

**SUMMARY OF VOTING AT THE 58TH ANNUAL GENERAL MEETING OF
SHRIRAM PISTONS & RINGS LTD. HELD ON 29.06.2022**

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	2,08,52,292	-	2,08,52,292	2,08,52,231	99.9997	61	0.0003	Passed
2	2,08,52,292	-	2,08,52,292	2,08,52,231	99.9997	61	0.0003	Passed
3	2,08,52,292	1,02,97,053	1,05,55,239	1,05,55,178	99.9994	61	0.0006	Passed
4	2,08,52,292	-	2,08,52,292	2,08,52,231	99.9997	61	0.0003	Passed
5	2,08,52,292	-	2,08,52,292	2,08,52,231	99.9997	61	0.0003	Passed
6	2,08,52,292	-	2,08,52,292	2,08,52,231	99.9997	61	0.0003	Passed
7	2,08,52,292	-	2,08,52,292	2,08,52,231	99.9997	61	0.0003	Passed
8	2,08,52,292	-	2,08,52,292	2,08,52,231	99.9997	61	0.0003	Passed
9	2,08,52,292	-	2,08,52,292	2,08,52,231	99.9997	61	0.0003	Passed
10	2,08,52,292	-	2,08,52,292	2,08,52,231	99.9997	61	0.0003	Passed
*Votes cast by the Related Parties.								

**1st July, 2022
DELHI**

PREETI GROVER
Digitally signed by PREETI GROVER
Date: 2022.07.01 13:24:25 +05'30'
(Preeti Grover)
Scrutinizer

PANKAJ GUPTA
Digitally signed by PANKAJ GUPTA
Date: 2022.07.01 13:33:56 +05'30'
(Pankaj Gupta)
Company Secretary

KRISHNAKUMAR SRINIVASAN
Digitally signed by KRISHNAKUMAR SRINIVASAN
Date: 2022.07.01 13:35:20 +05'30'
(Krishnakumar Srinivasan)
MD & CEO

PRADEEP DINODIA
Digitally signed by PRADEEP DINODIA
Date: 2022.07.01 15:11:14 +05'30'
(Pradeep Dinodia)
Chairman

Shri Pankaj Gupta, Company Secretary, is hereby authorised to announce the voting results and to arrange to get the same uploaded on the website of the Company and forward the same to National Stock Exchange.

PRADEEP DINODIA
Digitally signed by PRADEEP DINODIA
Date: 2022.07.01 15:09:21 +05'30'
(Pradeep Dinodia)
Chairman



PG & ASSOCIATES
COMPANY SECRETARIES

FORM NO. - MGT-13

[Pursuant to Section 109 of the Companies Act, 2013 read with Rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To,
The Chairman
M/s Shriram Pistons and Rings Limited
3rd Floor, Himalaya House,
23, Kasturba Gandhi Marg,
New Delhi-110001

Sub.: Consolidated Scrutinizer's Report on remote e-voting and Insta Poll conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015 for the 58th Annual General Meeting of M/s Shriram Pistons & Rings Ltd. ("Company") held on Wednesday, 29th June 2022 at 4:00 p.m. IST through two-way video conferencing ("VC") /other audio visual means ("OAVM")

Dear Sir,

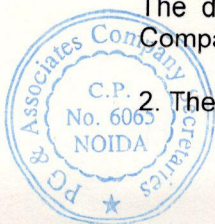
1. I, Preeti Grover, Company Secretary in practice, have been appointed as the Scrutinizer by the Board of Directors of M/s Shriram Pistons and Rings Limited (**the Company**) for the purpose of scrutinizing the process of voting through electronic means (**e-voting**) on the resolutions as contained in the Notice convening the Annual General Meeting (**AGM**) dated 27th May, 2022 (**Notice**) issued in compliance with the MCA Circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020, 02/2021 dated 13.01.2021, 19/2021 dated 08.12.2021, 21/2021 dated 14.12.2021, 02/2022 dated 05.05.2022 and SEBI Circular dated May 12, 2020 and January 15, 2021 through electronic mode to those Members whose email addresses were registered with the Company / Depositories calling the 58th ("AGM") of the Company on Wednesday, June, 29, 2022 at 4:00 p.m. IST through VC /OAVM, which does not require physical presence of members at a common venue.

In line with the Ministry of Corporate Affairs(MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM had been uploaded on the website of the Company at www.shrirampistons.com. The Notice can also be accessed from the website of National Stock Exchange of India Limited ("**NSE**") at www.nseindia.com. The AGM Notice is also available at the website of CDSL (agency for providing the facility for Remote e-Voting and e-voting during the AGM) i.e. www.evotingindia.com.

Since the AGM was held in accordance with the above circulars through VC/OAVM, the facility for appointment of proxies by the members was not available.

The deemed venue for the 58th AGM is considered to be the Registered office of the Company i. e. 3rd Floor, Himalaya House, 23, Kasturba Gandhi Marg, New Delhi-110001.

2. The said appointment as Scrutinizer is pursuant to Section 108 of the Companies Act,



2013 ("the Act") read with rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time to scrutinize:

- (i) the remote e-voting process before the AGM, using an electronic voting system on the dates referred to in the Notice calling the AGM (**remote e-voting**); and
- (ii) process of e-voting at the AGM through electronic voting system (**Insta Poll**).

3. Management's Responsibility

The Management of the Company is responsible to ensure compliance with the requirements of (i) the Act and the Rules made thereunder; (ii) the MCA Circulars; and (iii) the SEBI (Listing Obligations and Disclosure requirements) regulations, 2015(LODR) relating to remote e-voting and the casting through electronic voting at the meeting on resolutions contained in the Notice of AGM. The management of the Company is responsible for ensuring a secured framework and robustness of the electronic voting systems.

4. Scrutinizer's Responsibility

My responsibility as Scrutinizer for e-voting process (i.e. remote e-voting and Insta Poll) is restricted to make a Consolidated Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions as contained in the Notice, based on the reports generated from the e-voting system provided by Central Depository Services (India) Limited (CDSL/service provider) the Agency authorized under the Rules and engaged by the Company to provide e-voting facility and documents furnished to me electronically by the Company for my verification.

5. The Authorized Agency

The Company had appointed Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized E-Voting agency. CDSL provided the facilities for remote e-voting and for e-voting to the shareholders present at the AGM.

6. Cut-off date

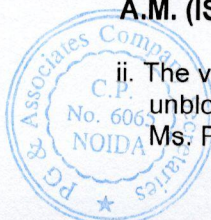
The Shareholders of the Company holding shares as on the "cut-off" date i.e., Wednesday, 22nd June, 2022 were entitled to vote on the resolutions (Item Nos.1 to 10 as set out in the Notice calling the AGM) and their voting rights were in proportion to their shareholding in the paid up equity share capital of the Company as on the cut off date, subject to the provisions of the Articles of Association of the Company.

7. Insta Poll process at the AGM

- i. After the time fixed for closure of the e-voting by the Chairman, the electronic system recording the e-voting (**e-votes**) was forthwith locked by CDSL(the authorized agency).
- ii. The e-votes cast at the meeting were unblocked on 29th June, 2022 after the conclusion of the AGM.
- iii. The e-votes were reconciled with the records maintained by the Company and the authorizations lodged with the Company.

8. Remote e-Voting process

- i. The voting period for remote e-voting commenced from **Sunday, June 26, 2022 at 10.00 A.M. (IST) and ended on Tuesday June 28, 2022 at 5.00 P.M. (IST)** (both days inclusive).
- ii. The votes cast during the remote e-voting as well as Insta Poll process were downloaded/unblocked by me on 29th June after conclusion of the AGM, in presence of two witnesses Ms. Parveen Gill and Mr. Hoshiar Singh, who are not in employment of the Company.



I have scrutinized and reviewed the remote e-voting prior to and during the AGM and votes cast there in based on the data downloaded from the CDSL's e-voting system.

I submit herewith my consolidated Report on the result of the remote e-voting and Insta Poll process at the AGM based on the reports generated from the CDSL's e-voting system in respect of the said resolutions.

The result of e-voting is as under:

Resolution No. 1: Ordinary Resolution

To consider and adopt the annual financial statements (standalone and consolidated) of the company for the financial year ended March 31, 2022 and the Report of Directors' and Auditors' thereon.

(i) Voted **in favour** of the resolution:

	Numbers of members voted	Numbers of valid Votes cast (Shares)	% of the total number of valid votes cast
Remote e-voting	54	20852230	99.9997
Voting at the AGM	1	1	0.000004
Total	55	20852231	99.9997

(ii) Voted **against** the resolution:

	Numbers of members voted	Numbers of valid Votes cast (Shares)	% of the total number of valid votes cast
Remote e- voting	1	61	0.0003
Voting at the AGM	-	-	-
Total	1	61	0.0003

(iii) **Invalid** Votes:

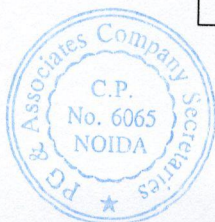
	Numbers of members whose votes were declared invalid	Numbers of invalid Votes cast (Shares)
Remote e- voting	-	-
Voting at the AGM	-	-
Total	-	-

Resolution No. 2: Ordinary Resolution

To declare dividend on Equity Shares for the financial year ended 31stMarch, 2022.

(i) Voted **in favour** of the resolution:

	Numbers of members voted	Numbers of valid Votes cast (Shares)	% of the total Number of valid votes cast
Remote e-voting	54	20852230	99.9997
Voting at the AGM	1	1	0.000004
Total	55	20852231	99.9997



(ii) Voted **against** the resolution:

	Numbers of members voted	Numbers of valid Votes cast (Shares)	% of the total Number of valid votes cast
Remote e- voting	1	61	0.0003
Voting at the AGM	-	-	-
Total	1	61	0.0003

(iii) **Invalid** Votes:

	Numbers of members whose votes were declared invalid	Numbers of invalid Votes cast (Shares)
Remote e- voting	-	-
Voting at the AGM	-	-
Total	-	-

Resolution No. 3: Ordinary Resolution

Appointment of a Director in place of Ms. Meenakshi Dass (DIN 00524865), who retires by rotation and being eligible, offers herself for re-appointment.

(i) Voted **in favour** of the resolution:

	Numbers of members voted	Numbers of valid Votes cast (Shares)	% of the total Number of valid votes cast
Remote e-voting	43	10555177	99.9994
Voting at the AGM	1	1	0.000004
Total	44	10555178	99.9994

(ii) Voted **against** the resolution:

	Numbers of members voted	Numbers of valid Votes cast (Shares)	% of the total Number of valid votes cast
Remote e- voting	1	61	0.0006
Voting at the AGM	-	-	-
Total	1	61	0.0006

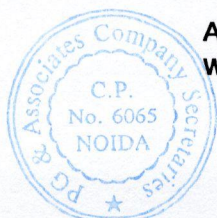
(iii) **Invalid** Votes:

	Numbers of members whose votes were Declared invalid	Numbers of invalid Votes casted (Shares)
Remote e- voting	11	10297053
Voting at the AGM	-	-
Total	11	10297053

* Note: Invalid votes are votes casted by members interested in resolution.

Resolution No. 4 : Ordinary Resolution

Appointment of a Director in place of Shri Pradeep Dinodia (DIN 00027995), who retires by rotation and being eligible, offers himself for re-appointment.



(i) Voted **in favour** of the resolution:

	Numbers of members voted	Numbers of valid Votes cast (Shares)	% of the total Number of valid votes cast
Remote e-voting	54	20852230	99.9997
Voting at the AGM	1	1	0.000004
Total	55	20852231	99.9997

(ii) Voted **against** the resolution:

	Numbers of members voted	Numbers of valid Votes cast (Shares)	% of the total Number of valid votes cast
Remote e- voting	1	61	0.0003
Voting at the AGM	-	-	-
Total	1	61	0.0003

(iii) **Invalid Votes:**

	Numbers of members whose votes were declared invalid	Numbers of invalid Votes cast (Shares)
Remote e- voting	-	-
Voting at the AGM	-	-
Total	-	-

Resolution No. 5: Ordinary Resolution

Approval of remuneration of M/s Chandra Wadhwa & Co., Cost Accountants, (Firm Registration No. 00239), for conduct of Cost audit for the financial year 2022-2023.

(i) Voted **in favour** of the resolution:

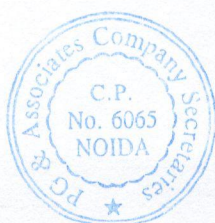
	Numbers of members voted	Numbers of valid Votes cast (Shares)	% of the total Number of valid votes cast
Remote e-voting	54	20852230	99.9997
Voting at the AGM	1	1	0.000004
Total	55	20852231	99.9997

(ii) Voted **against** the resolution:

	Numbers of members voted	Numbers of valid Votes cast (Shares)	% of the total Number of valid votes cast
Remote e- voting	1	61	0.0003
Voting at the AGM	-	-	-
Total	1	61	0.0003

(iii) **Invalid Votes:**

	Numbers of members whose votes were declared invalid	Numbers of invalid Votes cast (Shares)
Remote e- voting	-	-
Voting at the AGM	-	-
Total	-	-



Resolution No. 6: Ordinary Resolution

Appointment of Shri Masaaki Yamaguchi as a Non-Executive Non Independent Director of the company.

(i) Voted **in favour** of the resolution:

	Numbers of members voted	Numbers of valid Votes cast (Shares)	% of the total Number of valid votes cast
Remote e-voting	54	20852230	99.9997
Voting at the AGM	1	1	0.000004
Total	55	20852231	99.9997

(ii) Voted **against** the resolution:

	Numbers of members voted	Numbers of valid Votes cast (Shares)	% of the total Number of valid votes cast
Remote e- voting	1	61	0.0003
Voting at the AGM	-	-	-
Total	1	61	0.0003

(iii) **Invalid Votes:**

	Numbers of members whose votes were declared invalid	Numbers of invalid Votes cast (Shares)
Remote e- voting	-	-
Voting at the AGM	-	-
Total	-	-

Resolution No. 7: Special Resolution

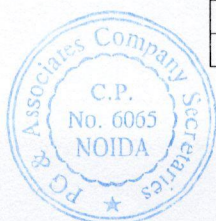
Approval for payment of 0.6% of the profit commission to Chairman for the Financial Year 2022-23.

(i) Voted **in favour** of the resolution:

	Numbers of members voted	Numbers of valid Votes cast (Shares)	% of the total Number of valid votes cast
Remote e-voting	54	20852230	99.9997
Voting at the AGM	1	1	0.000004
Total	55	20852231	99.9997

(ii) Voted **against** the resolution:

	Numbers of members voted	Numbers of valid Votes cast (Shares)	% of the total Number of valid votes cast
Remote e- voting	1	61	0.0003
Voting at the AGM	-	-	-
Total	1	61	0.0003



(iii) **Invalid Votes:**

	Numbers of members whose votes were declared invalid	Numbers of invalid Votes cast (Shares)
Remote e- voting	-	-
Voting at the AGM	-	-
Total	-	-

Resolution No. 8: Special Resolution

Approval for implementation of 'SPR Employees' Stock Option Plan 2022 ('ESOP 2022') and for grant of options to the eligible employees of the Company.

(i) Voted **in favour** of the resolution:

	Numbers of members voted	Numbers of valid Votes cast (Shares)	% of the total Number of valid votes cast
Remote e-voting	54	20852230	99.9997
Voting at the AGM	1	1	0.000004
Total	55	20852231	99.9997

(ii) Voted **against** the resolution:

	Numbers of members voted	Numbers of valid Votes cast (Shares)	% of the total Number of valid votes cast
Remote e- voting	1	61	0.0003
Voting at the AGM	-	-	-
Total	1	61	0.0003

(iii) **Invalid Votes:**

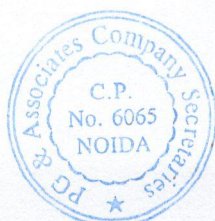
	Numbers of members whose votes were declared invalid	Numbers of invalid Votes cast (Shares)
Remote e- voting	-	-
Voting at the AGM	-	-
Total	-	-

Resolution No. 9: Special Resolution

Approval for setting up of an ESOP Trust and acquisition of equity shares from secondary market by the Trust for the implementation of ESOP 2022.

(i) Voted **in favour** of the resolution:

	Numbers of members voted	Numbers of valid Votes cast (Shares)	% of the total Number of valid votes cast
Remote e-voting	54	20852230	99.9997
Voting at the AGM	1	1	0.000004
Total	55	20852231	99.9997



(ii) Voted **against** the resolution:

	Numbers of members voted	Numbers of valid Votes cast (Shares)	% of the total Number of valid votes cast
Remote e- voting	1	61	0.0003
Voting at the AGM	-	-	-
Total	1	61	0.0003

(iii) **Invalid** Votes:

	Numbers of members whose votes were Declared invalid	Numbers of invalid Votes cast (Shares)
Remote e- voting	-	-
Voting at the AGM	-	-
Total	-	-

Resolution No. 10: Special Resolution

Approval for extending financial assistance/ provisioning of money by the Company to the ESOP Trust to fund the acquisition of equity shares of the Company, in terms of ESOP 2022.

(i) Voted **in favour** of the resolution:

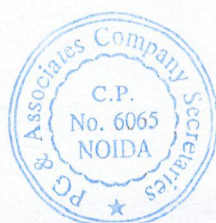
	Numbers of members voted	Numbers of valid Votes cast (Shares)	% of the total Number of valid votes cast
Remote e-voting	54	20852230	99.9997
Voting at the AGM	1	1	0.000004
Total	55	20852231	99.9997

(ii) Voted **against** the resolution:

	Numbers of members voted	Numbers of valid Votes cast (Shares)	% of the total Number of valid votes cast
Remote e- voting	1	61	0.0003
Voting at the AGM	-	-	-
Total	1	61	0.0003

(iii) **Invalid** Votes:

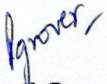
	Numbers of members whose votes were Declared invalid	Numbers of invalid Votes cast (Shares)
Remote e-voting	-	-
Voting at the AGM	-	-
Total	-	-



I hereby confirm that electronic data and all other relevant records relating to e-voting are under my safe custody and will be handed over to the Company Secretary for preserving safely after the Chairman considers, approves and signs the minutes of the AGM.

Thanking you,

Yours faithfully,

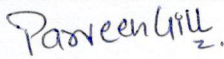
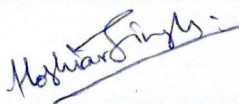

(Preeti Grover)
Practicing Company Secretary
FCS: 5862, CP: 6065
UDIN: F005862D000542893



Dated: 29.06.2022

Place: New Delhi

WITNESSES:

	WITNESS 1	WITNESS 2
Signature:		
Name:	Parveen Gill	Hoshier Singh
Father's name:	Mr. Barjinder Pal Singh	Lt. Sh. Kharak Singh
Address:	T09, 703, Nirala Estate, Greater Noida West, U.P. - 201009	H. No. 114, Second Floor, Ram Nagar, Krishna Nagar, Delhi - 110051
Occupation:	Student	Practicing Chartered Accountant