

SHRIRAM PISTONS AND RINGS LIMITED: DELHI
MINUTES OF THE 57th ANNUAL GENERAL MEETING HELD ON 06.07.2021

In view of continuing threat of COVID-19, the 57th Annual General Meeting (AGM) of the Company was held on Tuesday, 6th July, 2021 at 4:00 P.M. through Video Conferencing/ Other Audio-Visual ("VC/ OAVM") Means in compliance of the circulars issued by the Ministry of Corporate Affairs and Securities & Exchange Board of India. Venue (deemed) of meeting was Company's Registered Office located at 3rd Floor, Himalaya House, 23 Kasturba Gandhi Marg, New Delhi-110001.

List of persons present is enclosed, as per Annexure.

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

Shri Pradeep Dinodia, the Chairman of the Board, presided over the meeting except for item w.r.t. his re-appointment as Non-Executive Director, which was chaired by Shri A. K. Taneja, and informed all Members as under:

1. Company has taken all feasible steps to ensure that the Members are able to attend and vote at Annual General Meeting in a seamless manner. He also informed that the Company had tied up with CDSL to provide facility for voting through remote e-voting, for participation in the AGM through VC/OAVM and e-voting during the AGM.
2. Quorum is present in the meeting.
3. Chairman introduced all members of the Board.

Reasons for absence of Shri Hari S. Bhartia, Director, from the meeting were informed.

4. Chairman of Audit Committee (Shri Inderdeep Singh), Chairperson of Stakeholders' Relationship Committee (Ms. Ferida Chopra) and Chairman of Nomination & Remuneration Committee (Shri Alok Ranjan), are present in the meeting.
5. Statutory Auditors, Secretarial Auditors and Scrutinizer have joined the meeting.
6. As all resolutions have already been put to vote through Remote e-Voting, no resolution is required to be proposed or seconded by the Members at the AGM.
7. Chairman gave brief overview of the financial performance of the Company for the year ended March 2021 and shared his views on matters which are relevant in the current environment for the Company.



8. The notice of the meeting alongwith notes to notice of meeting and explanatory statement, as circulated to the Members, may be taken as read.
9. There are no qualifications, observations, comments, key audit matters or other remarks in the Statutory Audit Report and Secretarial Audit Report. Therefore, in terms of Section 145 of the Companies Act, 2013, the same may be taken as read.

Following deliberations/resolutions were made:-

1. Resolution No. 1, to be passed as Ordinary Resolution, was approved as under:-

"RESOLVED THAT annual financial statements (standalone and consolidated) of the Company for the financial year ended March 31, 2021, authenticated by Statutory Auditors, M/s Deloitte Haskins & Sells, Chartered Accountants, together with the report of Directors' and Auditors', be and are hereby adopted".

2. Resolution No. 2, to be passed as Ordinary Resolution, was approved as under:-

"RESOLVED THAT interim dividend @ **Rs. 6** per equity share i.e. 60% of face value of share, already paid to Equity Shareholders be treated as final dividend for the year ended March 2021".

3. Resolution No. 3, to be passed as Ordinary Resolution, was approved as under:-

"RESOLVED THAT **Ms. Meenakshi Dass (DIN 00524865)**, a Director retiring by rotation, be and is hereby re-appointed as Director of the Company".

4. Resolution No. 4 to be passed as Ordinary Resolution, was approved as under:-

"RESOLVED THAT **Shri Pradeep Dinodia (DIN 00027995)**, a Director retiring by rotation, be and is hereby re-appointed as Director of the Company".

5. Resolution No. 5, to be passed as Ordinary Resolution, was approved 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, 2022 be paid remuneration of Rs. 290 Thousand plus applicable taxes."

6. Resolution No. 6, to be passed as Ordinary Resolution, was approved as under:-

"RESOLVED THAT pursuant to provisions of Section 161 and other applicable provisions of the Companies Act, 2013 ("Act") and the rules made there under, as amended from time to time, Shri Sascha Putz (DIN: 08645364) who was appointed as Director of the Company in the casual vacancy, caused consequent to resignation of Dr. Peter Neu, w.e.f. 30th March, 2021 by the Board of Directors and who holds office upto the date of this Annual General



Meeting in terms of Section 161 and other applicable provisions of the Act and the rules made there under, as amended from time to time and pursuant to the recommendation of the Nomination & Remuneration Committee and the Board of Directors, and being eligible, offer himself for appointment, and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member signifying her intention to propose Shri Sascha Putz's candidature for the Office of the Director, be and is hereby appointed as a Non-Executive Non Independent Director of the Company, whose office is liable to retire by rotation".

7. Resolution No. 7, to be passed as Ordinary Resolution, was approved as under:-

"RESOLVED THAT, pursuant to the provisions of Section 149, 150, 152, 161 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 Shinichi Unno (DIN 09189521), 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 & Regulation 16 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and pursuant to the recommendation of the Nomination & Remuneration Committee & the Board of Directors, who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member signifying his intention to propose Shri Shinichi Unno's candidature for the Office of Independent Director, be and is hereby appointed as an Independent Director of the Company, w.e.f. 31.05.2021 upto 28.07.2024, in the casual vacancy caused due to resignation of Shri Kiyoto Tone".

8. Resolution No. 8, to be passed as Special Resolution, was approved as under:-

"RESOLVED THAT, pursuant to provisions of Section 197, 198 and Rules made there under and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time, consent of the Members of the Company be and is hereby accorded, that 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 the Executive Directors for whole or proportionately for a part of each of its financial years from 1st April 2021 to 31st March 2025".

RESOLVED FURTHER THAT pursuant to Regulation 17(6)(ca) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, consent of the Members of the Company be and is hereby accorded that out of the above 1% profit Commission, 0.6% of the profit commission be paid to the Chairman and upto 0.4% of the profit commission be paid to all other Non-Executive Directors of the Company for Financial Year 2021-22, in such manner as may be determined by the Board."

9. Shri Pradeep Dinodia (Chairman), Shri Krishnakumar Srinivasan (Managing Director & CEO) and Shri A.K. Taneja (Managing Director & Chief Mentor)



answered various queries (sent in advance/made in the meeting) of the Shareholders.

10. The Chairman informed that the combined results of voting (remote e-voting and e-voting done at the meeting) alongwith Scrutinizer's Report shall be displayed on Company's website viz. www.shrirampistons.com and CDSL's website viz. www.evotingindia.com within 2 working days i.e. by 08.07.2021.
11. The Chairman thanked the shareholders for joining the meeting. He further informed that the e-voting window will remain open for another 30 minutes.
12. The meeting then concluded at 5:31 P.M.
13. Shri Deepak Juneja, Scrutinizer appointed by the Board, submitted his report on remote e-voting and e-voting during the Annual General Meeting to the Chairman in the prescribed Form on July 8, 2021. 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	21,184,916		21,184,916	21,184,900	99.9999	16	0.0001	Passed
2	21,184,916		21,184,916	21,184,900	99.9999	16	0.0001	Passed
3	21,184,916	10,584,400	10,600,516	10,600,500	99.9998	16	0.0001	Passed
4	21,184,916		21,184,916	21,184,900	99.9999	16	0.0001	Passed
5	21,184,916		21,184,916	21,184,900	99.9999	16	0.0001	Passed
6	21,184,916		21,184,916	21,184,900	99.9999	16	0.0001	Passed
7	21,184,916		21,184,916	21,184,900	99.9999	16	0.0001	Passed
8	21,184,916	10,584,400	10,600,516	9,173,268	86.54	1,427,248	13.46	Passed
Notes: 1. *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 sent to Stock Exchange and displayed on Company's website viz. www.shrirampistons.com under the link "Investors' Guide" & on Company's Notice Board.

New Delhi
July 30, 2021



(PRADEEP DINODIA)
CHAIRMAN



ANNEXURE

LIST OF PERSONS WHO ATTENDED THE ANNUAL GENERAL MEETING HELD ON 6.7.2021

- A. DIRECTORS**
- Shri Pradeep Dinodia - Chairman
 - Shri Inderdeep Singh - Chairman of Audit Committee
 - Ms. Ferida Chopra - Chairperson of Stakeholders' Relationship Committee
 - Shri Alok Ranjan - Chairman of Nomination & Remuneration Committee
 - Ms. Meenakshi Dass
 - Shri Sascha Putz
 - Shri Yukio Tanemura
 - Shri Shinichi Unno
 - Shri Krishnakumar Srinivasan
 - Shri A.K. Taneja
 - Shri Luv D. Shriram
 - Shri Kaoru Ito - Alternate Director to Shri Yukio Tanemura

B. ALTERNATE COMPANY SECRETARY

- Shri Naveen Agarwal

C. CHIEF FINANCIAL OFFICER

- Shri Prem Prakash Rathi

D. AUDITORS

- Shri Jitendra Agarwal(Representing M/s Deloitte Haskins & Sells), Statutory Auditors
- Ms. Richa Sharma, Secretarial Auditor

E. EQUITY SHAREHOLDERS FOLIO NO./CLIENT ID WHO ATTENDED THE AGM THROUGH VC/OAVM:

S.NO	NAME OF MEMBER	FOLIO NO./ CLIENT ID
1	Shri Ankur Chanda	IN302365/10914729
2	Shri Arvind Kumar Jain	IN300468/10103661
3	Shri Ashok Kumar Jain	IN300118/10242590
4	Shri Ashok Kumar Taneja	IN300931/10004174
5	Ms. Bayant Kaur Sahni	IN300118/10037013
6	Ms. Charu Juneja	IN301604/12480727

Handwritten signature/initials in blue ink.

7	Shri Chetan Chadha	IN300118/10826627
8	Shri Deepak Juneja	355
9	Shri Gagan Kumar	IN300206/11044542
10	Ms. Geetu Chadha	IN302365/11103407
11	Shri Harmohan Singh Sawhney	IN300118/11508900
12	Shri Harmohan Singh Sawhney	IN300118/10036150
13	M/s. KS Kolbenschmidt Gmbh	457
14	Shri Himanshu Chadha	IN300118/11404807
15	Ms. Kiran Ghai	1201410000021007
16	Shri Krishan Lal Chadha	1201410000010073
17	Shri Lokesh Gupta	1304140001647317
18	Shri Luv D. Shriram	IN300468/10077762
19	Shri Mahender Pal Bhutani	1201910102044054
20	M/s. Manisha Commercial Private Ltd.	IN300468/10093904
21	Shri Manjit Singh	IN300206/10907641
22	Ms. Manju Lata Ladiwala	IN300126/10692753
23	Ms. Meenakshi Dass	IN300468/10077754
24	Ms. Meenakshi Dass	IN300468/10077771
25	Shri Mukul Jain	IN300513/13221307
26	M/s. National Insurance Company Ltd.	IN300812/10000502
27	Shri Naveen Agarwal	317
28	Shri Parmod Kumar Jain	IN302994/10082531
29	Shri Pradeep Payal	1204470005402494
30	Shri Praveen Kumar	IN300118/10449827
31	Shri Rajinder Kakroo	IN301549/18918274
32	Shri Raju	IN302994/10079634
33	Shri Rakesh Kumar	1201410000010225
34	Ms. Rama Jain	IN302365/10003504

34	Shri Raman Singh	1204470006242193
35	Shri Ramesh Babu Sharma	IN300468/10034364
36	Shri Ravi Kant Pai	IN301549/36594869
37	Shri Ravi Kant Pai	IN302566/10116703
38	M/s. Riken Corporation	170
39	Shri Sandeep Singh	1201910103078366
40	Ms. Santosh Bhutani	IN301604/12480702
41	Ms. Santosh Bhutani	1201910102044109
42	M/s. Sarva Commercial Pvt Ltd.	IN300468/10093710
43	Shri Sarvjeet Singh	1201910102090517
44	M/s. Sera Com Private Ltd.	IN300468/10016662
45	M/s. Shabnam Commercial Pvt Ltd.	IN300468/10093701
46	Shri Shripal Singh Mohnot	IN300708/10012312
47	Ms. Sneh Mohnot	IN300513/21718613
48	Ms. Sneh Mohnot	IN300708/10012329
49	Ms. Sonal Garg	IN300214/17672545
50	Ms. Sunita Chadha	IN300206/10895862
51	Shri Surender Kumar Arora	IN300118/11485891
52	Shri Suresh Bhutani	1201330001755722
53	Shri Tapish Garg	IN302814/10329834
54	Ms. Vandana Agarwal	519
55	Shri Vijay Kumar Mahajan	IN300239/15308016
56	Shri Yash Pal Chopra	IN300513/82570454

F. SHAREHOLDERS REPRESENTED THROUGH PROXY:

Since the Annual General Meeting was held in Compliance with General Circular issued by the Ministry of Corporate Affairs and Securities and Exchange Board of India through Video Conferencing/ Other Audio- Visual Means, the facility for appointment of proxies by the Member was not available.