of the report submitted by Shri Deepak Juneja is as under:

Resolution No.	Total No. of Votes cast	Total No. of Invalid Votes	No. of Valid Votes	Votes cast in Favour of Resolution		Votes cast against the Resolution		Voting Result
				No. of Votes	% of votes	No. of Votes	% of votes	
1	2,07,14,153	-	2,07,14,153	2,07,14,148	99.99998	5	0.00002	Passed
2	2,07,14,153	-	2,07,14,153	2,07,14,148	99.99998	5	0.00002	Passed
3	2,07,14,153	-	2,07,14,153	2,07,14,033	99.999	120	0.001	Passed
4	2,07,14,153	1,06,47,531*	1,00,66,622	1,00,66,502	99.999	120	0.001	Passed
5	2,07,14,153	-	2,07,14,153	2,07,14,033	99.999	120	0.001	Passed
6	2,07,14,153	-	2,07,14,153	2,07,14,033	99.999	120	0.001	Passed
7	2,07,14,153	-	2,07,14,153	2,07,14,033	99.999	120	0.001	Passed
8	2,07,14,153	-	2,07,14,153	2,07,14,033	99.999	120	0.001	Passed
Note: *Votes cast by the Related Parties.								

Based on the above report, the Chairman declared that all resolutions were passed with requisite majority and the results were displayed on Company's website viz. www.shrirampistons.com under the link "Investors' Guide".

New Delhi
July 20, 2018

(PRADEEP DINODIA)
CHAIRMAN

ANNEXURE

LIST OF PERSONS WHO ATTENDED THE ANNUAL GENERAL MEETING HELD ON 10.07.2018

DIRECTORS

- Shri Pradeep Dinodia - Chairman
- Shri Inderdeep Singh - Chairman of Audit Committee and Stakeholders' Relationship
- Shri Ravinder Narain - Chairman of Nomination & Remuneration Committee
- Smt. Meenakshi Dass
- Shri C.Y. Pal
- Shri M. Sekimoto
- Shri A.K. Taneja
- Shri R. Srinivasan
- Shri Luv D. Shriram

COMPANY SECRETARY

- Shri R. Srinivasan

AUDITORS

- Shri Jaideep Bhargava (Partner, M/s Deloitte Haskins & Sells), Statutory Auditors
- Shri Deepak Juneja, Secretarial Auditor

SHAREHOLDERS FOLIO NO./CLIENT ID

S.NO	NAME OF MEMBER	FOLIO NO./ CLIENT ID
1	Mr. A. K. Jain	433
2	Mr. Ankit Agarwal/ Mr. S. K. Agarwal	IN300118/ 10088819
3	Mr. Ankur Chanda	IN302365/ 10914729
4	Mr. Ashok Kumar Taneja	267
5	Mr. Chetan Chadha	IN300118/ 10826627
6	Mr. Daljit Singh	1206380000371990
7	Mr. Deepak Juneja	355
8	Mr. Gagan Kumar/ Ms. Savita Rani	IN300206/ 11044542

S.NO	NAME OF MEMBER	FOLIO NO./ CLIENT ID
9	Mr. Gulshan Rai	IN300118/ 11516590
10	Mr. Harjeet Singh	IN300940/ 10389271
11	Mr. Harmohan Singh Sawhney/ Ms. Bayant Kaur Sawhney	IN300118/ 11508900
12	Mr. Jagdish Chander	IN301774/ 13569091
13	Mr. Jai Bhagwan Gupta/ Ms. Laj Gupta	1203600002630711
14	Mr. Jasvinder Singh/ Ms. Surinder Kaur/ Mr. Jagjit Singh	IN300441/ 10567121
15	Mr. Jatin Ahuja	IN301549/ 53695915
16	Mr. Jatinder Kumar Bhambri	IN301209/ 10221815
17	Ms. Kiran Ghai	1201410000021007
18	Mr. Krishan Lal Chadha/ Mr. Chetan Chadha	1201410000010073
19	Mr. Luv D. Shriram/ Ms. Meenakshi Dass	IN300468/ 10077762
20	Mr. Mahesh Jain	363
21	M/s. Manisha Commercial Pvt. Ltd. (through authorized representative Ms. Meenakshi Dass)	IN300468/ 10093904
22	Mr. Manjit Singh	IN300206/ 10907641
23	Ms. Manju Lata Ladiwala/ Mr. Prem Shankar Ladiwala	IN300126/ 10692753
24	Mr. Manmohan Singh Dang/ Mr. Pritam Kaur Dang/ Mr. Jasmeet Singh	IN300966/ 10474434
25	Ms. Meenakshi Dass	IN300468/ 10077754
26	Ms. Meenakshi Dass/ Mr. Luv D. Shriram	IN300468/ 10077771
27	Mr. Naveen Agarwal	317
28	Mr. Neeraj Bhargava	IN301774/ 16209618
29	Mr. Nirmal Kumar/ Ms. Neeru	1201410000027689
30	Mr. Perminder singh/ Mr. Jagjit Singh/ Ms. Surinder Kaur	IN300441/ 10643013
31	Mr. Praveen Kumar	IN300118/ 10449827
32	Mr. Rajeshwar Prasad Bhargava/ Ms. Manju Bhargava/ Mr. Neeraj Bhargava	IN301143/ 11016090
33	Mr. Rajiv Sethi	IN303778/ 10010405
34	Mr. Rakesh Kumar	1201410000010225

S.NO	NAME OF MEMBER	FOLIO NO./ CLIENT ID
35	Mr. Ram Juneja	IN301143/ 10689583
36	Mr. Ramesh Ajit Vaswani/ Ms. Usha Vaswani	IN300214/ 18132443
37	Mr. Ramesh Babu Sharma	342
38	Mr. Ratnesh Kumar Dubey/ Ms. Pratibha Dubey	IN300118/ 10941808
39	Mr. Sanjay Kathpal	IN301565/ 10000416
40	M/s. Sarva Commercial Pvt. Ltd. (through authorized representative Ms. Meenakshi Dass)	IN300468/ 10093710
41	Mr. Sarvjeet Singh/ Mr. Manjit Singh	1201910102090517
42	Mr. Satish Agarwal	IN300589/ 10070571
43	M/s. Sera Com Pvt. Ltd. (through authorized representative Mr. Luv D. Shriram)	IN300468/ 10016662
44	M/s. Shabnam Commercial Pvt. Ltd. (through authorized representative Ms. Meenakshi Dass)	IN300468/ 10093701
45	Mr. Shripal Singh Mohnot/ Ms. Sneh Mohnot	IN300708/ 10012312
46	Ms. Sneh Mohnot/ Mr. Shripal Singh Mohnot	IN300708/ 10012329
47	Mr. Sunder Singh	IN300513/ 80812620
48	Mr. Sunil Bahadur Mathur	1208160000859360
49	Mr. Surender Kumar Arora	IN300118/ 11485891
50	Ms. Sushma Agarwala/ Mr. S.K. Agarwal/ Ms. Akanksha Agarwal	IN300118/ 10088802
51	Mr. Toni Bhatia/ Ms. Renuka Bhatia	492
52	Ms. Usha Srinivasan/ Mr. R. Srinivasan	466
53	Ms. Vandana Agarwal/ Mr. Naveen Agarwal	519
54	Mr. Virpal Singh	IN300394/ 13008295

Shareholders Represented Through Proxy:

S.NO	NAME OF MEMBER/ PROXY	FOLIO NO./ CLIENT ID	NO. OF SHARES
1	Ms. Anjana Aradhye (through proxy Mr. Partha Sarthi Bagchi)	IN301549/ 55107923	5
2	Ms. Deepika (through proxy Mr. Tarun Gupta)	1203230001795958	1
3	Ms. Divya Dua/ Mr. Sunil Dua (through proxy Ms. Nidhi Sharma Chopra)	1208320000010216	1

S.NO	NAME OF MEMBER/ PROXY	FOLIO NO./ CLIENT ID	NO. OF SHARES
4	Mr. Hari Shanker Gupta (through proxy Mr. Ashish Kumar Sharma)	1206070000000361	20
5	Ms. Kamla Devi (through proxy Mr. Rajesh Kaushal)	522	2
6	Ms. Lalita Chitkara (through proxy Mr. Yash Pal)	IN300118/ 11348703	1
7	M/s Riken Corporation (through proxy Mr. M. Sekimoto)	170	46,92,057
8	Mr. Mohit Kumar Sen/ Ms. Sipra Sen (through proxy Ms. Somitry Mukherjee)	365	4
9	Mr. Mukul Jain (through proxy Mr. Vijay Kumar Jain)	IN300513/ 13221307	1
10	Mr. Pradeep Payal (through proxy Ms. Swatantra Wadhwa)	1204470005402494	35
11	Mr. Rajinder Kakroo (through proxy Ms. Gaurvi Katyal)	IN301549/ 18918274	50
12	Mr. Rakesh Gupta/ Ms. Uma Rani (through proxy Mr. Akshay Gupta)	220	48
13	Mr. Raman Singh (through proxy Mr. Deepak Mathur)	1204470006242193	25
14	Mr. Ravi Kant Pai (through proxy Mr. Pankaj Kumar)	IN302902/ 43479865	10
15	Mr. Ravi Kant Pai (through proxy Mr. Rajender Singh Rawat)	1203800000083904	30
16	Mr. Ravi Kant Pai (through proxy Mr. Rajesh Daga)	1203480000030094	27
17	Mr. Ravi Kant Pai (through proxy Mr. Rakesh Roshan)	IN301549/ 36594869	123
18	Ms. Sonal Garg (through proxy Mr. Manish Bindra)	IN300214/ 17672545	10
19	Ms. Sunita Chadha (through proxy Mr. Chetan Chadha)	IN300206/ 10895862	1
20	Mr. Tapish Garg (through proxy Mr. Jugesh Kumar Dhingra)	IN302814/ 10329834	5
21	Mr. Vinay Balodi (through proxy Mr. Harsh Madan)	IN301549/ 55273519	15
22	Mr. Vineet Jain (through proxy Mr. C. Vikram)	1203350001633626	5
23	Mr. Virendra Kumar Jayaswal/ Ms. Sangeeta Jayaswal (through proxy Mr. Prabhash Kumar Choudhary)	IN302679/ 34407878	50

In addition to the above. The following persons cast their vote through Remote e-voting:

S.NO	NAME OF MEMBER	FOLIO NO./ CLIENT ID
1	Mr. Ashok Kumar Taneja	267
2	Ms. Bindu Parmeswaran	1201090005583998

S.NO	NAME OF MEMBER	FOLIO NO./ CLIENT ID
3	Mr. Hari Shanker Gupta	1206070000000361
4	M/s KS Kolbenschmidt GmbH	457
5	Ms. Lalita Chitkara	IN300118/ 11348703
6	M/s Life Insurance Corporation Of India	IN300812/ 10000012
7	Mr. Luv D. Shriram/ Ms. Meenakshi Dass	IN300468/ 10077762
8	M/s. Manisha Commercial Pvt. Ltd.	IN300468/ 10093904
9	Ms. Manju Lata Ladiwala/ Mr. Prem Shankar Ladiwala	IN300126/ 10692753
10	Ms. Meenakshi Dass	IN300468/ 10077754
11	Ms. Meenakshi Dass/ Mr. Luv D. Shriram	IN300468/ 10077771
12	Mr. Mukul Jain	IN300513/ 13221307
13	Ms. Nandishi Shriram	IN300468/ 10094243
14	Mr. Naveen Agarwal	317
15	Mr. Parmod Kumar Jain	IN300394/ 14752520
16	Mr. Pradeep Payal	1204470005402494
17	Mr. Praveen Kumar	IN300118/ 10449827
18	Mr. Rajinder Kakroo	IN301549/ 18918274
19	Mr. Raman Singh	1204470006242193
20	Mr. Ravi Kant Pai	1203480000030094
21	Mr. Ravi Kant Pai	1203800000083904
22	Mr. Ravi Kant Pai	IN301549/ 36594869
23	Mr. Ravi Kant Pai	IN302902/ 43479865
24	M/s. Sarva Commercial Pvt. Ltd.	IN300468/ 10093710
25	M/s. Sera Com Pvt. Ltd.	IN300468/ 10016662
26	M/s. Shabnam Commercial Pvt. Ltd.	IN300468/ 10093701
27	Mr. Shripal Singh Mohnot/ Ms. Sneha Mohnot	IN300708/ 10012312
28	Mr. Srivatsa Ramaprakash	IN300513/ 11141502

S.NO	NAME OF MEMBER	FOLIO NO./ CLIENT ID
29	Mr. Sunder Singh	IN300513/ 80812620
30	Ms. Usha Srinivasan/ Mr. R. Srinivasan	466
31	Ms. Vandana Agarwal/ Mr. Naveen Agarwal	519
32	Mr. Vinay Balodi	IN301549/ 55273519