

**SUMMARY OF VOTING AT THE 59TH ANNUAL GENERAL MEETING OF
SHRIRAM PISTONS & RINGS LTD. HELD ON 6.7.2023**

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	20,798,894	-	20,798,894	20,798,894	100.0000	-	-	Passed
2	20,800,394	-	20,800,394	20,800,394	100.0000	-	-	Passed
3	20,800,394	-	20,800,394 *	20,796,669	99.9994	3,725	0.0179	Passed
4	20,800,394	-	20,800,394	20,795,963	99.9787	4,431	0.0213	Passed
5	20,800,394	-	20,800,394	20,800,394	100.0000	-	-	Passed
6	20,800,394	-	20,800,394	20,796,669	99.9821	3,725	0.0179	Passed
7	20,800,394	-	20,800,394	20,800,394	100.0000	-	-	Passed
8	20,800,394	-	20,800,394	20,800,394	100.0000	-	-	Passed
9	20,800,394	-	20,800,394	20,799,688	99.9966	706	0.0034	Passed
10	20,800,394	-	20,800,394	20,800,394	100.0000	-	-	Passed

***Includes 1,02,97,053 votes cast by the members interested in the resolution.**

CHETAN
GUPTA

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Date: 2023.07.07 18:32:22 +05'30'

(Chetan Gupta)
Scrutinizer

PANKAJ
GUPTA

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Date: 2023.07.07 19:02:04 +05'30'

(Pankaj Gupta)
Company Secretary

KRISHNAKUMAR
SRINIVASAN

Digitally signed by KRISHNAKUMAR SRINIVASAN
Date: 2023.07.07 19:02:37 +05'30'

(Krishnakumar Srinivasan)
MD & CEO

PRADEEP
DINODIA

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Date: 2023.07.07 19:12:00 +05'30'

(Pradeep Dinodia)
Chairman

7th July, 2023
NEW DELHI

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

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Date: 2023.07.07 19:13:23 +05'30'

(Pradeep Dinodia)
Chairman



APAC & ASSOCIATES LLP

CONSOLIDATED SCRUTINIZER'S REPORT

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and s) Rules, 2014, as amended and relevant circulars issued by the Ministry of Corporate Affairs ('MCA') and the Securities and Exchange Board of India ('SEBI') from time to time and other applicable provisions of the Companies Act, 2013]

**To,
The Chairman
Shriram Pistons & Rings Limited (the "Company")
3rd Floor, Himalaya House,
23, Kasturba Gandhi Marg, New Delhi – 110001**

Sub: Consolidated Scrutinizer's report on voting through electronic means (remote e-voting and e-voting system) conducted at the 59th Annual General Meeting (AGM) of the Company held on Thursday, July 6, 2023, at 4:00 P.M. (IST) through Video Conferencing (VC)/ Other Audio-Visual Means (OAVM)

Dear Sir,

I, Chetan Gupta, Company Secretary in Practice (COP No – 7077) & Managing Partner, APAC & Associates LLP, Company Secretaries (ICSI Unique Code – P2011DE025300), have been appointed as Scrutinizer by the Board of Directors of the Company at their meeting held on May 8, 2023:

- i. to scrutinize the remote e-voting carried out from July 3, 2023 (10:00 A.M.) to July 5, 2023 (5:00 P.M.) & voting done on the day of AGM; and
- ii. to scrutinize the e-voting system at the AGM of the Company held through VC/OAVM, on the resolution(s) proposed in the AGM notice of the Company.

Management's Responsibility

The management of the Company is responsible to ensure compliance for conducting the 59th AGM of the members of the Company through VC/OAVM and to organize the process of remote e-voting and e-voting system during the AGM of the Company in accordance with the provisions of the Companies Act, 2013 read with rules made thereunder and the MCA Circulars issued in this regard.

APAC & Associates LLP, a Limited Liability Partnership with LLP Registration No. AAF-7948

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Tel.: +91-11- 42502625 • E-mail: info@apacandassociates.com • Website: www.apacandassociates.com

Scrutinizer's Responsibility

My responsibility as a Scrutinizer is ascertaining the requisite majority on voting through remote e-voting and voting through the e-voting facility offered by Central Depository Services Limited (CDSL) and submitting the Scrutinizer's report of the votes cast "in favor" or "against" the resolutions, based on the data downloaded from e-voting website of CDSL.

- 1.** Further to the above, I submit my report as under:
 - a.** The voting rights were reckoned on Thursday, June 29, 2023, being the "**Cut Off Date**" to determine entitlements of the members to vote on the resolutions outlined in the AGM Notice through remote e-Voting before the 59th AGM and e-voting system during the AGM on the resolutions (item no. 1 to 10 as set out in the AGM notice of the Company).
 - b.** The notice of AGM dated June 13, 2023, as confirmed by the Company, was sent to the members in respect of the below-mentioned resolution(s), through electronic mode to those members whose e-mail addresses are registered with the Company/ Depositories.
 - c.** After the conclusion of the e-voting at the AGM, the votes cast by the members present through VC/OAVM at the AGM through the e-voting system and remote e-voting facility, were downloaded from the e-voting website of CDSL on July 6, 2023, around 6:06 P.M. in the presence of two witnesses, Ms. Divya Arora and Mr. Akash who are not in the employment of the Company.
 - d.** A summary of the votes cast electronically is given as under:

SUMMARY OF VOTES CAST ELECTRONICALLY

Item No. 1

Ordinary Resolution: Adoption of the annual financial statements (standalone and consolidated) of the Company for the financial year ended March 31, 2023, the Board's Report and Auditors' Report thereon.

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

Number of members who voted	Number of votes cast by them	% of the total number of valid votes cast
71	20798894	100

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

Number of members who voted	Number of votes cast by them	% of the total number of valid votes cast
Nil	Nil	Nil

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of votes cast by them
Nil	Nil

Item No.2

Ordinary Resolution: To declare dividend on equity shares for the financial year ended 31st March, 2023.

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

Number of members who voted	Number of votes cast by them	% of the total number of valid votes cast
72	20800394	100

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

Number of members who voted	Number of votes cast by them	% of the total number of valid votes cast
Nil	Nil	Nil

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of votes cast by them
Nil	Nil

Item No. 3

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

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

Number of members who voted	Number of votes cast by them	% of the total number of valid votes cast
68	20796669*	99.98

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

Number of members who voted	Number of votes cast by them	% of the total number of valid votes cast
4	3725	0.02

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of votes cast by them
Nil	Nil

**includes 10297053 votes are cast by members interested in resolutions*

Item No. 4

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

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

Number of members who voted	Number of votes cast by them	% of the total number of valid votes cast
67	20795963	99.98

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

Number of members who voted	Number of votes cast by them	% of the total number of valid votes cast
5	4431	0.02

(iii) **Invalid votes:**

Number of members whose votes were declared invalid	Number of votes cast by them
Nil	Nil

Item 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 2023-24.

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

Number of members who voted	Number of votes cast by them	% of the total number of valid votes cast
72	20800394	100

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

Number of members who voted	Number of votes cast by them	% of the total number of valid votes cast
Nil	Nil	Nil

(iii) **Invalid votes:**

Number of members whose votes were declared invalid	Number of votes cast by them
Nil	Nil

Item No. 6

Ordinary Resolution: Appointment of Shri Klaus Semke (DIN: 10133032) as Non-Executive Non-Independent Director of the Company.

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

Number of members who voted	Number of votes cast by them	% of the total number of valid votes cast
68	20796669	99.98

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

Number of members who voted	Number of votes cast by them	% of the total number of valid votes cast
4	3725	0.02

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of votes cast by them
Nil	Nil

Item No. 7

Ordinary Resolution: Appointment of M/s Walker Chandiook & Co LLP, Chartered Accountants [ICAI Firm Registration No. 001076N/N500013], Statutory Auditor of the Company for a term of five consecutive years, commencing from the conclusion of the 59th AGM till the conclusion of the 64th AGM to be held in the year 2028.

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

Number of members who voted	Number of votes cast by them	% of the total number of valid votes cast
72	20800394	100

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

Number of members who voted	Number of votes cast by them	% of the total number of valid votes cast
Nil	Nil	Nil

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of votes cast by them
Nil	Nil

Item No. 8

Special Resolution: Approval for authorisation for creation of security on properties of the Company in favour of Lender under Section 180(1)(a) of the Companies Act, 2013.

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

Number of members who voted	Number of votes cast by them	% of the total number of valid votes cast
72	20800394	100

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

Number of members who voted	Number of votes cast by them	% of the total number of valid votes cast
Nil	Nil	Nil

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of votes cast by them
Nil	Nil

Item No. 9

Special Resolution: Approval for authorisation for payment of profit commission of 0.6% to the Chairman for the Financial Year 2023-24.

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

Number of members who voted	Number of votes cast by them	% of the total number of valid votes cast
71	20799688	99.99

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

Number of members who voted	Number of votes cast by them	% of the total number of valid votes cast
1	706	0.01

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of votes cast by them
Nil	Nil

Item No.10

Ordinary Resolution: To approve issue of Bonus Equity Shares.

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

Number of members who voted	Number of votes cast by them	% of the total number of valid votes cast
72	20800394	100

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

Number of members who voted	Number of votes cast by them	% of the total number of valid votes cast
Nil	Nil	Nil

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of votes cast by them
Nil	Nil

2. Based on the aforesaid results, I report that all Ordinary and Special Resolutions as set out in Item No. 1 to 10 of the Notice of 59th AGM dated June 13, 2023, have been passed with the requisite majority.

3. It is to be noted:

- a. The members who abstained from voting were not considered; and
- b. Body Corporates whose authorization resolutions/letters were not received were considered invalid.

Restriction on Use

This report has been issued at the request of the Company for (i) submission to the Stock Exchange, (ii) to be placed on the website of the Company, and (iii) the website of CDSL. This report is not to be used for any other purpose or to be distributed to any other parties. Accordingly, I do not accept or assume any liability or any duty of care for any other purpose or to any other party to whom it is shown or into whose hands it may come without my prior consent in writing.

Thanking you,

Yours faithfully,

For **APAC & Associates LLP**

CHETAN
GUPTA



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CHETAN GUPTA
Date: 2023.07.07
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(Chetan Gupta)

Managing Partner

COP No.: 7077

UDIN:

Date: July 07, 2023

Place: New Delhi